

## Notice of extraordinary general meeting in InDex Pharmaceuticals Holding AB (publ)

**May 6, 2024 - The shareholders of InDex Pharmaceuticals Holding AB, reg.no. 559067-6820 (the "Company"), are hereby summoned to an extraordinary general meeting on Monday, June 10, 2024, at 08.00 CEST at Setterwalls' premises at Sturegatan 10 in Stockholm. Registration for the meeting starts at 07.30 CEST.**

### Notice

Shareholders wishing to participate in the meeting must:

(i) be entered in the shareholders' register, kept by Euroclear Sweden AB (the Swedish Central Securities Depository & Clearing Organisation), on the record day which is Thursday, May 30, 2024; and

(ii) notify the Company of their attendance and any assistant no later than Monday, June 3, 2024. Notification can be made by letter to InDex Pharmaceuticals Holding AB, Berzelius väg 13, 171 65 Solna or via e-mail to [info@indexpharma.com](mailto:info@indexpharma.com).

Notification shall include full name, personal identification number or corporate registration number, address and daytime telephone number and, where applicable, information about representative, proxy and assistants. The number of assistants may not be more than two. In order to facilitate entry to the meeting, notification should, where applicable, be accompanied by powers of attorney, registration certificates and other documents of authority. Personal data collected from the register of shareholders kept by Euroclear Sweden AB, registration and participation in the meeting as well as information about representative, proxy and assistants, will be used for registration, preparation of register of voters for the meeting and, where applicable, minutes of the meeting. For information regarding how your personal data is processed in connection with the extraordinary general meeting, please refer to the privacy policy on Euroclear Sweden AB's website, <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

### Nominee registered shares

Shareholders who have their shares registered in the name of a nominee must request temporary entry in the transcription of the share register kept by Euroclear Sweden AB (so-called voting rights registration) in order to be entitled to participate and vote for their shares at the meeting. The shareholder must inform the nominee well in advance of Thursday, May 30, 2024, at which time the register entry must have been made. Voting rights registration that has been requested by the shareholder at such time that the registration has been completed by the nominee no later than Monday, June 3, 2024, will, however, be taken into account in the preparation of the share register.

### Proxy and power of attorney forms

A shareholder represented by proxy shall issue a power of attorney which shall be dated and signed by the shareholder. If issued by a legal entity, the power of attorney shall be accompanied by registration certificate or, if not applicable, equivalent documents of authority. Power of attorney forms for those shareholders wishing to participate by proxy are available on the Company's website [www.indexpharma.com](http://www.indexpharma.com). The original version of the power of attorney shall also be presented at the meeting.

### Proposed Agenda

1. Opening of the meeting and election of chairman of the meeting;
2. Preparation and approval of the voting list;
3. Approval of the agenda;

4. Election of at least one person who shall approve the minutes of the meeting;
5. Determination of whether the meeting has been duly convened;
6. Resolution to
  - a) amend the articles of association (company name, object of the company, new class of shares, etc.), and
  - b) amend the articles of association (limits on the number of shares)
7. Closing of the meeting.

#### **Proposed resolutions by the board of directors**

##### *Item 1: Election of the Chairman of the meeting*

The Board proposes that attorney at law Marcus Nivinger is elected chairman of the meeting.

##### *Item 6: Resolution on amendments of the articles of association*

Following the discontinuation of the development of cobitolimod and the announcement by InDex Pharmaceuticals that the Company will not continue the development of any of its other compounds, as previously communicated by the Company and in order to maximize shareholder value, various options for the future of the Company have been evaluated. The result of this evaluation, which was carried out with the support of an external financial advisor, was to proceed with a reversed merger (the "Transaction"), and to take further steps to ensure that the Transaction is feasible. The evaluation is now in its final stages and in order to enable the Company to implement the Transaction as soon as practicable after entering into an agreement on the Transaction, which - provided that the parties can agree - shall be no later than 20 May 2024 - the board of directors proposes that the general meeting resolves on the amendments to the articles of association resulting from the Transaction. The main features of the proposed amendments are described under item (a) below.

The board of directors further proposes, in order to enable the Company to carry out a reverse share split in connection with the Transaction, that the General Meeting resolves to amend the limits on the number of shares in the articles of association. The main features of the proposed amendment are described under item (b) below.

Provided that the Company enters into an agreement on the Transaction, the board of directors intends to convene a separate Extraordinary General Meeting, to be held immediately after the present General Meeting on 10 June 2024, to resolve on approval of the Transaction, issue in kind, reverse share split and other resolutions resulting from the Transaction.

The resolutions proposed by the board of directors under items a) and b) below are conditional upon each other and shall be adopted as one resolution.

