

Press release | Lund 2025-04-16

Notice of Annual General Meeting in Coegin Pharma AB (publ)

The shareholders of Coegin Pharma AB are hereby invited to attend the Annual General Meeting to be held on Thursday 22 May 2025 at 11:00 a.m. at Medicon Village, Scheeletorget 1, in Lund, Sweden.

Right to participate and notification

Shareholders who wish to participate in the General Meeting must:

- be registered as a shareholder in the share register maintained by Euroclear Sweden AB on Wednesday 14 May 2025, and
- notify the company no later than Friday 16 May 2025, in writing to Coegin Pharma AB, c/o Medicon Village, 223 81 Lund, Sweden (please mark the envelope "Annual General Meeting 2025") or by e-mail to info@coeginpharma.com. The notification must include full name, personal or corporate identification number, shareholding, address, daytime telephone number and, where applicable, information about proxy or assistant (maximum two). Powers of attorney, registration certificates and other authorisation documents should be submitted together with the notification where applicable.

Nominee-registered shares

Shareholders with nominee-registered shares must, to be entitled to participate in the General Meeting, temporarily re-register their shares in their own name with Euroclear Sweden AB. Such registration must be completed at the record date 14 May 2025 at the latest. Voting rights registration requested by a shareholder in such time that the registration has been completed by the nominee no later than the second banking day after 14 May 2025 will be taken into account when preparing the share register.

Proxies and proxy forms

Shareholders who are not personally present at the meeting may be represented by proxy, appointed by means of a written, signed and dated proxy form. A proxy form is available on the company's website, www.coeginpharma.com. The form can also be obtained from the company and will be sent to shareholders upon request. If the proxy is appointed by a legal entity, a copy of the registration certificate or an equivalent authorisation document must be enclosed. A proxy form must not be older than one year unless a longer period of validity is specified in the form (maximum five years). To facilitate admission to the meeting, proxy documents should be received by the company well in advance of the meeting.

Number of shares and votes

As of the date of this notice, the total number of outstanding shares and votes in the company is 24 877 504. The company holds no treasury shares.

Coegin Pharma AB
c/o Medicon Village
223 81 Lund, Sweden
Registration number
559078-0465
coeginpharma.com
info@coeginpharma.com

Proposed agenda

1. Opening of the meeting and election of Chair of the meeting.
2. Preparation and approval of the voting list.
3. Approval of the agenda.
4. Election of one or two persons to verify the minutes.
5. Determination of whether the meeting has been duly convened.
6. Address by the Chief Executive Officer.
7. Presentation of the annual report and the auditor's report and the consolidated financial statements and group auditor's report.
8. Resolutions regarding:
 - a) adoption of the income statement and balance sheet and the consolidated income statement and consolidated balance sheet;
 - b) appropriation of the company's result in accordance with the adopted balance sheet; and
 - c) discharge from liability for the members of the Board of Directors and the Chief Executive Officer.
9. Determination of the number of Board members and auditors and deputy auditors.
10. Determination of fees to the Board of Directors and auditors.
11. Election of the Board of Directors and audit firm.
12. Resolution to establish guidelines for the Nomination Committee..
13. Resolution to approve guidelines for a remuneration programme with a requirement to acquire shares in Coegin Pharma AB for the financial year 2025.
14. Resolution to amend the Articles of Association.
15. Resolution to authorise the Board of Directors to resolve on new issues.
16. Closing of the meeting.

Proposals for resolution**Opening of the Meeting and Election of Chair of the Meeting (item 1)**

The Nomination Committee proposes that Andreas Sandgren, or any other person appointed by the Board of Directors in the event of his absence, be elected Chair of the Annual General Meeting.

Appropriation of Results (item 8b)

The Board of Directors proposes that the Annual General Meeting resolves to appropriate the company's result in accordance with the proposal set out in the annual report. The Board further proposes that no dividend be paid for the financial year 2024.

