

## **NOTICE OF EXTRAORDINARY GENERAL MEETING IN IMMUNICUM AB (PUBL)**

The shareholders of Immunicum AB (publ) (the "**Company**"), reg. no 556629-1786, are hereby invited to an Extraordinary General Meeting on Friday, 18 December 2020, at 13:00 at IVA:s Konferenscenter at Grev Turegatan 16 Stockholm. Registration for the meeting will commence at 12:30.

### **NOTIFICATION**

Shareholders who wish to attend the meeting shall:

- (i) be recorded in the share register maintained by Euroclear Sweden AB on the record date of Thursday, 10 December 2020, and
- (ii) not later than on Monday, 14 December 2020 have notified their attendance and any advisors to the Company; either in writing via letter to Immunicum AB (publ), "General meeting", Östermalmstorg 5, SE-114 42 Stockholm or by e-mail to [info@immunicum.com](mailto:info@immunicum.com).

The notification shall include full name, personal/corporate identity number, address, daytime telephone number and, when applicable, information about deputies, proxies and advisors. The number of advisors can be at most two. In order to facilitate registration for the meeting, the notification should, when applicable, be accompanied by powers of attorney, registration certificates and other documents of authority.

Personal data obtained from the share register maintained by Euroclear Sweden AB, the notice and attendance at the meeting and data regarding deputies, proxies and advisors will be used for registration, preparation of the voting list for the meeting and, when applicable, the minutes from the meeting. The personal data is handled in accordance with the General Protection Regulation (Regulation (EU) 2016/679 of the European Parliament and of the Council). For complete information regarding how the personal data is handled, please refer to:

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

### **NOMINEE REGISTERED SHARES**

Shareholders who have had their shares registered in the name of a nominee must, in order to be entitled to participate at the meeting, request temporary registration in the transcription of the share register maintained by Euroclear Sweden AB (so-called voting rights registration). The shareholder must notify the nominee hereof well in advance of Monday, 14 December 2020, at which time such registration shall have been made.

### **PROXIS**

Shareholders represented by a 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 a certified copy of the certificate of registration of the legal entity or, if such document does not exist, of a corresponding document of authority. The original version of the power of attorney shall also be presented at the meeting.

Shareholders who do not wish to attend the meeting in person can issue a power of attorney to a proxy to exercise their voting rights. The power of attorney could be given to the chairman of the meeting, for example, or another individual the shareholder knows will attend the meeting. If the power of attorney is issued to the chairman of the meeting, the power of attorney must include voting instructions, so the chairman of the meeting knows how to vote on the various decision points. If the power of attorney does not include voting instructions, the chairman will not be able to represent the shareholder at the meeting. The power of attorney should include voting instructions even in other cases. Copies of relevant authorisation documents must also be combined with the power of attorney as described in the notice to the meeting.

The Company provides a power of attorney form and a blank voting instruction form to the shareholders, which will be available at the Company's head office or on the Company's website <https://immunicum.se/investors/corporate-governance/general-meeting/> no later than three weeks before the meeting.

### **EXERCISE OF VOTING RIGHTS BY MAIL**

The board of directors of the Company has decided that shareholders of the Company at the meeting shall be able to exercise their voting rights by mail and e-mail in accordance with Section 3 of the Swedish Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations. Shareholders who wish to exercise their voting rights by mail must submit the postal voting form to the Company in accordance with the instructions given on the form.

### **PROPOSED AGENDA**

1. Opening of the meeting and election of chairman of the meeting.
2. Preparation and approval of the voting list.
3. Presentation and approval of the agenda.
4. Election of one or two persons to check the minutes.
5. Determination as to whether the meeting has been duly convened.
6. Resolution on amendment of the articles of association.
7. Resolution on approval of a directed share issue (issue in kind).
8. Resolution on authorization for the board of directors to resolve on new share issues.
9. Closing of the meeting.

