

## **Notice of extraordinary general meeting in Hamlet Pharma AB (publ)**

The shareholders of Hamlet Pharma AB (publ) (“Hamlet Pharma” or the “Company”), reg. no. 556568-8958, are hereby invited to the extraordinary general meeting on Wednesday, 17 May 2023 at 14:00 at High Court Malmö, Malmöhusvägen 1, SE-211 18 Malmö, Sweden. Registration for the meeting will commence at 13:30.

### Right to attend the meeting

Shareholders who are recorded in the share register maintained by Euroclear Sweden AB on the record date of Tuesday, 9 May 2023, and have notified their attendance and potential advisors to the Company not later than Thursday, 11 May 2023, have the right to participate in the meeting. Notification shall be made in writing to Hamlet Pharma AB, BMC D10, Klinikgatan 32, SE-222 42 Lund, Sweden or by e-mail to [info@hamletpharma.com](mailto:info@hamletpharma.com). The notification shall include name, personal/corporate identity number, address, and telephone number and, when applicable, information about deputies, proxies, and advisors. The number of advisors can be at most two.

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 Data 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>.

### Proxies

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 copy of the certificate of registration of the legal entity or, if such document does not exist, of a corresponding document of authority. A copy of the power of attorney and any certificate of registration shall be provided to the Company in due course before the meeting. The original version of the power of attorney shall also be presented at the meeting.

The Company provides a power of attorney form to the shareholders, which is available at the Company’s head office or on the Company’s website [www.hamletpharma.com](http://www.hamletpharma.com).

## Nominee registered shares

To be entitled to participate in the meeting, a shareholder whose shares are registered in the name of a nominee must, in addition to providing notification of their participation to the meeting, register the shares in their own name so that the shareholder is registered in the shareholders' register on the record date of Tuesday, 9 May 2023. Such registration may be temporary (so-called voting registration). Shareholders wishing to register their shares in their own name must, in accordance with the procedures of the respective nominee, request the nominee to carry out such voting registration. Voting registration requested by shareholders in such time that the registration has been made by the nominee no later than Thursday, 11 May 2023 will be considered in the preparation of the share register.

## Proposed agenda:

1. Opening of the meeting
2. Election of chairman of the meeting
3. Preparation and approval of voting list
4. Approval of the agenda
5. Election of one or two persons to approve the minutes
6. Determination as to whether the meeting has been duly convened
7. Resolution regarding approval of Hamlet Pharma's acquisition of Linnane Projects AB
8. Resolution regarding approval of collaboration agreement between Hamlet Pharma and Linnane Pharma
9. Resolution regarding approval of merger plan
10. Resolution regarding issue of merger consideration
11. Closing of the meeting

## Resolutions proposed by the board of directors:

### **Item 7 – Resolution regarding approval of Hamlet Pharma's acquisition of Linnane Projects AB**

On 31 March 2023, Hamlet Pharma entered into an agreement with Linnane Pharma AB ("**Linnane Pharma**") regarding acquisition of all shares in Linnane Projects (the "**Acquisition**"). Additional information and background of the Acquisition is stated in the press release published by the Company on 31 March 2023, which is available on the Company's website. [www.hamletpharma.com](http://www.hamletpharma.com).

Linnane Pharma holds 49.33 per cent of the shares and 83.52 per cent of the votes in Hamlet Pharma and is therefore the parent company of the Company. Furthermore, Linnane Pharma is controlled by Catharina Svanborg, chairman of Hamlet Pharma. Catharina Svanborg is also chairman of Linnane Pharma. Hence, Linnane Pharma is a related party to Hamlet Pharma and the Acquisition is to be considered a related party transaction pursuant to the Swedish Securities Council's (Sw. *Aktiemarknadsnämnden*) statement AMN 2019:25, meaning that the

Acquisition shall be submitted to the general meeting of Hamlet Pharma for approval. The Acquisition is thus also conditional on the general meeting's approval.

In light of the above, the Company's board of directors propose that the meeting resolves to approve the Acquisition.

For the board's resolution to be valid under this item it is required that the proposal is approved by shareholders holding at least half of the votes cast at the meeting. The shares held by Linnane Pharma shall not be taken into account in the resolution of the meeting under this item 7.

The board of directors' report pursuant to the Swedish Securities Council's statement AMN 2019:25 will be available on the Company's website [www.hamletpharma.com](http://www.hamletpharma.com) no later than two weeks before the meeting.