Determination of the Number of Board Members and the Number of Auditors and Deputy Auditors (item 9)

The Nomination Committee proposes that the Board shall consist of four ordinary members. Furthermore, the Nomination Committee proposes that one audit firm be appointed, with no deputy auditor.

Determination of Fees to the Board and Auditors (item 10)

The Nomination Committee proposes that total fees to the Board of Directors shall amount to SEK

576,000, with SEK 288,000 to the Chair of the Board and SEK 144,000 to each of the other members not employed by the company. Work in addition to ordinary board duties may be invoiced on market terms. The Nomination Committee further proposes that fees to the auditor be paid in accordance with approved invoices and customary charging standards.

Election of Board Members and Auditor (item 11)

The Nomination Committee proposes the re-election of Jens Eriksson, Thoas Fioretos, Eva Sjökvist Saers and Erlend Skagseth as ordinary members of the Board. Eva Sjökvist Saers is proposed for re-election as Chair of the Board.

The Nomination Committee also proposes that Öhrlings PricewaterhouseCoopers AB be re-elected as the company's auditor until the end of the next Annual General Meeting. The audit firm has announced that Ola Bjärehäll will remain as the auditor in charge.

Resolution on Nomination Committee Instructions (item 12)

The Nomination Committee proposes that the nomination process ahead of the 2026 Annual General Meeting shall be conducted as follows:

The Chair of the Board shall, based on the ownership structure as of 30 September 2025, convene a Nomination Committee consisting of one representative from each of the three largest shareholders in the company, as well as the Chair of the Board.

If any of the three largest shareholders declines their right to appoint a representative, that right shall pass to the next largest shareholder.

If a shareholder who has appointed a member of the Nomination Committee sells a significant portion of its shareholding during the mandate period or otherwise ceases to be one of the largest shareholders, the appointed representative shall resign from the committee. The committee may, if deemed appropriate, replace such member with a representative appointed by the new eligible shareholder.

If a representative no longer represents the shareholder who appointed them, or otherwise resigns before the committee has completed its work, the shareholder shall be entitled to appoint a replacement.

The Nomination Committee shall fulfil the duties assigned to it under the Swedish Corporate Governance Code.

No remuneration is proposed for members of the Nomination Committee, but reimbursement shall be made for documented expenses.

Resolution to Approve Guidelines for a Remuneration Programme with a requirement to acquire Shares in Coegin Pharma AB for the Financial Year 2025 (item 13)

The Board of Directors proposes that the Annual General Meeting of Coegin Pharma AB ("Coegin Pharma" or the "Company") resolves to approve guidelines for a variable remuneration programme for the Chief Executive Officer (the "Participant"), requiring the acquisition of shares in Coegin Pharma (the "Programme"), and to authorise the Company's Board of Directors to design

and implement a variable remuneration programme including the associated requirement to acquire shares in Coegin Pharma. The objectives and remuneration under the Programme will not be tied to the performance of the Coegin Pharma share and are therefore not considered to constitute a share-based incentive programme. However, the Board considers that the guidelines should be approved by the Annual General Meeting.

The purpose of the Programme is to promote and increase the Participant's shareholding in Coegin Pharma, and to enhance the Company's ability to offer competitive remuneration models.

The Participant shall use the full amount of the variable remuneration received under the Programme, net of tax, to acquire shares in Coegin Pharma on the stock market. The Company shall cover any applicable social security contributions. The share purchase shall take place immediately upon payment of the variable remuneration. Should regulatory restrictions, such as closed periods, prevent immediate acquisition, the shares shall be acquired as soon as such restrictions no longer apply.

Shares acquired under the Programme must be held by the Participant for a minimum period of three years after the acquisition. If the Participant's employment is terminated – whether by resignation, dismissal, or otherwise – during this period, the Participant is still required to retain the acquired shares for the full three-year period. Any breach of the Programme's terms, such as failing to provide updates on the status of the shareholding or prematurely selling acquired shares, will result in sanctions and the obligation to repay the full amount received under the Programme (including any income tax paid, but excluding social security contributions).

