

NOTICE OF ANNUAL GENERAL MEETING IN EMPLICURE (PUBL)

The shareholders in Emplicure AB (publ) reg. no. 556967-7189 (the “Company”) are hereby given notice that the Annual General Meeting will be held on Tuesday 13 June 2023, at 2.00 p.m. at the law firm Lindahl’s premises, Vaksalagatan 10, Uppsala, Sweden. Registration starts at 1.45 p.m. and will stop when the meeting starts.

Shareholders who wish to exercise their voting rights at the Annual General Meeting must:

- be recorded in the share register maintained by Euroclear Sweden AB (“Euroclear”) on 2 June 2023; and
- give notice to the Company of their intention to attend the Annual General Meeting according to the instructions under the heading “Notification of attendance in person or by proxy”, no later than 7 June 2023.

NOMINEE-REGISTERED SHARES

Shareholders whose shares are nominee-registered through a bank or other authorised depository, for example in a custody account, must – in addition to giving notice of their attendance – request that the shares be temporarily re-registered in their own name so that the shareholder is registered in Euroclear’s share register as of the record date on 2 June 2023. Re-registration may be temporary (so-called voting rights registration) and is requested from the nominee in advance in accordance with the nominee’s routines. Voting right registration that the shareholder has requested and that has been issued by the nominee no later than 7 June 2023 will be accepted in the preparation of the share register.

Please observe that this procedure may also apply for shares that are held in a bank’s custody account and on certain Swedish investment savings accounts (ISK).

NOTIFICATION OF ATTENDANCE IN PERSON OR BY PROXY

Shareholders who wish to attend the Annual General Meeting in person or by proxy must notify the Company of this no later than 7 June 2023 either:

- by e-mail to info@emplicure.com,
- by post to Emplicure AB (publ), “Annual General Meeting”, Virdings allé 32B 754 50 Uppsala.

In the notification, provide your name or company name, personal or organisation ID number, address, phone number and, if applicable, the number of persons attending with you (maximum two).

If attending by proxy or representative, authorisation documents (a power of attorney and/or registration certificate) should be sent to the Company at the above address well in advance of the Annual General Meeting and preferably by 7 June 2023. Power of attorney forms are available on the Company’s website, www.emplicure.com.



Emplicure develops new and innovative products by combining existing and approved active substances with advanced materials science within ceramic biomaterials. The product portfolio is focused on chronic pain and on abuse-deterrent formulations. The subsidiary Amplicon AB develops consumer products with oral nicotine as the first product. The share is listed on Nasdaq First North Growth Market (EMPLI). Read more at www.emplicure.com

PERSONAL DATA

Personal data obtained from the share register, notices of attendance at the Annual General Meeting and information on proxies will be used for registration, preparation of the voting list for the meeting and, where applicable, the minutes of the meeting.

For information about how your personal data is processed, please refer to the Privacy Policy available on Euroclear's website:

<https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

PROPOSED AGENDA

1. Opening of the meeting
2. Election of the chairperson for the meeting
3. Establishment and approval of the voting list
4. Approval of the agenda
5. Election of two persons to attest the minutes
6. Determination as to whether the meeting has been duly convened
7. Presentation by the CEO
8. Presentation of the annual report and the auditor's report as well as the group accounts and the auditor's report for the group
9. Resolution
 - a) on adaption of the profit and loss account and the balance sheet as well as of the consolidated profit and loss account and the consolidated balance sheet
 - b) on allocations of the Company's profit or loss according to the balance sheet
 - c) on discharge from liability for the board members and the CEO
10. Resolution on the remuneration to the board members and the auditor
11. Resolution on the number of board members and deputy board members
12. Election of board members and election of chairperson of the Board
 - (a) Gisela Sitbon, chairperson of the Board (re-election)
 - (b) Gunilla Ekström (re-election)
 - (c) Johan Wieslander (re-election)
 - (d) Anders Peteri (new election)
 - (e) Jonas Ekblom (new election)
13. Resolution on the numbers of auditors and deputy auditors
14. Election of auditor
15. Resolution on the Nomination Committee and the establishment of instructions for the Nomination Committee
16. Resolution on authorisation to issue shares
17. Closing of the meeting

The Nomination Committee

Ahead of the Annual General Meeting 2023, the Nomination Committee consists of Thomas Lundqvist, who also is the chairperson of the Nomination Committee, appointed by himself and also representing Susanne Bredenberg and Håkan Engqvist, Henrik Didner, appointed by Monesi Förvaltnings AB, Peyman Pournouri, appointed by himself, and Gisela Sitbon (chairperson of the Board).

