

Org.nr/Reg. no. 556749-2375

Protokoll från årsstämman med aktieägarna i Xbrane Biopharma AB ("**Bolaget**") den 5 maj 2025 kl. 16:30 i Inghesalen, Widerströmska Huset, plan 2, Karolinska institutet, Tomtebodavägen 18a i Solna

*Minutes from the annual general meeting of the shareholders of Xbrane Biopharma AB (the "**Company**") on 5 May 2025 at 16:30 CET at Inghesalen, Widerströmska Huset, plan 2, Karolinska institutet, Tomtebodavägen 18a in Solna*

Deltagande aktieägare:

Participating shareholders:

Enligt bifogad röstlängd, Bilaga A

According to attached voting list, Exhibit A

## § 1

Anders Tullgren, styrelseordförande, hälsade på styrelsens vägnar alla välkomna till årsstämman och förklarade därefter årsstämman öppnad.

*Anders Tullgren, chair of the board of directors, welcomed everybody on behalf of the board of directors and thereafter declared the annual general meeting open.*

Det noterades att från Bolagets styrelse deltog förutom ordföranden Anders Tullgren, Eva Nilsagård, Kirsti Gjellan och Kristoffer Bissessar. Det noterades att övriga ledamöter var tillgängliga per telefon. Vidare närvarade vid stämman Bolagets verkställande direktör Martin Åmark, Bolagets CFO, Jane Benyamin och Bolagets huvudansvarige revisor, Magnus Lagerberg från PricewaterhouseCoopers AB. Från valberedningen närvarade förutom Anders Tullgren, valberedningens ordförande Jens Segrén, Bengt Göran Westman.

*It was noted that in addition to the chair Anders Tullgren, Eva Nilsagård, Kirsti Gjellan and Kristoffer Bissessar were present from the board of directors. It was noted that the other directors were available via phone. It was further noted that the Company's managing director, Martin Åmark, the Company's CFO, Jane Benyamin and the Company's main responsible auditor, Magnus Lagerberg from PricewaterhouseCoopers AB were presented. Further and in addition to Anders Tullgren, Jens Segrén, chair of the nomination committee and Bengt Göran Westman were present from the nomination committee.*

Advokat Carl Svernlöv vid Baker McKenzie Advokatbyrå, utsågs till ordförande vid stämman i enlighet med valberedningens förslag. Ordföranden meddelade att han utsett jurist Simon Olofsson vid Baker McKenzie Advokatbyrå till protokollförare.

*Carl Svernlöv, attorney at law at Baker McKenzie Advokatbyrå, was appointed as chair of the general meeting, in accordance with the nomination committee's proposal. The chair informed that he had appointed Simon Olofsson, LL.M., at Baker McKenzie Advokatbyrå, to keep the minutes.*

Årsstämman godkände att ett antal icke anmälda aktieägare och gäster med flera deltog i stämman som åhörare utan röst- och yttranderätt. Vidare noterades att ljud- eller bildupptagning inte var tillåten.

*The annual general meeting approved that a number of shareholders who had not duly notified the Company of their intention to attend, guests and others, participated in the meeting without voting and speech rights. It was further noted that sound or visual recording was not allowed.*

§ 2

Till stämman var 69 256 056 aktier och röster anmälda. 51 851 289 aktier och röster var representerade vid stämman, vilket utgör cirka 3,38 procent av Bolagets totala antal registrerade aktier och röster.

*69,256,056 shares and votes had been registered for the general meeting. 51,851,289 shares and votes were represented at the general meeting, which is approximately 3.38 percent of the Company's total number of shares and votes.*

Röstlängden lades fram och stämman godkände densamma, Bilaga A.

*The voting list was presented and the general meeting approved the same, Exhibit A.*

§ 3

Stämman godkände den föreslagna dagordningen som intagits i kallelsen till stämman med den ändringen att p. 14 utgick då styrelsen dragit tillbaka sitt förslag.

*The general meeting approved the proposed agenda as presented in the notice to the general meeting, with the change that item 14 was deleted, as the board had withdrawn its proposal.*

§ 4

Det beslutades att utse en justeringspersoner. Stämman utsåg Jens Segrén från Systematic Group AB, att tillsammans med ordföranden justera dagens protokoll.