The variable remuneration shall be market-based and may not exceed 30 percent of the Participant's annual fixed base salary. It shall be tied to strategically important short- and long-term operational objectives measurable during 2025. The remuneration shall be paid no later than March of the year following the earning period. If the Participant's assignment ends during the current financial year, the right to variable remuneration shall lapse in full.

The total cost of the Programme for the Participant is estimated to be a maximum of 468,000 SEK, excluding social security contributions. The remuneration under the Programme shall not entitle the Participant to pension or holiday pay beyond what is required by mandatory law.

When designing the Programme, the Board shall consider including provisions for reclaiming remuneration paid on the basis of clearly incorrect information and to delay, reduce or cancel payment if such actions are deemed appropriate in light of the Company's financial performance, position or liquidity.

The need for and structure of variable remuneration may vary from year to year and person to person. The Board shall evaluate such needs and conditions annually.

Resolution to Amend the Articles of Association (item 14)

The Board of Directors proposes that the Annual General Meeting resolves to amend the Articles of Association as follows:

Current wording	Proposed wording
§ 2 Registered office The registered office of the Board of Directors is in the municipality of Lund, Skåne County.	§ 2 Registered office The registered office of the Board of Directors is in the municipality of Lund, Skåne County. In addition to the municipality where the Board has its registered office, general meetings may also be held in Stockholm.

The Chief Executive Officer, or any person appointed by the Board of Directors, shall be authorised to make such minor adjustments to the resolution as may be necessary in connection with the registration with the Swedish Companies Registration Office.

Resolution to Authorise the Board of Directors to Resolve on Issues of Shares, Warrants and/or Convertibles (item 15)

The Board of Directors proposes that the Annual General Meeting authorises the Board, on one or more occasions until the next Annual General Meeting, within the limits of the Articles of Association and with or without preferential rights for shareholders, to resolve on issues of new shares and/or warrants and/or convertibles for a total issue amount of up to SEK 35,000,000. Payment may be made in cash, by contribution in kind or by set-off and may be subject to other terms in accordance with the Swedish Companies Act.

In the event of deviation from the shareholders' preferential rights, the issue price shall be market-based (subject to customary discounts, where applicable).

The purpose of the authorisation and the reason for any deviation from the shareholders' preferential rights is to increase the company's financial flexibility in special circumstances, reduce the company's debt, enable acquisitions, attract strategic investors and provide the company with working capital.

Majority Requirements

A valid resolution under items 14 and 15 above requires the approval of shareholders representing at least two-thirds of both the votes cast and the shares represented at the meeting.

Documents and Shareholder Information at the Meeting

Shareholders are reminded of their right to request information under Chapter 7, Section 32 of the Swedish Companies Act. All documents required under the Swedish Companies Act (2005:551) will be available at the company's office in Lund and on the company's website, www.coeginpharma.com, no later than three weeks prior to the meeting and will be sent to shareholders who request them and provide a postal address.

**Processing of Personal Data**

For information on 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>.

Coegin Pharma AB (publ) has corporate registration number 559078-0465 and its registered office in the municipality of Lund.

Lund, April 2025

Coegin Pharma AB (publ)

The Board of Directors

For further information, please contact:

Jens Eriksson, CEO

Email: info@coeginpharma.com

This document is a translation of the original Swedish press release. In case of any discrepancies, the Swedish version shall prevail.

About Coegin Pharma

Coegin Pharma is a Swedish biotech company primarily focused on peptide-based premium products for hair growth and skin pigmentation. The goal is to commercialise a hair growth product series by the end of 2025, followed by a skin pigmentation product in 2026.

Coegin Pharma's share is listed on NGM Nordic SME and dual-listed on Börse Stuttgart and the company has a registered office in Lund, Sweden.

For more information, please visit: coeginpharma.com/en

Coegin Pharma AB

c/o Medicon Village

223 81 Lund, Sweden

Registration number

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