

## **NOTICE OF EXTRAORDINARY SHAREHOLDERS' MEETING OF ACTIVE BIOTECH AB (PUBL)**

The shareholders of **Active Biotech AB (publ)** are invited to the Extraordinary Shareholders' Meeting to be held on Thursday April 4, 2019, at 5.00 pm in the Company's offices, Scheelevägen 22 in Lund, Sweden.

### **ENTITLEMENT TO PARTICIPATE**

Shareholders who wish to participate in the Meeting must (i) be recorded in the register of shareholders maintained by Euroclear Sweden AB on Friday March 29, 2019, and (ii) notify the Company of their intention to participate in the Meeting not later than on Friday March 29, 2019.

Shareholders who have trustee-registered their shares must re-register the shares in their own name to be entitled to participate in the Meeting. Such registration, which may be temporary, must be completed on Friday March 29, 2019. Accordingly, shareholders must inform the trustee of this request in ample time prior to this date.

There are a total of 145,236,480 shares and votes in Active Biotech AB. The Company holds no treasury shares.

### **NOTICE OF PARTICIPATION**

Notice of participation in the Meeting can be made in writing to Active Biotech AB (publ), Attn: Susanne Jönsson, P.O. Box 724, SE-220 07 Lund, Sweden, by telephone +46 (0)46-19 20 00 or by e-mail to [susanne.jonsson@activebiotech.com](mailto:susanne.jonsson@activebiotech.com). The notice shall include name, personal/corporate identity number, number of shares held, daytime telephone number and, if applicable, the number of advisors (not more than two) that will accompany the shareholder at the Meeting.

Shareholders represented by proxy shall issue in writing a dated and signed power of attorney for the proxy. If the power of attorney is issued on behalf of a legal entity, a certified copy of a registration certificate or corresponding document that indicates the authorized signatory shall be appended. The original power of attorney and, where applicable, the registration certificate should be submitted to the Company at the address indicated above well in advance of the Meeting. Proxy forms are provided at the Company's website, [www.activebiotech.com](http://www.activebiotech.com), and sent to shareholders that so request.

### **PROPOSED AGENDA**

1. Opening of the Meeting
2. Election of Chairman of the Meeting
3. Preparation and approval of the voting list
4. Election of one or two persons to verify the minutes
5. Approval of the agenda of the Meeting
6. Determination of whether the Meeting has been duly convened
7. The Board of Director's proposal to approve sale of property
8. Closing of the Meeting

### **PROPOSED RESOLUTION**

#### **Resolution to approve sale of property (item 7)**

Active Biotech has on March 13, 2019, entered into an agreement regarding the sale of the Company's property Forskaren 1 in Lund, Sweden, with a newly formed investor collective led by the real estate company Estea AB.

The purchase price amounts to SEK 275 million. Active Biotech's largest shareholder, MGA Holding AB, has, on the request of Estea, declared its willingness to participate with up to 40 percent of Estea's equity financing. Hence, the sale is conditional upon the approval of the shareholders of Active Biotech.

The Board of Directors proposes that the Meeting resolves to approve the sale.

Resolution in accordance with the Board of Directors' proposal requires support by more than half of the votes cast at the Meeting. MBA Holding AB's votes shall thereby not be considered.

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**DOCUMENTATION, ETC.**

Shareholders are reminded of their right to request information under Chapter 7, Section 32 of the Swedish Companies Act. The Board of Directors' complete proposal for resolution and statement pursuant to item 7 on the agenda, along with an independent fairness opinion, will be held available at the Company's premises, Scheelevägen 22 in Lund, Sweden, and at [www.activebiotech.com](http://www.activebiotech.com), not later than three weeks prior to the Meeting, and will be sent to shareholders that so request. For information about the processing of your personal data, please refer to

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

Active Biotech's corporate registration number is 556223-9227 and its registered office is in Lund, Sweden.

Lund, March 2019  
**Active Biotech AB (publ)**  
*The Board of Directors*