*It was resolved to appoint one person to certify the minutes. The general meeting appointed Jens Segrén from Systematic Group AB, to certify the minutes together with the chair of the general meeting.*

§ 5

Protokollföraren redogjorde för att kallelse till dagens stämma har, i enlighet med bolagsordningen, publicerats på Bolagets hemsida den 2 april 2025 och i Post- och Inrikes Tidningar den 7 april 2025. Upplysning om att kallelse skett har även publicerats i Svenska Dagbladet den 7 april 2025.

*The keeper of the minutes stated that the notice has, in accordance with the articles of association, been published on the Company's website on 2 April 2025 and in the Swedish Official Gazette on 7 April 2025. Information that the notice has been published has also been printed in Svenska Dagbladet on 7 April 2025.*

Stämman förklarades därmed behörigen sammankallad.

*It was therefore declared that the general meeting had been duly convened.*

§ 6

Carl Svernlöv redogjorde för att årsredovisningshandlingarna för 2024 har funnits tillgängliga på Bolagets hemsida från och med den 31 mars 2025 och har dessutom funnits tillgängliga på Bolagets kontor och lagts fram på stämman. De har därmed gjorts tillgängliga för aktieägarna och presenterats i sammandrag för stämmodeltagarna. Magnus Lagerberg presenterade även revisionsberättelsen i sammandrag.

*The chair of the general meeting stated that the annual report for 2024 has been published on the Company's website since 31 March 2025 and has also been available at the Company's office and been presented at the meeting. The annual report has consequently been available for the shareholders and presented in brief for the participants of the meeting. Magnus Lagerberg also presented the audit report in brief.*

Aktieägarna bereddes möjlighet att ställa frågor, vilka även besvarades.

*The shareholders were invited to ask questions, which were also answered.*

Årsredovisning och revisionsberättelse samt koncernredovisning och tillhörande revisionsberättelse för räkenskapsåret 2024 konstaterades därmed framlagda.

*The annual report and the audit report as well as the consolidated financial statements and the corresponding audit report for the fiscal year 2024 were thereby presented.*

#### § 7

a) Det beslutades att fastställa resultaträkningen och balansräkningen samt koncernresultaträkningen och koncernbalansräkningen.

*a) The income statement and balance sheet as well as the group income statement and group balance sheet were adopted.*

b) Det beslutades att disponera resultatet i enlighet med styrelsens förslag i årsredovisningen, det vill säga att resultatet förs över i ny räkning.

*b) It was resolved to treat the result in accordance with the proposal of the board of directors in the annual report, meaning that the result shall be carried forward.*

c) Det beslutades att bevilja styrelsens ledamöter och verkställande direktören ansvarsfrihet gentemot Bolaget. Det noterades att närvarande styrelseledamöter och verkställande direktör representerande egna eller andras aktier inte deltog i beslutet avseende ansvarsfrihet såvitt avsåg dem själva. Det antecknades vidare att beslutet var enhälligt såvitt gällde röstande aktieägare.

*c) It was finally resolved to discharge the directors of the board and the managing director from liability in relation to the Company. It was noted that the present directors and the managing director representing their own or others' shares did not participate in the resolution regarding the discharge of the directors of the board from liability. It was also noted that the resolution was unanimous with respect to the shareholders who voted.*

#### § 8

Stämмоordföranden presenterade valberedningens arbete samt motiverade yttrande och samtliga förslag enligt punkterna 8-10 i den i kallelsen intagna dagordningen, Bilaga 1.

*The chair of the general meeting presented the committee's work and motivated opinion, as well as all proposals under items 8-10 in the agenda, Exhibit 1. T*

Det beslutades, i enlighet med valberedningens förslag, att styrelsen ska bestå av fem ledamöter.

*It was resolved, in accordance with the nomination committee's proposal, that the board of directors shall consist of five directors.*

Vidare beslutades att antalet revisorer ska vara ett registrerat revisionsbolag.

*It was further resolved that the number of auditors shall be one registered audit firm.*

#### § 9

Det beslutades, i enlighet med valberedningens förslag, att arvudet till styrelsens ledamöter ska uppgå till totalt 2 483 000 kronor inklusive arvode för utskottsarbete (2 437 800 kronor föregående år), och utgå till styrelsens ledamöter och ledamöter av inrättade utskott med följande belopp:

*It was resolved, in accordance with the nomination committee's proposal, that the remuneration to the board of directors is to be SEK 2,483,000 in total, including remuneration for committee work (SEK 2,437,800 previous year), and shall be paid to the board of directors and the members of the established committees in the following amounts:*

