

NOTICE OF ANNUAL GENERAL MEETING IN AFFIBODY MEDICAL AB (PUBL)

The shareholders of Affibody Medical AB (publ), corporate identity number 556714-5601 (the “**Company**” or “**Affibody**”) are hereby invited to attend the annual general meeting of the shareholders on Thursday 19 May 2022, at 1:30 pm CET to be held in company’s premises, Scheeles väg 2, Solna.

Right to participate

Shareholders whose shares are registered in the name of a nominee must, to exercise the right to vote and participate in the general meeting, register their shares in their own name (so-called voting rights registration) so that the shareholder is included in the share register kept by Euroclear Sweden on Wednesday 11 May 2022. Voting registration requested by shareholders in such time that the registration has been completed by the nominee no later than Friday 13 May 2022 will be considered in the preparation of the share register. This means that such shareholders must advise their nominees of this request well in advance of this date.

Further, in order to participate at the general meeting, shareholders must also notify their intention to participate to the Company no later than Monday 16 May 2022. Notification shall be done in writing by letter addressed to Affibody Medical AB (publ), Scheeles väg 2, 171 65 Solna or by phone +46 8 59 88 38 00, or by e-mail to camilla.danell@affibody.se. The notification shall include the shareholder’s name, address, telephone number, e-mail address, social security or corporate identity numbers and the number of shares held. Shareholders or proxies may bring up to two advisors to the general meeting, but only if the shareholders have notified the number of advisors to the Company as set out above.

Shareholders who wish to exercise their voting right through a proxy, must issue a dated and signed power of attorney to the proxy. The validity of the power of attorney may not exceed a period of five years from its issuance. If the power of attorney is issued by a legal entity, a copy of the certificate of registration or equivalent authorization documents for the legal entity shall be attached. The Company provides a form of power of attorney at request and the form is also available at the Company’s website, www.affibody.se.

Proposed agenda

1. Opening of the Annual General Meeting and election of the chairperson of the meeting
2. Preparation and approval of the voting list
3. Approval of the agenda
4. Election of one or two persons to approve the minutes
5. Determination of whether the Annual General Meeting has been duly convened
6. CEO address
7. Presentation of the annual report and the auditor’s report, as well as the consolidated financial statements and the auditor’s report on the consolidated financial statements
8. Resolutions on:
 - a) adoption of the income statement and the balance sheet as well as the consolidated income statement and the consolidated balance sheet,
 - b) allocation of the Company’s result pursuant to the adopted balance sheet, and

- c) discharge from liability towards the Company for the board members and the managing director
- 9. Resolution on the remuneration to the board members and the auditor
- 10. Election of board members
- 11. Election of auditor
- 12. Resolution regarding the establishment of a Nomination Committee and instructions to the Nomination Committee
- 13. Guidelines for remuneration to senior executives
- 14. Resolution regarding (A) introduction of an employee stock option program 2022/2029, (B) directed issue of warrants, and (C) approval of transfer
- 15. Resolution on authorization for issues of shares, convertibles, and warrants
- 16. Closing of the Annual General Meeting

Main proposals for resolutions

Item 1 – Election of the chairperson of the meeting

The nomination committee proposes that attorney-at-law Gunnar Mattsson is elected chairperson of the meeting.

Item 8b) – Allocation of the Company's result pursuant to the adopted balance sheet

The Board of Directors proposes that the amount at the general meeting's disposal be carried forward in its entirety. The proposal entails that no dividend is paid for the financial year 2021.

Item 9 – Resolution on the remuneration to the board members and the auditor

The nomination committee proposes that the board's remuneration for the time until the next Annual General Meeting shall amount to SEK 500,000 to the chairperson and SEK 250,000 to each of the other directors. In addition, the nomination committee proposes that a fee of SEK 100,000 shall be paid to the chairperson of the audit committee. No remuneration will be paid to José F. Suárez.

The nomination committee further proposes that the remuneration to the auditor shall be paid against approved invoice.

Item 10 – Election of board members

The nomination committee proposes re-election of the board members Robert Burns, Gillian M. Cannon, Jonathan Knowles, Jakob Lindberg, Anders Martin-Löf, José F. Suárez, Camilla Sønderby, and Mathias Uhlén for a term of office extending until the end of the next Annual General Meeting. Robert Burns is proposed to be re-elected as chairperson of the board.