### **RESOLUTIONS PROPOSED BY THE BOARD OF DIRECTORS**

#### **Item 1. Election of a chairman of the meeting**

The board of directors proposes that lawyer Mats Dahlberg from Advokatfirman Delphi is elected as chairman of the meeting.

#### **Item 6. Resolution on amendment of the articles of association**

The board of directors proposes that the general meeting resolves to amend § 4 and § 5 of the articles of association in accordance with below.

- The wording of § 4 is amended from “The share capital shall amount to not less than SEK 2,500,000 and not more than SEK 10,000,000.” to “The share capital shall amount to not less than SEK 8,000,000 and not more than SEK 32,000,000.
- The wording of § 5 is amended from “The number of shares shall be not less than 50,000,000 and not more than 200,000,000” to “The number of shares shall be not less than 160,000,000 and not more than 640,000,000.

Resolution on amending the articles of association shall be conditional upon the extraordinary general meeting resolves on approval of the issue in kind in accordance with below item 7.

The managing director, or the person appointed by the board of director, shall be entitled to take the minor adjustments of that may prove necessary in connection with the registration thereof. For the present resolution to be registered it is required that the proposal is approved by shareholders holding more than two-thirds (2/3) of both the votes cast and the shares represented at the meeting.

#### **Item 7. Resolution on approval of directed share issue (issue in kind).**

The board of directors proposes that the general meeting resolves to approve the board of directors’ resolution made on 18 November 2020 regarding a directed share issue in accordance with below.

#### **Background**

On 18 November 2020, the Company entered into an agreement with Van Herk Investments B.V., reg. no 59055057, (“**Van Herk**” or the “**Seller**”) that the Company shall acquire all shares in DCPrime B.V., reg. no 34224535, (“**DCPrime**”).

The agreed purchase price for the shares in DCPrime shall be effected by means of the Seller subscribing for and receiving 73,909,635 shares in the Company. The agreement is, among other things, subject to the condition that the general meeting approves the issue in kind in accordance with the board of directors’ resolution. Further information and background to the acquisition of DCPrime is stated in the Company’s press release published on 18 November 2020.

#### **Resolution**

In the light of the foregoing, the board of directors resolves, subject to the general meeting’s subsequent approval, on a new share issue with payment in capital contributed in kind on the following terms and conditions (the “**Issue in kind**”):

#### Share capital and shares

The Company’s share capital may be increased by not more than SEK 3,695,481.75 through a new share issue of not more than 73,909,635 shares.

#### Right to subscribe for the shares

The right to subscribe for the new shares shall vest in the Seller.

#### Capital contributed in kind

Payment shall be made by way of contribution of capital contributed in kind comprising of assets in accordance with the board of directors’ report. Based on the closing price of the Company’s share on 17 November, SEK 8.1, the board of directors has calculated the consideration for the capital contributed in kind to a total of SEK 598,668,043.50. The final value at which the capital contributed

in kind will be reported in the Company's balance sheet will however, in accordance with applicable account rules, be determined based on the share price for the Company's shares at the so-called transaction date and may therefore deviate from the estimated value in the board of directors' report.

#### Subscription and payment

Subscription for the newly issued shares shall be made on a subscription list at latest on 31 December 2020. Payment through contribution of capital contributed in kind for the shares subscribed for shall be made, in connection with allocation of the shares, at latest on 31 December 2020.

The board of directors shall be entitled to extend the subscription period and the time for payment.

#### Dividend

The new shares shall entitle to dividends as from the first time on the record date for dividends resolved that occurs following when the shares have been recorded in share register maintained by Euroclear Sweden AB and when the registration of the new share issue at the Swedish Companies Registration Office has been made.