Resolution proposal

Election of chairperson of the meeting (agenda item 2)

The Nomination Committee proposes that Mikael Smedeby shall be elected chairperson of the meeting, or in the event of his absence, the person appointed by the Nomination Committee.

Resolution on allocations of the Company's profit or loss according to the balance sheet (agenda item 9 (b))

The Board proposes that no dividend shall be paid and that the accumulated funds shall be treated in accordance with the proposal in the annual report.

Resolution on the remuneration to the board members and the auditor (agenda item 10)

The Nomination Committee proposes that remuneration to the Board, for the period until the end of the next Annual General Meeting, shall be SEK 270,000 to the chairperson, and SEK 125,000 each to other board members.

The remuneration to the auditor is proposed to be paid against approved invoice.

Resolution on the number of board members (agenda item 11)

The Nomination Committee proposes that the Board shall consist of five ordinary board members, without any deputies.

Election of board members (agenda item 12)

The Nomination Committee proposes that the board members Gunilla Ekström, Gisela Sitbon and Johan Wieslander be re-elected, and that Jonas Ekblom and Anders Peteri be elected as new ordinary board members until the next Annual General Meeting. It is also proposed that Gisela Sitbon be re-elected as chairperson of the board.

The proposed new board members are presented below.

Anders Peteri has extensive experience within the fast-moving consumer products segment in the confectionery, alcohol and tobacco categories. He has held senior executive roles at Marabou, Swedish Match and Diageo, focusing on sales development. He has also been responsible for the launch of nicotine products in both the European and American markets. He is a marketing economist from IHM.

Anders Peteri's background and experience in the fast-moving consumer products segment with a focus on sales are well suited for the product development of Amplicon and for the Company's group business development.

Jonas Ekblom has held senior executive roles in the Swedish and international life science sector for more than 25 years. He has been active in, among others, Pharmacia, Biovitrum and Sequenom and is now CEO of Promore Pharma AB. He is an Associate Professor in Pharmacology at Uppsala University and holds a PhD in Experimental Neurology.

Resolution on numbers of auditors and deputy auditors (agenda item 13)

The Nomination Committee proposes to elect a registered auditing firm as auditor and no deputy auditors.



Emplicure develops new and innovative products by combining existing and approved active substances with advanced materials science within ceramic biomaterials. The product portfolio is focused on chronic pain and on abuse-deterrent formulations. The subsidiary Amplicon AB develops consumer products with oral nicotine as the first product. The share is listed on Nasdaq First North Growth Market (EMPLI). Read more at www.emplicure.com

[Election of auditor \(agenda item 14\)](#)

The Nomination Committee proposes that the Annual General Meeting shall appoint Finnhammars Revisionsbyrå as registered auditing firm with Per-Olov Strand as auditor in charge.

[Resolution on the Nomination Committee and the establishment of instructions for the Nomination Committee \(agenda item 15\)](#)

The Nomination Committee has reviewed the current principles and instructions for the Nomination Committee that were adopted at the Annual General Meeting 2022. The Nomination Committee proposes the following amendment to the Nomination Committee's instruction: Upon appointment of the Nomination Committee, the chairperson of the board may be invited to the meetings of the Nomination Committee but shall not be included in the Nomination Committee as is the current wording. The Nomination Committee's proposal on new instructions for the Nomination Committee in its entirety is stated below.

The Nomination Committee shall consist of three representatives nominated by the three largest shareholders per the last business day in September. The chairperson of the Board may be invited to the meetings of the Nomination Committee. The chairperson of the Nomination Committee shall be the member appointed by the largest shareholder in terms of voting rights, unless the Nomination Committee unanimously appoints another representative as the chairperson of the Nomination Committee.