Item 11 – Election of auditor

The nomination committee proposes re-election of the registered auditing firm Ernst & Young AB to be the Company's auditor for a term of office extending until the end of the next Annual General Meeting. Ernst & Young AB intends to have the authorized public accountant Anna Svanberg remain as auditor in charge. The Nomination Committee's proposal is consistent with the audit committee's recommendation.

Item 12 – Resolution regarding the establishment of a Nomination Committee and instructions to the Nomination Committee

The Nomination Committee proposes that the Company shall continue with a nomination committee (the “**Nomination Committee**”), appointed according to the following principles, and that the Annual General Meeting adopts instructions for the work of the Nomination Committee as set out below, to be applied until amended by the General Meeting.

Principles for appointing the members of the Nomination Committee

The general meeting authorizes the chairperson of the board to each year contact the three largest shareholders in terms of voting power according to Euroclear Sweden AB’s transcription of the share register as of 30 September, each of them appointing a member of the Nomination Committee. If any of the three largest shareholders does not wish to appoint a member of the Nomination Committee the fourth largest shareholders should be asked and so forth, until the Nomination Committee consists of three members. The composition of the Nomination Committee shall be announced on the Company’s website no later than six months prior to the next Annual General Meeting.

The term of office of the appointed Nomination Committee shall run until a new Nomination Committee has been appointed.

If a member leaves the Nomination Committee before its work is completed and the Nomination Committee finds that there is a need for replacing this member, the Nomination Committee shall appoint a new member in accordance with the principles described above but based on Euroclear Sweden AB’s transcription of the share register as soon as possible after the member left the Nomination Committee. Any change in the composition of the Nomination Committee shall be announced immediately.

The assignment of the Nomination Committee

The Nomination Committee shall prepare and present proposals regarding the following items for the Annual General Meeting:

- Election of chairperson of the meeting,
- Resolution on the number of board members and auditors,
- Resolution on the fees and other remuneration to the Board of Directors and, if applicable, its committees, divided between the chairperson and other members,
- Resolution on the fees to the auditors,
- Election of board members and chairperson of the board,
- Election of auditors, and
- As applicable, proposal for principles for the composition and instructions regarding work of the Nomination Committee in preparation for the Annual General Meeting.

The Nomination Committee shall perform the tasks assigned to the Nomination Committee in accordance with the Swedish Corporate Governance Code (the “**Code**”) and duly consider the Code while performing its assignment.

The work of the Nomination Committee

The Nomination Committee appoints the chairperson of the committee. The chairperson of the board or another board member shall not be the chairperson of the Nomination Committee.

The Nomination Committee shall meet as often as is necessary for the Nomination Committee to fulfil its duties, but at least once per year. Notices convening meetings are issued by the chairperson of the Nomination Committee. If a member requests that the Nomination Committee be convened, the request shall be complied with. The chairperson of the board may participate at the Nomination Committee's meetings.

The Nomination Committee is quorate if at least two members are present. Resolutions of the Nomination Committee shall be adopted by a simple majority of the members present or, in the event of a tied vote, the chairperson shall have the casting vote.

Minutes shall be kept at the Nomination Committee's meetings.

Remuneration

No remuneration shall be paid to the members of the Nomination Committee. However, any necessary and reasonable expenses incurred in connection with the Nomination Committee's work shall be borne by the Company.

Item 13 – Guidelines for remuneration to senior executives

The Board of Directors proposes that the general meeting resolves to adopt the following guidelines for remuneration to senior executives.

General

Guidelines for remuneration and other employment terms for management primarily imply that the Company should offer its senior executives market remuneration, that the remuneration shall be subject to consultation by a dedicated remuneration committee within the Board of Directors, that the associated criteria shall constitute the senior executive's responsibilities, role, competence, and position. Remuneration to senior executives is decided by the Board of Directors excluding any Board members affiliated to the Company and management.

As a guiding principle the remuneration should promote the Company's business strategy, long-term interests, and sustainability by linking the remuneration to senior executives to the corporate goals. The corporate goals and the attainment of the corporate goals are decided by the Board of Directors each financial year. The Board of Directors is of the opinion that by linking remuneration to corporate goals that are derived from the Company's long-term strategy alignment between management and key stakeholders is achieved.

The guidelines shall be applied to new agreements, or amendments to existing agreements, reached between senior executives after the guidelines have been adopted and until new or revised guidelines are determined.

What is stipulated for Affibody Medical AB also applies to other group companies, where applicable.

Basic principle

Salary and other remuneration shall be on market terms and shall be structured so that Affibody can attract and retain competent senior executives. Additionally, the general meeting may – irrespective of these guidelines – resolve on, among other things, share-related or share price-related remuneration.

