

# Articles of association

The articles of association below were adopted on the annual general meeting held on May 26, 202~~1~~0.

## 1 § Business name

The Company's business name shall be Oncopeptides AB (publ). The company is a public company.

## 2 § Registered Office

The registered office of the company shall be in the municipality of Stockholm.

## 3 § Object

The Company shall have as its object to directly or indirectly conduct research and development, manufacture, marketing, sales and licensing of pharmaceuticals for treatment of isolated as well as spread cancer disease and to conduct other business compatible therewith.

## 4 § Share Capital

The share capital of the company shall be no less than SEK ~~7,200,000~~2,400,000 and no more than SEK ~~28,800,000~~9,600,000.

## 5 § The Shares

The number of shares shall not be not less than ~~66,000,000~~22,000,000 and not more than ~~264,000,000~~88,000,000 shares. The company shares shall be common shares that entitle to one vote each on general meetings.

## 6 § The board

The board shall consist of not less than three and not more than eight members.

## 7 § auditors

For the audit of the Company's annual report and accounts as well as the management by the board and the CEO, one or two auditors, with or without deputy auditors, shall be elected at the general meeting of shareholders. A registered audit company may also be appointed as auditor.

## 8 § Notices

Notice of a general meeting shall be made by announcement in the Swedish Official Gazette (Sw. Post- och Inrikes Tidningar) and by making the notice available on the company's website. It shall further be announced in Dagens industri that a notice has been made. Shareholders wishing to participate in general meetings must notify the company no later than the date specified in the notice of the general meeting. The

last mentioned date may not be a Sunday, other public holiday, Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve and may not occur earlier than the fifth weekday before the general meeting. A shareholder may be accompanied by advisors at a general meeting only if he or she notifies the company of the number of advisors in accordance with the procedure prescribed for in respect of notice of attendance to be made by a shareholder.

## **9 § The chairman of the board**

The chairman of the board or the person appointed to do so shall open the general meeting and be in charge of the negotiations until the chairman has been elected.

## **10 § Matters at the meeting**

At an annual general meeting of the shareholders the following matters shall be dealt with:

1. election of chairman of the meeting;
2. preparation and approval of voting list;
3. approval of the agenda;
4. election of one or two persons to approve the minutes;
5. determination as to whether the meeting has been duly convened;
6. presentation of the annual report and auditor's report and, if appropriate, the group annual report and the group auditor's report;
7. resolutions in respect of
  - a) adoption of the profit and loss statement and balance sheet and, if appropriate, the group profit and loss statement and group balance sheet;
  - b) allocation of the Company's profit or loss in accordance with the adopted balance sheet;
  - c) the discharge from liability for the directors of the board and the managing director;
8. determination of the number of members of the board and the number of auditors to be elected at the meeting and;
9. determination of directors' and auditors' fees;
10. election of members of the board;
11. election of auditors and deputy auditors (if any);
12. other matters to be dealt with at the meeting pursuant to the Companies Act (2005:551) or the articles of association

## **11 § Collection of proxy forms and votes per post**

The board of directors may collect proxies at the company's expense pursuant to the procedure stated in Chapter 7, section 4, second paragraph of the Swedish Companies Act.

[The board of directors has the right before a shareholders' meeting to decide that the shareholders shall be able to exercise their right to vote by post before the shareholders' meeting.](#)

## **12 § Financial year**

The financial year of the Company shall be the calendar year.

## **13 § CSD clause**

A shareholder or fund manager who is recorded in the Company's share ledger on the record day and recorded in a CSD register in accordance with chapter 4 of the Swedish Central Securities Depositories and Financial Instruments (Accounts) Act (1998:1479) (Sw. lag (1998:1479) om värdepapperscentraler och kontoföring av finansiella instrument) or a person who is recorded in a CSD account in accordance with chapter 4 section 39 of the Swedish Companies Act.

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