

*The English text is an unofficial translation. In case of any discrepancies between the Swedish text and the English translation, the Swedish text shall prevail.*

Press release  
Lund on March 21, 2018

## **Notice of annual general meeting in Enzymatica AB (publ)**

**The shareholders in Enzymatica AB (publ), reg. no 556719-9244 (the “Company”) are hereby invited to attend the annual general meeting (“AGM”) to be held on Thursday April 26, 2018 at 1.00 p.m. at Elite Hotel Ideon, Scheelevägen 27 in Lund. Registration for the AGM starts at 12.30 p.m.**

### **Right to participate and notice**

Only shareholders that are recorded in their own name in the Company’s share ledger kept by Euroclear Sweden AB (The Swedish Central Securities Depository Euroclear Sweden AB) as of April 20, 2018 and also have given notice on April 20, 2018 to the Company of their intent to participate, preferably no later than 4.00 p.m., have the right to participate in the shareholders’ meeting. A shareholder may be accompanied by not more than two advisors, provided that the number of such advisors has been notified to the Company no later than the aforementioned time. Proxies need not notify the number of advisors in advance.

Notice may be given in writing to Enzymatica AB (publ), att: AGM, Ideon Science Park, 223 70 Lund or by e-mail to [louise.forssell@enzymatica.com](mailto:louise.forssell@enzymatica.com). The notice should specify the shareholder’s name, personal identity or company registration number, address, work-hour telephone number and shareholding, and names of any advisors.

### **Trustee-registered shares**

In order to be entitled to participate in the meeting, shareholders whose shares are trustee-registered must temporarily register their shares in their own names. Such registration should be requested from the trustee, and must be executed with Euroclear Sweden AB on April 20, 2018. Shareholders that wish to execute such registration must, well in advance before the said date, notify its trustee thereof.

### **Proxies**

If a shareholder intends to participate by proxy, the proxy must bring a written and dated proxy signed by the shareholder in original to the meeting. The proxy may not be older than five years. Proxy forms can be downloaded from the Company’s website, [www.enzymatica.com](http://www.enzymatica.com). If the proxy is issued by a legal entity, the proxy must also bring current registration certificate (Sw. *registreringsbevis*) of the legal entity or similar document of authorization for the legal entity.

### **Proposed agenda**

1. Opening of the meeting
2. Election of chairman of the meeting
3. Preparation and approval of the register of voters
4. Election of one or two persons to confirm the minutes
5. Determination as to whether the meeting has been duly convened
6. Approval of the agenda

7. Presentation of the Annual Report and Audit Report and the Consolidated Annual Report and Consolidated Audit Report
8. Resolution on
  - a. adoption of the profit and loss statement and balance sheet, as well as the consolidated profit and loss statement and the consolidated balance sheet
  - b. distribution of the Company's profit or loss according to the adopted balance sheet
  - c. discharge from liability of the members of the board of directors and the CEO
9. Determination of the number of members of the board of directors and auditors
10. Determination of remuneration for the members of the board of directors and the auditors
11. Election of
  - a. members of the board of directors and eventual deputy board of directors
  - b. chairman of the board of directors
  - c. auditors and eventual deputy auditors
12. Resolution regarding guidelines for remuneration for senior executives
13. Resolution regarding authorization of the board of directors to issue new shares
14. Closing of the meeting

## **Resolution proposals**

### **Election of chairman of the meeting (item 2)**

The Nomination Committee proposes that lawyer Madeleine Rydberger, shall be elected chairman of the meeting.

### **Resolution on distribution of the Company's loss (item 8 b)**

The board of directors proposes that the unappropriated funds of SEK 45,195,866, including the year's loss of SEK 94,101,979, are carried forward to a new account, and thus no dividends shall be paid for the business year of 2017.

### **Election of members of the board of directors and auditor and remuneration (items 9-11)**

As resolved on the AGM of 2016 the Nomination Committee shall consist of the chairman of the board of directors together with a representative of each of the four largest shareholders by votes at the end of October 2017. Consequently, the Nomination Committee consists of the chairman of the board of directors, Bengt Baron, Håkan Roos, representing Abanico Invest AB, Guðmundur Pálmason, representing Protenus Holding Ltd, Águstá Guðmundsdóttir representing Gadice ehf. and Björn Algkvist, representing Roosgruppen AB.

*Proposal pursuant to item 9:* The Nomination Committee proposes that the board of directors shall consist of six (6) ordinary members without deputies until the end of the next AGM. Further, the Nomination Committee proposes that a registered auditing company is appointed as auditor until the end of the next AGM.

*Proposal pursuant to 10:* The Nomination Committee proposes that remuneration for the board of directors, excluding remuneration for committee work, shall be paid with a total of SEK 1,100,000, of which SEK 350,000 is remuneration for the chairman of the board of directors and SEK 150,000 to every other member of the board of directors. In addition, the Nomination Committee proposes that remuneration for work in the Audit Committee shall be paid with SEK 50,000 to the chairman of the Audit Committee and no remuneration shall be paid to other members of the Audit Committee. Further, it is proposed that no remuneration shall be paid for work in the Remuneration Committee.