Fixed Remuneration

Senior executives shall be offered fixed remuneration that is on market terms and based on the senior executive's responsibilities, role, competence, and position. Fixed remuneration shall be subject to annual review by the remuneration committee.

Variable Remuneration

Short-term incentive (Bonus plan)

Senior executives shall be offered a short-term incentive that is on market terms and based on the senior executive's responsibilities, role, competence, and position. The variable remuneration shall be based on the Board of Directors' assessment of the fulfilment of Affibody's corporate goals, as decided by the Board of Directors, for the financial year and will be calculated as the percentage of corporate goal attainment multiplied by the maximum bonus.

The bonus plan should promote the Company's business strategy, long-term interests, and sustainability by linking the remuneration to senior executives to the corporate goals. The corporate goals and the attainment of the corporate goals are decided by the Board of Directors each financial year.

The measurement period for the corporate goals is generally based on a period of approximately 12 months. The extent to which the corporate goals have been satisfied shall be evaluated/determined by the Board of Directors when the measurement period has ended.

At the annual review, the remuneration committee, or when applicable, the Board of Directors, may adjust the targets and/or the remuneration with regards to both positive and negative extraordinary events, reorganizations, and structural changes.

The maximum amount of variable remuneration is capped at an amount corresponding to 40% of the fixed annual compensation for the CEO, 33% of the fixed annual compensation for the CMO and CSO, and 25% of the fixed annual compensation for other senior executives.

Variable compensation may either be paid as salary or as a lump-sum pension premium. Payment as a lump-sum pension premium is subject to indexation so the total cost for Affibody is neutral.

Long-term Incentive

The Board of Directors shall, before every annual general meeting, consider whether additional share or share price-related incentive programs shall be proposed to the general meeting to ensure that the long-term incentive is on market terms and structured so that Affibody can attract and retain competent senior executives.

It is the general meeting that resolves upon such incentive programs. Incentive programs shall promote long-term value growth. New share issues and transfers of securities resolved upon by the general meeting in accordance with the rules of Chapter 16 of the Swedish Companies Act are not covered by the guidelines to the extent the annual general meeting has taken, or will take, such decisions.

Pension and benefits

Senior executives are entitled to market-based pension solutions in accordance with collective bargaining agreements and in line with Affibody's pension policy. The preferred pension plan design is defined contribution. If the operating environment requires the establishment of a defined benefit pension plan under mandatory collective agreement provisions, law, or other regulations, such a plan may be established. The defined benefit level should in such cases be limited to the mandatory level.

Variable cash remuneration shall not entitle to pension payments, unless required by mandatory collective bargaining agreement provisions. Salary waivers may be utilized to

increase pension provisions through lump-sum pension premiums, providing the total cost for Affibody is neutral.

The pension premiums or allowance for pension shall amount to not more than 40 per cent of the member's pensionable salary, which may include a capped level of the variable pay to the extent required by mandatory collective bargaining agreement provisions.

Executives who are expatriates to or from Sweden may receive additional remuneration and other benefits, such as a support package including relocation and tax filing support as well as tax equalization, to the extent reasonable considering the special circumstances associated with the expat arrangement, considering, to the extent possible, the overall purpose of these guidelines. Such benefits may not in total exceed 20 per cent of the annual gross fixed base salary.

Other benefits may include, for example, life insurance, health insurance, and, medical insurance. Premiums and other costs relating to such benefits shall be based on market practice and mandatory collective bargaining agreement provisions but amount to no more than 20 per cent of the annual gross fixed base salary.

Termination of employment

From Affibody's side, the maximum notice period shall be twelve months, or such longer time as required by mandatory collective agreement provisions, law, or other regulations. The notice period from the CEO's side shall be a minimum of six months, and from other senior executives' side, shall be a minimum of six months, or such longer time as required under mandatory collective agreement provisions, law, or other regulations.

The Company does not have any severance payment provisions.

The preparation and decision making of the Board of Directors

The Board of Directors has established a remuneration committee. The committee's tasks include preparing the Board of Directors' decision to propose guidelines for executive remuneration and any decision to deviate from the guidelines.

The Board of Directors shall prepare a proposal for new guidelines at least every fourth year and submit it to the annual general meeting. The guidelines shall be in force until new guidelines are adopted by the annual general meeting. The remuneration committee shall also monitor and evaluate programs for variable remuneration for the senior executives, the application of the guidelines for executive remuneration, as well as the current remuneration structures and compensation levels in the Company. The CEO and other members of the executive management do not participate in the Board of Directors' processing of and resolutions regarding remuneration-related matters in so far as they are affected by such matters.