- 327 000 kronor (321 000 kronor) till envar styrelseledamot och 655 000 kronor (642 600 kronor) till styrelseordföranden, SEK 327,000 (SEK 321,000) for each of the directors and SEK 655,000 (SEK 642,600) to the chair;
- 52 000 kronor (51 000 kronor) till envar ledamot av ersättningsutskottet och 104 000 kronor

(102 000 kronor) till ordförande av utskottet, och  
*SEK 52,000 (SEK 51,000) for each of the members of the remuneration committee and  
SEK 104,000 (SEK 102,000) to the chair of the committee; and*

- 78 000 kronor (76 500 kronor) till envar ledamot av revisionsutskottet och 156 000 kronor (153 000 kronor) till ordförande av utskottet.  
*SEK 78,000 (SEK 76,500) for each of the members of the audit committee and SEK 156,000 (SEK 153,000) to the chair of the committee.*

Vidare beslutades det att arvode till revisorn skulle utgå enligt godkänd räkning.

*It was further resolved that the auditor shall be entitled to a fee in accordance with approved invoice.*

#### § 10

Det beslutades, i enlighet med valberedningens förslag, att omvälja styrelseledamöterna Eva Nilsagård, Mats Thorén, Anders Tullgren, Kirsti Gjellan och Kristoffer Bissessar. Anders Tullgren omvaldes till styrelseordförande.

*It was resolved, in accordance with the nomination committee's proposal, to re-elect the directors Eva Nilsagård, Mats Thorén, Anders Tullgren, Kirsti Gjellan and Kristoffer Bissessar. Anders Tullgren was re-elected as chair of the board of directors.*

Beslutades vidare att omvälja det registrerade revisionsbolaget PricewaterhouseCoopers AB som revisor för tiden intill slutet av nästa årsstämma. Det noterades att PricewaterhouseCoopers AB har anmält den auktoriserade revisorn Magnus Lagerberg som huvudansvarig revisor.

*It was also proposed to re-elect the registered audit firm PricewaterhouseCoopers AB as auditor up until the end of the next annual general meeting. It was noted that PricewaterhouseCoopers AB had announced its appointment of the authorized auditor Magnus Lagerberg as main responsible auditor.*

#### § 11

Stämмоordföranden presenterade kortfattat valberedningens förslag till beslut om fastställande av principer för valberedningen, Bilaga 1.

*The chair of the general meeting briefly presented the committee's proposal for resolution regarding the adoption of principles for the nomination committee, Exhibit 1.*

Det beslutades att anta principer för valberedningen i enlighet med valberedningens förslag, Bilaga 1.  
*It was resolved to adopt principles for the nomination committee in accordance with the nomination committee's proposal, Exhibit 1.*

#### § 12

Stämмоordföranden presenterade kortfattat styrelsens förslag till beslut om godkännande av ersättningsrapport, varefter ersättningsrapporten framlades.

*The chair of the meeting briefly presented the board of directors' proposal for resolution regarding approval of the remuneration report, whereby the remuneration report was presented.*

Stämman beslutade att inte anta ersättningsrapporten. Inga synpunkter framfördes.

*It was resolved not to adopt the remuneration report. No comments were made.*

§ 13

Stämмоordföranden presenterade kortfattat valberedningens förslag till beslut om fastställande av riktlinjer för ersättning till ledande befattningshavare, Bilaga 2. Aktieägarna bereddes möjlighet att ställa frågor, vilka besvarades.

*The chair of the general meeting briefly presented the committee's proposal for resolution regarding the adoption of guidelines for remuneration to senior executives, Exhibit 2. The shareholders were invited to ask questions, which were answered.*

Det beslutades att anta riktlinjer för ersättning till ledande befattningshavare i enlighet med styrelsens förslag, Bilaga 2.

*It was resolved to adopt guidelines for remuneration to senior executives in accordance with the board of directors' proposal, Exhibit 2.*

§ 14

Utgått.

*Deleted.*


§ 15

Eftersom inga ytterligare ärenden hade hänskjutits till stämman avslutades stämman.

*As no additional matters had been referred to the general meeting of the shareholders, the general meeting was closed.*

Vid protokollet:


*At the minutes:*

DocuSigned by:  
 Simon Olofsson  
5DC1C7AA3A684D2...

Simon Olofsson

Justeras:

*Certified:*

Signed by:  
 Carl Svernlöv  
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Carl Svernlöv

Signed by:  
 Jens Segrén  
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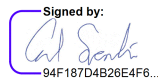
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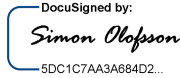
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