The Nomination Committee proposes that remuneration to the auditor shall be paid in accordance with approved invoice.

*Proposal pursuant to item 11:* The Nomination Committee proposes re-election of Bengt Baron, Mats K Andersson, Guðmundur Pálmason, Marianne Dicander Alexandersson, Sigurgeir Guðlaugsson and Louise Nicolin as ordinary members. It is furthermore proposed that Bengt Baron is re-elected as chairman of the board. The Nomination Committee proposes re-election of the registered auditing company Deloitte AB.

### **Resolution regarding guidelines for remuneration for senior executives (item 12)**

The board of directors proposes that guidelines regarding determination of remuneration and other benefits for the CEO and other senior executives in the Company shall be adopted with the following substantial terms.

Senior executives include the individuals that together with the CEO constitute the Company's executive management. Enzymatica's principle is that the Company shall offer remuneration levels and employment conditions needed to enable recruitment and retention of senior executives with the required competence and capacity in order to achieve the business objective. The remuneration shall be decided on market-based terms. The fixed salary for the senior executives shall be market-based and based on the individual's work duties, responsibilities, expertise and performance. Enzymatica offers other customary benefits to senior executives, such as company car, and occupational health services, equivalent to what is considered as reasonable in reference to market practice and the benefit for the Company. To the extent a member of the board of directors performs work for the Company alongside the work as a member of the board of directors, a market-based consultancy fee should be payable. In addition to fixed salary, variable remuneration may be offered for rewarding target-related performance. The variable remuneration shall not exceed 30 per cent of fixed annual salary. Pension benefits shall be contribution based occupational pension insurances, which shall be marked-based in relation to what generally applies for equivalent senior executives on the market. Notice period and eventual severance payment shall not exceed salary and other benefits of 18 months. The board of directors shall be entitled to deviate from these guidelines in individual cases if there are special reasons for doing so, for example additional variable remuneration in case of exceptional performance. If such deviation occurs, the board of directors shall report the reasons for the deviation at the closest following AGM.

### **Resolution regarding authorization of the board of directors to issue new shares (item 13)**

The board of directors proposes that the meeting authorizes the board of directors until the next annual shareholders' meeting to, on one or more occasions, resolve to increase the Company's share capital by issue of no more than shares corresponding to 10 per cent of the total number of shares in the Company.

However, such issues may not cause the share capital in the Company to exceed the Company's highest allowed share capital according to the articles of association. The board of directors may deviate from the shareholders' preferential rights. The reason for the board of directors' authorization to deviate from the shareholders' preferential rights is to enable the Company's possibilities to raise new capital and to take advantage of future opportunities to attract new long-term owners of strategic importance to the Company, to finance the Company's growth strategy, as well as to enable the Company to acquire the remaining minority shares in the subsidiary Zymetech

ehf., by issue in kind. The authorization also includes the right to decide on payment for the issued shares in kind, set-off or other conditions as referred in Chap. 13 Sec. 5 item 6 of the Swedish Companies Act (Sw. *aktiebolagslagen (2005:551)*). At a deviation from the shareholders' preferential rights, the issue rate shall be determined in accordance with market conditions.

For a valid resolution on the proposal pursuant to item 13, the proposal has to be supported by shareholders representing at least two-thirds of the votes cast as well as shares represented at the meeting.

#### **Total number of shares and votes**

The total number of shares and votes in the Company amounts as per the date of this notice to 90,887,808. The Company does not hold any own shares.

The shareholders are reminded of their right to request information from the board of directors and the CEO at the meeting in accordance with Chap. 7 Sec. 32 of the Swedish Companies Act (Sw. *aktiebolagslagen (2005:551)*).

#### **Meeting documents**

The board of directors' complete proposal for resolution pursuant to item 12 is available for the shareholders at the Company's website and at the Company at its above mentioned address at the latest from April 12, 2018 and will free of charge be sent to the shareholders upon their request to the Company, provided that such shareholders state their current address. In other respects, the board of directors' complete proposals for resolution are stated in the notice.

Lund in March 2018  
The board of directors

#### **For further information, contact:**

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#### **Enzymatica**

Enzymatica AB is a life science company that develops and sells medical devices for infection-related diseases. The products are based on a barrier technology that includes marine enzymes. The Company's first product is ColdZyme® Mouth Spray, which can prevent colds and reduce the duration of disease. The product has been launched in around ten markets. The strategy is to continue to grow by strengthening the Company's position in existing markets and expanding into new geographic markets through established partners. The company is headquartered in Lund and is listed on Nasdaq First North. For more information please visit: [www.enzymatica.se](http://www.enzymatica.se).

Enzymaticas Certified Adviser is Erik Penser Bank.