Deviation from the guidelines

The Board of Directors may temporarily resolve to deviate from these guidelines, in whole or in part, if in a specific case there is special cause motivating the deviation and a deviation is necessary to serve the Company's long-term interests, including its sustainability, or to ensure the Company's financial viability. As set out above, the remuneration committee's tasks include preparing the Board of Directors' resolutions in remuneration-related matters. This includes any resolutions to deviate from these guidelines.

Item 14 – Resolution regarding (A) introduction of an employee stock option program 2022/2029, (B) directed issue of warrants, and (C) approval of transfer

The Board of Directors proposes that the general meeting resolves (A) on the introduction of an employee stock option program for the Company’s management, researchers, and other staff, (B) on an issue of warrants to the Company to ensure the Company’s delivery of shares according to the employee stock option program and (C) on approval of transfer of warrants or shares in the Company to the participants in the employee stock option program.

It is considered essential and in all shareholders’ interest that the Company’s management, researchers, and other staff who are important for the Company’s further development, have a long-term interest in an increase of the value of the Company’s shares. A personal long-term ownership commitment can be expected to contribute to an increased interest in the Company’s operations and results as well as raise the participants’ motivation and sense of community with the Company and its shareholders.

The program has been prepared by the remuneration committee and reviewed by the Board of Directors.

A. Employee stock option program 2022/2029

The Board of Directors proposes that the general meeting resolves on the introduction of an employee stock option program 2022/2029 on the following main terms:

1. The employee stock option program 2022/2029 shall comprise not more than 295,000 stock options.
2. The employee stock options shall be allotted to participants in the program free of charge no later than before the next annual general meeting.
3. Each employee stock option shall entitle the holder to acquire one (1) new share in the Company at an exercise price determined by the Board of Directors from time to time. The exercise price shall not be less than 120% of the market value of the Company’s share at the time of allotment. If the Company’s share is not publicly traded at the time of allotment, the market value shall be based on an external valuation no older than six (6) months. In the event the Company’s share is publicly traded at the time of allotment, the market value shall be deemed to correspond to the volume weighted average price (VWAP) calculated during a period of ten (10) trading days prior to the decision of allotment.
4. Offers of employee stock options shall be decided by the Company’s Board of Directors based on the following categories of employees: CEO, executive team, senior key employees, and key employees. The number of employee stock options to be allotted to individual persons is to be decided by the Board of Directors but cannot exceed the number set out in the table below. The total number of stock options under the program can never exceed 295,000.

	Maximum number of stock options per person
CEO	200,000
Executive team	75,000
Senior key employees	10,000
Key employees	5,000

5. The employee stock options may, unless the Board of Directors of the Company resolves on a right of subscription prior thereto, be exercised no earlier than three (3) years after the participant signed the option agreement relating to the employee stock options, and no later than 30 May 2029.
6. The right to participate in the employee stock option program 2022/2029 is subject to the participant entering into an option agreement with the Company.
7. Issued employee stock options do not constitute securities and may not be transferred, pledged, or otherwise disposed of by the holder.
8. The stock options are tied to the participant's employment in the Company. If the employment is terminated prior to the warrants being exercised for share subscription, all the participant's unused employee stock options lapse without any right of exercise, unless the Board of Directors of the Company resolves otherwise.
9. If a general meeting should resolve on e.g., an increase or decrease of the number of outstanding shares during the term of the employee stock options, recalculation can be performed to maintain the value of the employee stock options. Decisions regarding recalculation shall be made by the Board of Directors of the Company.
10. The Board of Directors or a person designated by the Board of Directors shall have the right to decide on minor deviations in the program that may be needed to fulfill the program's purpose.
11. Participation in the employee stock option program 2022/2029 requires, first, that such participation may lawfully be made, secondly, that such participation according to the Company's assessment can be made with reasonable administrative costs and financial efforts.

The Board of Directors shall be responsible for the further design and handling of the stock option program within the main conditions set out above.

Based on full allocation under the ESOP 2022/2029 program, the program will comprise no more than 295,000 shares, which corresponds to a dilution of approximately 1.1 percent on a fully diluted basis.

