

# Notice to attend the Extraordinary General Meeting of BioGaia AB (publ)

**BioGaia AB (publ) will hold an Extraordinary General Meeting at 16 p.m. on 22 August 2025, at Klara Konferens & Happynings på Klara Strand, Klarabergsviadukten 90, in Stockholm. The doors will be opened for registration at 3:30 p.m.**

## **Right to participate**

In order to participate in the Extraordinary General Meeting (EGM), shareholders must be recorded in the register of shareholders maintained by Euroclear Sweden AB relating to the circumstances on 14 August 2025 and must provide notice of participation to the company no later than 18 August 2025. Notification can be made by mail to BioGaia AB (publ), P.O. Box 3242, SE-103 64 Stockholm, Sweden or by e-mail to [extrabolagsstamma@biogaia.se](mailto:extrabolagsstamma@biogaia.se). The notification should include the shareholder's name, personal or corporate identity number, address, telephone number and the names of any assistants.

In order to be entitled to participate in the EGM, shareholders whose shares are registered in the name of a nominee must, in addition to notifying their intention to participate in the EGM, request that their shares be registered in their own name so that the shareholder is recorded in the register of shareholders as of 14 August 2025. Such registration may be temporary (so-called voting rights registration) and request for such registration shall be made to the nominee in accordance with the nominee's routines at such time in advance as prescribed by the nominee. Voting rights registrations that have been made no later than 18 August 2025 will be taken into account when preparing the share register.

## **Proxies**

Shareholders who are represented by a proxy must submit a dated power of attorney. If the power of attorney is submitted by a legal entity, the certificate of registration or other proof of authorization for the legal entity must be attached. A form of a power of attorney is available on the company's website [www.biogaigroup.com](http://www.biogaigroup.com). To facilitate the registration at the EGM a power of attorney and any certificate of registration or other proof of authorization should be received by the company at the above address no later than 21 August 2025.

## **Proposed agenda**

1. Opening of the Meeting
2. Election of the Chairman of the Meeting
3. Drawing up and approval of the voting list
4. Approval of the agenda
5. Election of one or two persons to attest the minutes of the Meeting
6. Determination as to whether the Meeting has been duly convened
7. Election of new Board member and Chairman of the Board
8. Closing of the Meeting

## **The Nominating Committee's proposal**

BioGaia announced through a press release on 20 March 2025 that Peter Rothschild will resign from BioGaia's Board, and that the shareholders that acquired the Annwall & Rothschild Investment AB shares intend to propose to BioGaia's Nomination Committee that one or more new Board members and a new Chairman of the Board of BioGaia be proposed to an Extraordinary General Meeting.

The Nominating Committee comprises Alexander Kahane (Anatom Holding AG), Jannis Kitsakis (The Fourth Swedish National Pension Fund), Thomas Brown (Premier Miton Investors), Julie Gaskjenn (Cargill Inc.) and Peter Rothschild (Board Chairman).

### **Item 2 – Election of the Chairman of the Meeting**

The Nominating Committee proposes that Erik Sjöman, member of the Swedish Bar Association, is elected as Chairman of the Meeting.

### **Item 7 – Election of new Board member and Chairman of the Board**

Peter Rothschild has announced that he will resign as Chairman of the Board and leave the Board of Directors at the Extraordinary General Meeting.

The Nominating Committee proposes that Mauricio Graber be elected as a new Board member and Chairman of the Board.

The Nomination Committee has not proposed any changes to the remuneration to the Board of Directors resolved by the Annual General Meeting 2025, which remain unchanged. Therefore, the fees to the newly elected Board member and Chairman, in the event that he is elected, shall be paid at the current rate, prorated, for the term of office until the next Annual General Meeting.

Mauricio Graber, born in 1963, holds a Bachelor of Science in Electronic Engineering from Universidad Autonoma Metropolitana in Mexico City and a Master of Management from the J.L. Kellogg Graduate School of Management, Northwestern University. He has extensive and solid experience as a CEO in the food ingredients sector, as well as leadership roles within the nutrition and health sectors. Mauricio Graber served as President and CEO of Chr. Hansen A/S from 2018 to 2024, and as President of the Flavour Division at Givaudan AG from 2006 to 2018, having previously held other leading positions within Givaudan. Mauricio Graber is a member of the Board of Directors and Deputy Chairman of the Board of Directors of Jungbunzlauer Holding AG, holds Board assignments in Barry Callebaut AG and AM SILK GmbH, and is a member of the Advisory Board of Novo Holdings A/S. Mauricio Graber holds no shares in BioGaia. Mauricio Graber is considered independent of the company and its management, but not independent of the company's major shareholders.

For more information, please refer to the Nominating Committee's complete proposal and reasoned statement, which is available on the company's website, [www.biogaiaigroup.com](http://www.biogaiaigroup.com).

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## **Shareholders' right to request information**

The shareholders are reminded of their right to request information in accordance with Chapter 7 Section 32 of the Swedish Companies Act.

## **Number of shares/votes and EGM documents, etc.**

The total number of shares in the company amounts to 101,162,310, consisting of 3,703,340 Class A shares and 97,458,970 Class B shares, carrying a combined total of 134,492,370 votes. As of the date of this notice, the company holds no treasury shares.

The Nominating Committee's complete proposal and reasoned statement and other documentation for resolutions will be held available at the company's office, Kungsboplan 3, Stockholm, Sweden, and at [www.biogaiaigroup.com](http://www.biogaiaigroup.com) no later than three weeks prior to the Meeting and will be sent free of charge to shareholders who so request and provide their postal address.

## **Processing of personal data**

For information on how your personal data is processed, see the privacy notice available on Euroclear's webpage [www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf](http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf).

If you have questions regarding our processing of your personal data, you can contact us by emailing [gdpr@biogaia.com](mailto:gdpr@biogaia.com). BioGaia AB (publ) has corporate registration number 556380-8723 and the Board of Director's registered office is in Stockholm, Sweden.

**Stockholm, July 2025**

The Board of Directors of BioGaia AB (publ)

*This is a translation of the Swedish version of the Notice to attend the Extraordinary General Meeting of BioGaia AB (publ). When in doubt, the Swedish wording shall prevail.*

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## **About BioGaia**

BioGaia is a Swedish probiotic company that has been at the forefront of microbiome research for more than 35 years. BioGaia develops, markets, and sells probiotic



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products focused on gut health, immune health, and oral health. The products are sold through local distribution partners or via own distribution in over 100 markets. The class B share of the Parent Company BioGaia AB is quoted on the Mid Cap segment of Nasdaq Stockholm. [biogaigroup.com](https://www.biogaigroup.com)