The assignment of the Nomination Committee is to present the following proposals to the Annual General Meeting:

- Election of board members
- Election of chairperson of the Board
- Election of auditor
- Remunerations for the board members and the auditors
- Principles that shall apply to the composition and work of the Nomination Committee for the next Annual General Meeting.

[Resolution on authorisation to issue shares \(agenda item 16\)](#)

The assessment of the Board is that the Company will need additional financing to implement the activities that are included in the Company's business plan in the following twelve months. The Company's capital need is estimated to approximately SEK 15-25 million. Therefore, the board of directors intends to continue to evaluate possible alternatives to secure financing to meet the Company's financial needs, such as a capital contribution (such as an issue of new shares with or without deviation from the shareholders pre-emption rights) or a loan financing.

The Board's assessment is, considering the Company's financial situation and the current conditions on the capital market, that it is of great importance that the Board has an extensive mandate in order to be able to act in a time and cost-efficient way to pursue the financing alternatives that become available as well as the mandate and relevant prerequisites to negotiate with potential investors and financiers. Therefore, the mandate provided to the Board should include to resolve on share issues with deviation from the shareholders pre-emption rights.

Therefore, the Board proposes that the general meeting authorises the Board to resolve, whether on one or several occasions, during the period up to the next annual general meeting, to increase the Company's share capital by issue of new shares. The Board shall

be authorised to adopt resolutions on issues of shares with or without deviation from the shareholders' pre-emption rights.

An issue in accordance with this authorisation shall be on market conditions. The Board shall be authorised to decide the terms in general for share issues resolved in accordance with this authorisation and who should be entitled to subscribe for the shares. The reason for that the Board should be able to resolve issues of new shares with deviation from the shareholders pre-emption rights is to give the Board the possibility to resolve on directed issues if the Board deems that it is the best alternative to secure financing to meet the Company's financial needs.

It is proposed that the managing director is authorised to make such minor adjustments to this resolution that may be necessary in connection with the registration with the Swedish Companies Registration Office and Euroclear Sweden AB.

Shares

At the time of the issue of this notice, the total number of shares in the Company amounts to 26,460,512, corresponding to a total number of votes of 26,460,512. On 2 May 2023, the General Meeting resolved on an issue of an additional 22,402,744 new shares, which at the time of the issue of this notice have not been registered at the Swedish Companies Registration Office. The Company does not hold any own shares.

Majority requirements

Resolution under item 16 above requires, for its validity, that a minimum of two thirds of the votes cast and the shares represented support the resolution.

Documentation

The annual report, the consolidated accounts and the auditors' report, and complete proposals on resolutions will be held available at the Company and on the Company's website in accordance with the Swedish Companies Act. The documents will on request be sent to shareholders who provide their postal address.

The documentation will also be available at the Annual General Meeting.

Information at the Annual General Meeting

The Board and Managing Director shall, if requested by any shareholder and if the Board is of the opinion that it can be done without causing material harm to Company's, provide information regarding circumstances that may affect the assessment of an item on the agenda or circumstances that may affect the assessment of Company's or a subsidiary's financial situation and Company's relationship with another group company. Shareholders who wish to submit questions in advance may send to info@emplicure.com.

Uppsala in March 2023
Emplicure AB (publ)
The board of directors

For more information, please contact:

Gisela Sitbon
Chairman of the Board
Tel: +46 702 825 558
Email: gisela@sitbon.nu

Håkan Enqvist
CEO
Tel: +46 702 569 500
Email: hakan.engqvist@emplicure.com

Certified Adviser

Emplicure's Certified Adviser is Erik Penser Bank.



Emplicure develops new and innovative products by combining existing and approved active substances with advanced materials science within ceramic biomaterials. The product portfolio is focused on chronic pain and on abuse-deterrent formulations. The subsidiary Amplicon AB develops consumer products with oral nicotine as the first product. The share is listed on Nasdaq First North Growth Market (EMPLI). Read more at www.emplicure.com