#### **Item 8 – Resolution regarding approval of collaboration agreement between Hamlet Pharma and Linnane Pharma**

On 31 May 2023, Hamlet Pharma entered into a collaboration agreement with Linnane Pharma (the "**Collaboration Agreement**"). Additional information and background on the Collaboration Agreement is stated in the press release published by the Company on 31 March 2023, which is available on the Company's website. [www.hamletpharma.com](http://www.hamletpharma.com).

As stated above in Item 7, Linnane Pharma is a related party to Hamlet Pharma and the Collaboration Agreement is to be considered a related party transaction pursuant to the Swedish Securities Council's statement AMN 2019:25, meaning that the Collaboration Agreement shall be submitted to the general meeting of Hamlet Pharma for approval. The Collaboration Agreement is therefore also conditional on the general meeting's approval. Furthermore, the Collaboration Agreement is conditional upon the completion of the proposed merger between Hamlet Pharma and SelectImmune Pharma AB (publ), meaning that the resolution of the meeting under this item is conditional upon the general meeting also adopting resolutions in accordance with Items 9-10 on the agenda.

In light of the above, the Company's board of directors propose that the meeting resolves to approve the Collaboration Agreement.

For the board's resolution to be valid under this item it is required that the proposal is approved by shareholders holding at least half of the votes cast at the meeting. The shares held by Linnane Pharma shall not be taken into account in the resolution of the meeting under this Item 8.

The board of director's report pursuant to the Swedish Securities Council's statement AMN 2019:25 will be available on the Company's website [www.hamletpharma.com](http://www.hamletpharma.com) no later than two weeks before the meeting.

### **Item 9 – Resolution regarding approval of merger plan**

The board of directors of Hamlet Pharma and SelectImmune Pharma AB (publ) (“**SelectImmune**”) adopted a merger plan on 31 March 2023 (“**Merger plan**”) to carry out a merger of Hamlet Pharma and SelectImmune through a corporate merger (the “**Merger**”). The Merger plan was registered with the Swedish Companies Registration Office (Sw. *Bolagsverket*) on 4 April 2023 and the registration was announced in the Official Swedish Gazette (Sw. *Post och Inrikes Tidningar*) on 6 April 2023. In view of the proposed Merger, the board of directors of Hamlet Pharma proposes that the meeting resolves to approve the Merger plan.

According to the Merger plan, the Merger will be carried out by absorption with Hamlet Pharma as the transferee company and SelectImmune as the transferor company. The completion of the Merger is subject to the approval of the Merger plan at the general meeting of both companies and that the other conditions in the Merger plan are fulfilled. As merger consideration, shareholders in SelectImmune will receive 0.8 shares in Hamlet Pharma for each share in SelectImmune for each class of shares.

Subject to the fulfilment of the conditions for the Merger, SelectImmune will be dissolved, and all its assets and liabilities will be transferred to Hamlet Pharma through the Swedish Companies Registration Office's registration of the Merger, which is expected to take place during the third quarter of 2023 at the earliest. Accounting of the merger consideration will take place after the Swedish Companies Registration Office's registration of the Merger.

The resolution of the meeting is conditional upon the meeting also resolving in accordance with Items 7-8. Furthermore, the resolution is conditional upon and presumes that the meeting resolves to issue the merger consideration in accordance with Item 10 on the agenda.

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 meeting.

### **Item 10 – Resolution regarding issue of merger consideration**

The completion of the Merger described in Item 9 above is subject to the resolution of the general meeting to issue the merger consideration. Pursuant to the Merger plan, one (1) class A share in SelectImmune entitles the holder to 0.8 class A shares in Hamlet Pharma and one (1) class B share in SelectImmune entitles the holder to 0.8 class B shares in Hamlet Pharma (the “**Merger consideration**”).

In light of the above, the board of directors proposes that the general meeting resolves on a new issue of a maximum of 13,967,380 shares, of which 1,600,000 class A shares and 12,367,380 class B shares. The issue will entail an increase of the share capital in Hamlet Pharma with a maximum of SEK 139,673.8. The following conditions shall otherwise apply to the resolution:

1. Entitled to receive newly issued class A shares, in accordance with the above-mentioned exchange ratio, are the holders of class A shares in SelectImmune as of the date of the Swedish Companies Registration Office's registration of the Merger. Entitled to receive newly issued class B shares, in accordance with the above-mentioned exchange ratio, are the holders of class B shares in SelectImmune as of the date of the Swedish Companies Registration Office's registration of the Merger.
2. Only whole shares in Hamlet Pharma will be paid to shareholders of SelectImmune as Merger consideration. Aqurat Fondkommission AB (“Aqurat”) has been assigned to combine all fractions of class B shares in Hamlet Pharma that do not entitle to a whole new class B share in Hamlet Pharma as merger consideration and the total number of class B shares in Hamlet Pharma corresponding to such fractions will thereafter be sold by Aqurat on Spotlight Stock Market. The sale shall take place as soon as possible after the registration of the Merger with the Swedish Companies Registration Office. The proceeds of the sale of fractions shall be accounted for by Aqurat and thereafter paid to those entitled thereto in proportion to the value of the fractions held immediately prior to the sale. Such payment shall be made as soon as practicable after such sale of the fractions. All class A shares in SelectImmune are held by Linnane Pharma and thus no fractions will arise with respect to the class A shares in SelectImmune.
3. The reason for the deviation from the shareholders' preferential rights is that the newly issued shares shall constitute the Merger consideration in the Merger.
4. The newly issued shares entitle the holder to receive dividends for the first time on the record date for dividends that occurs immediately after the new shares have been registered with the Swedish Companies Registration Office.
5. The new class A shares shall be subject to restriction in accordance with Chapter 4, Section 6 of the Swedish Companies Act (conversion clause).

The board of directors considers that the Merger consideration is reasonable from a financial point of view for Hamlet Pharma and beneficial for Hamlet Pharma and its shareholders. As a basis for this opinion, the board of directors of Hamlet Pharma has considered a number of factors, including, but not limited to, the volume-weighted average price paid for SelectImmune's class B share and Hamlet Pharma's class B share, respectively, 30 trading days prior to the date of publication of the press release on 31 March 2023 and the Company's and SelectImmune's future prospects after the implementation of planned measures. SelectImmune has also obtained a so-called fairness opinion from Hjalmarsson & Partners Corporate Finance AB dated 30 March 2023, which states that as of that date, and based on the considerations set forth therein, the Merger consideration to be paid by the Company is reasonable for the Company from a financial point of view.

The resolution is conditional upon and presumes that the general meeting also resolves on the approval of the Merger plan in accordance with item 9 on the agenda and that SelectImmune at a general meeting resolves on the approval of the Merger plan. The resolution shall also be conditional upon that the meeting resolves in accordance with the board of directors' proposal in Items 7-8 on the agenda as well as the other conditions for the Merger are fulfilled and that registration of the Merger is made with the Swedish Companies Registration Office no later than on 1 October 2023, or the later date decided jointly by the board of directors of Hamlet Pharma and SelectImmune in accordance with the Merger plan.

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 meeting.

The board of directors, 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 of the resolution with the Swedish Companies Registration Office, Euroclear Sweden AB or due to other formal requirements.

### Shareholders' right to request information

According to Chapter 7, Section 32 of the Swedish Companies Act, the board of directors and the CEO shall, if any shareholder so requests and the board of directors considers that this can be done without material damage to the Company, provide information on circumstances that may affect the assessment of an item on the agenda.

### Documentation

The board of directors' complete proposal for resolution, the board of directors' reports pursuant to the Swedish Securities Council's statement AMN 2019:25 as well as the merger document prepared by the boards of directors of Hamlet Pharma and SelectImmune in connection with the Merger, will be made available at the Company's head office at the address Klinikgatan 32, 222 42 in Lund not later than two weeks prior to the meeting and will be sent to the shareholders who so request and provide their postal address, free of charge. The documentation will also be made available on the Company's website, [www.hamletpharma.com](http://www.hamletpharma.com), from the same date. The Merger plan is made available at the Company's office and at the Company's website. All documentation mentioned above will also be presented at the general meeting.

Malmö, April 2023

**Hamlet Pharma AB**

*The board of directors*

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#### *Hamlet Pharma*

*Hamlet Pharma, whose shares are listed on the Spotlight Stock Market, is a company engaged in drug development based on a tumor-killing protein-lipid complex, HAMLET, formed from two natural and harmless molecules found in breast milk. The development aims to produce preparations that are primarily to be used for the treatment and prevention of cancer diseases. Alpha1H is the synthetic variant of HAMLET, which enabled the development of the substance for clinical trials. Hamlet Pharma is conducting clinical development work with Alpha1H in patients with bladder cancer, a difficult to cure and costly form of cancer. The company is also developing Alpha1H for the treatment of brain tumors. BAMLET, like HAMLET, is a substance that effectively kills cancer cells and has shown effects against growing tumor tissue, especially for colon cancer. The company intends to establish production of BAMLET primarily for clinical studies of the treatment/prevention of cancer in the gastrointestinal tract and in the oral cavity. Hamlet Pharma owns certain patents covering BAMLET. Linnane Pharma has carried out research and development work with BAMLET on its own initiative and at its own expense. Hamlet Pharma is currently conducting a Technical Evaluation of BAMLET and intends, if it turns out positively, to create conditions for continued development of BAMLET.*