Taking into account also the shares which may be issued pursuant to previously implemented incentive programs in the Company (ESOP 2021/2028) the total dilution for ESOP 2021/2028 and ESOP 2022/2029 amounts to 5.8 percent on a fully diluted basis. In this respect it should be noted that 295,000 stock options, and corresponding warrants, under the ESOP 2021/2028 have been voided during the first quarter of 2022.

B. Directed issue of warrants

To enable the Company's delivery of shares under the employee stock option program 2022/2029, it is further proposed that the general meeting resolves on a directed issue of no more than 295,000 warrants according to the following terms:

1. The right to subscribe for the warrants shall, with deviation from the shareholders' preferential rights, vest with the Company. Oversubscription cannot occur.
2. The reason for deviation from the shareholders' preferential rights is that the issue is a step in the introduction of the employee stock option program 2022/2029.

3. The warrants are issued free of charge.
4. Subscription of warrants shall be made within three (3) weeks from the date of the resolution to issue the warrants. The Board of Directors has the right to extend the subscription period.
5. The increase of the Company's share capital may, upon full exercise of the warrants, amount to a maximum of SEK 1,475,000.
6. The warrants can be exercised for subscription of new shares during the period from registration at the Swedish Companies Registration Office up to and including 30 June 2029.
7. The subscription price for the share on exercise of the warrants is SEK 5 corresponding to the quota value of the Company's shares. The subscription price may in no case be less than the quota value.
8. Detailed terms apply for the warrants.
9. The Board of Directors, or a person designated by the Board of Directors, is authorized to make minor adjustments that are required for the registration and execution of the decision.

C. Approval of the transfer of warrants or shares in the Company to participants in the employee stock option program 2022/2029.

It is finally proposed that the general meeting resolves to authorize the Company to transfer warrants or shares in the Company to participants in the employee stock option program 2022/2029, or otherwise dispose of the warrants to fulfill the Company's obligations arising from the employee stock option program 2022/2029.

Item 15 – Resolution on authorization for issues of shares, convertibles, or warrants

The Board of Directors proposes that the general meeting authorizes the Board of Directors to, on one or several occasions during the period up to the next annual general meeting, increase the Company's share capital through issues of new shares, convertible instruments and/or warrants, with or without deviating from the shareholder's preferential rights, and with or without provisions on payment by non-cash consideration and/or by way of set-off or other provisions.

The purpose of the authorization and the reason to propose that the Board of Directors shall be authorized to resolve on issues with deviation from the shareholders' pre-emption rights is to give the Board of Directors flexibility in the work of ensuring that the Company shall be able to raise capital to finance the operations and to enable continued expansion both organically and through acquisitions of companies and businesses, alternatively to enable a broadening of the ownership of the Company with one or several owners of strategic importance to the Company.

An issue in accordance with this authorization shall be on market conditions. The Board of Directors shall be entitled to decide on additional terms and conditions for issues under this authorization and who shall be entitled to subscribe for the shares, warrants and/or convertible instruments. If the Board of Directors deems it appropriate to facilitate the delivery of shares in connection with an issue in accordance with this authorization, the issue may also take place at a subscription price which correspond to the quota value of the shares (provided that the

Company ensures through relevant agreements that market compensation is received for the issued shares).

Majority requirements

A resolution in accordance with the proposals in item **Error! Reference source not found.** 15 above requires that it is supported by shareholders representing at least two-thirds of both the votes cast and the shares represented at the meeting.

A resolution in accordance with the proposal in items 14 above requires that it is supported by shareholders representing at least nine-tenths of both the votes cast and the shares represented at the meeting.

Number of shares and votes

At the time of issuing this notice the total number of shares and votes in the Company amounts to 19,879,494.

The shareholders' right to information

Upon request by any shareholder and where the Board of Directors believes that such may take place without significant harm to the Company, the Board of Directors shall provide information in respect of any circumstances which may affect the assessment of a matter on the agenda or the Company's and the group's financial position as well as the Company's relationship to other group companies.

Provision of documents

The annual report and the auditor's report, complete proposals for resolutions and all other documents pursuant to the Swedish Companies Act will be available at the Company's website www.affibody.se and the Company's office at Scheeles väg 2, Solna no later than three weeks before the meeting, i.e., no later than Thursday 28 April 2022. The documents will be sent free of charge to the shareholders who request this and state their address or e-mail address.

Processing of personal data

In connection with the general meeting personal data will be processed in accordance with the Company's privacy policy, which is available on the Company's website www.affibody.se.

Stockholm in April 2022

Affibody Medical AB (publ)

The Board of Directors