##### *a) Resolution on amendment of the articles of association (company name, objects of the company, new class of shares, etc.)*

The main features of the board of directors' proposal to amend the articles of association is:

- (i) Change of company name to a name similar to the target company in the Transaction.
- (ii) Amendment of the objects of the company to the following wording: "The company shall own and manage securities, shares and rights, and conduct any other activities compatible therewith."
- (iii) Amendments to the limitations with respect to the share capital and number of shares to align with the share capital and number of shares following the new issue of shares with payment in kind to be carried out in connection with the Transaction.
- (iv) Introduction of a redeemable and convertible class of shares, shares of series C, to enable a voluntary share redemption scheme for the Company's shareholders, which is intended to be established in connection with the Transaction. Existing shares shall constitute ordinary shares. Through the redemption scheme, it is proposed that the shareholders shall have the

right to request conversion of their ordinary shares into shares of series C during an annual period of one week, up to a number corresponding to a maximum of five (5) per cent of the total number of outstanding shares. The Company shall thereafter be obliged to redeem all outstanding shares of series C against payment of a redemption amount to be calculated in a manner specified in the articles of association in its complete proposed new wording. Under certain conditions, holders of shares of series C shall be able to request that the shares of series C be converted back into ordinary shares.

- (v) Introduction of a higher majority requirement for amendments to the articles of association that impair the rights attached to the shares of series C.
- (vi) Reduction of the maximum number of members of the board of directors from ten (10) to eight (8).
- (vii) The right of the board of directors to resolve, prior to a general meeting, that shareholders may exercise their voting rights by postal voting prior to the general meeting.

The articles of association in their complete proposed new wording will be available on the Company's website no later than two weeks prior to the general meeting.

The resolution to amend the articles of association in accordance with this paragraph 6(a) shall be registered simultaneously with a resolution on a new issue of shares bringing the share capital and the number of shares in line with the proposed changes to the limits on the share capital and the number of shares.

The board of directors, the CEO, or the person appointed by the board of directors or the CEO, is authorised to make such minor adjustments to the resolution as may be required in connection with the registration or execution of the respective resolutions with the Swedish Companies Registration Office or Euroclear Sweden AB or due to other formal requirements.

*b) Resolution on amendment of the articles of association (limits on the number of shares)*

The main content of the board of directors' proposal to amend the articles of association is to change the limits on the number of shares to align with the number of shares following the reverse share split intended to be implemented in connection with the contemplated Transaction.

The articles of association in its complete proposed new wording will be available on the Company's website no later than two weeks prior to the General Meeting.

The resolution to amend the articles of association in accordance with this paragraph 6(b) shall be registered simultaneously with a resolution on a reverse share split that brings the number of shares in line with the proposed change in the limits on the number of shares.

The board of directors, the CEO, or the person appointed by the board of directors or the CEO, is authorised to make such minor adjustments to the resolution as may be required in connection with the registration or execution of the respective resolutions with the Swedish Companies Registration Office or Euroclear Sweden AB or due to other formal requirements.

**Majority requirements**

For a resolution according to item 6 to be valid, the requirement is that the proposal is supported by shareholders representing at least two thirds (2/3) of both the votes cast and the shares represented at the meeting.

**Number of shares and votes in the Company**

At the time of issuing this notice, there are a total of 532,687,650 outstanding shares and votes in the Company. The Company does not hold any own shares.

**Shareholders' right to request information**

Pursuant to Chapter 7, Section 32 of the Swedish Companies Act, the board of directors and the managing director shall, if any shareholder so requests and the board of directors considers that it can be done without material harm to the Company, provide information at the general meeting regarding circumstances that may affect the assessment of an item on the agenda. The duty of disclosure also includes the Company's relationship with other group companies, the consolidated accounts and such circumstances regarding subsidiaries as referred to in the previous sentence.

**Documents**

Required documents according to the Swedish Companies Act, including the articles of association in their complete proposed new wording, will be available at the Company's office no later than two weeks before the meeting and will be sent free of charge to shareholders who request it and state their postal address. The documents will also be available on the Company's website [www.indexpharma.com](http://www.indexpharma.com) from this date at the latest. All the above documents will also be presented at the meeting.

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Stockholm, May 2024

*Board of Directors*

**For more information:**

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**Publication**

The information was submitted for publication through the agency of the contact person set out above at 20:40 CET on 6 May, 2024.

**InDex Pharmaceuticals in brief**

InDex Pharmaceuticals has a vision to help patients with immunological diseases where there is a high unmet medical need. Cobitolimod was being evaluated in the phase III program CONCLUDE for moderate to severe left-sided ulcerative colitis – a debilitating, chronic inflammation of the large intestine.

InDex Pharmaceuticals is based in Stockholm, Sweden. The Company's shares (ticker INDEX) are traded on Nasdaq First North Growth Market Stockholm. Redeye AB is the Company's Certified Adviser. For more information, please visit [www.indexpharma.com](http://www.indexpharma.com).

*This is an English translation of the Swedish press release. In case of discrepancies between the English translation and the Swedish press release, the Swedish press release shall prevail. Information in this press release is intended for investors.*