#### Van Herk's shareholding in the Company following the Issue in kind

Following the Issue in kind, Van Herk will, provided that the general meeting approves the Issue in kind, achieve a shareholding in the Company representing at least three tenths (3/10) of the voting rights for the total number of shares in the Company. According to Chapter 3 Section 1 of the Stock Market (Takeover Bids) Act (Sw. *Lag (2006:451) om offentliga uppköpserbudanden på aktiemarknaden*) Van Herk would be obligated to make a public offer for all shares in the Company within four weeks thereafter (so-called mandatory bid). Van Herk has applied for and been granted an exemption from such mandatory bid obligation by the Swedish Securities Council. The granting of the exemption by the Swedish Securities Council is conditional upon (i) the Company informing its shareholders of the share capital and voting shares, respectively, in the Company that Van Herk receives through the Issue in kind and (ii) the approval of the board of directors' resolution on the Issue in kind by the general meeting in the Company is supported by shareholders representing at least two-thirds (2/3) of both the votes cast and the shares represented at the general meeting, wherein the Company shall disregard from the shares and votes held and casted by Van Herk.

If the general meeting approves the Issue in kind and the other conditions for the completion of the acquisition are fulfilled, Van Herk's shareholding in the Company will represent 44.00 of the shares and the votes on a fully diluted basis, i.e. including all warrants in the Company, which amount to a total of 1,809,277 warrants, and 44.48 percent of the number of shares and votes in the Company excluding outstanding warrants in the Company.

#### Majority requirement

In the light of the foregoing, in order for the resolution on approval of the Issue in kind to be valid it shall require the support of shareholders representing at least two-thirds (2/3) of the votes cast and the shares represented at the general meeting, wherein the Company shall disregard from the shares and votes held and casted by Van Herk. As of the date of the board of directors' resolution, Van Herk holds no shares in the Company.

#### Other

The managing director, or the person appointed by the board of directors, shall be entitled to take the minor adjustments of the resolution required in connection with the registration at the Swedish Companies Registration Office or at Euroclear Sweden AB.

Documents according to Chapter 13 Sections 6-8 of the Swedish Companies Act have been prepared and are kept available at the Company's office.

**Item 8. Resolution on authorization for the board of directors to resolve on new share issues**

The board of directors proposes that the general meeting resolves to authorize the board of directors to resolve, for the period until the end of the next annual general meeting, at one or more occasions and with deviation from the shareholders' preferential rights, on directed share issues up to a maximum of 20 percent of the Company's registered share capital and number of shares on a fully diluted bases, i.e. inclusive outstanding warrants in the Company, at the time of the board of director's first resolution pursuant to the authorization. Payment shall be possible to be made with cash, capital contributed in kind, set-off or otherwise in accordance with terms. Deviation from the shareholders' preferential rights shall be to strengthen the Company's financial position, broaden the ownership base and/or to increase the institutional ownership of the Company. New issue of shares shall, due to the event of deviation from the shareholders' preferential rights, be made at market conditions.

The managing director, or the person appointed by the board of directors, shall be entitled to make the minor adjustments of the decision required in connection with the registration thereof.

For the present resolution to be valid it is required that the proposal is approved by shareholders holding at least two-thirds (2/3) of both the votes cast and the shares represented at the general meeting.

**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 deems that it can be done without significant harm to the Company, provide information at the general meeting regarding circumstances which may affect the assessment of a matter on the agenda.

**NUMBER OF SHARES AND VOTES IN THE COMPANY**

At the time of the issuing of this notice the total number of shares and votes in the Company amounts to 92,257,531. Only one class of shares exists and the Company has no holding of own shares.

**DOCUMENTS**

Complete proposals for resolutions, the board of directors' resolution on a directed share issue, board of directors' reports and auditors statements according to the Swedish Companies Act will be available at the Company's office on Östermalmstorg 5, Stockholm and on the Company's website, [www.immunicum.com](http://www.immunicum.com), not later than three weeks prior to the meeting, and will be sent to the shareholders who so request and provide their e-mail or postal address. All of the documents will be present at the general meeting.

Please note that this is a translation for information purposes only. In the event of any discrepancies between the Swedish and English versions, the Swedish version shall prevail.

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