

## **The board of directors' of Mendus AB (publ), reg. no 556629–1786, (the "Company") complete proposal for resolution on approval of directed issue of shares and warrants**

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The board of directors proposes that the general meeting resolves to approve the board of directors' resolution of 8 June 2023 on issue of a maximum of 187,500,000 shares and 53,571,429 warrants of series TO3, which entitles the right to subscription of a total of 53,571,429 shares in the Company. Upon subscription of all issued shares, the Company's share capital will increase by a maximum of SEK 9,375,000. If all issued warrants are exercised, the share capital may increase by an additional maximum of SEK 2,678,571.45.

The issues shall be considered as one resolution and is carried out with deviation from the shareholders' preferential rights on the terms and conditions set out below (the "**Directed Issue**").

### Right to subscribe for new shares and warrants

The right to subscribe for new shares and warrants shall, with deviation from the shareholders' preferential rights, be granted to Flerie Invest AB. The reason for the deviation from the shareholders' preferential rights is that the board of directors considers it to be beneficial for the Company's continued development to take advantage of the opportunity to obtain capital for the Company on favorable terms and strengthen the ownership structure with a strategic and long-term shareholder. In the light of this, the board of directors has made the assessment that it is in the interest of the Company and the shareholders to carry out an issue with deviation from the shareholders' preferential rights.

### Subscription price

The subscription price per share is SEK 0.48. The subscription price has been determined in consultation with Pareto Securities AB with reference to Swedish and international market practice and prevailing market conditions with a customary discount. The amount that exceeds the quota value of the shares shall be transferred to the free premium reserve. The warrants are issued without consideration.

Upon full subscription the Company will be provided with an initial amount of approximately MSEK 90 (before issue expenses). Upon full exercise of all warrants of series TO3 the Company will be provided with an additional amount of approximately MSEK 25.7 (before issue expenses).

### Subscription and payment

Subscription of the newly issued shares and warrants of series TO3 shall be made on a separate subscription list at latest on 27 July 2023. Payment for subscribed shares shall be made in cash no later than 3 August 2023. The board of directors is entitled to extend the subscription and payment period.

### Specific terms and conditions for the warrants of series TO3

1. One (1) warrant of series TO3 entitles the holder to subscribe for one (1) new share in the Company.
2. The subscription price upon new subscription is SEK 0.48. The amount that exceeds the quota value of the shares shall be transferred to the free premium reserve.

3. Subscription of shares in the Company by exercising warrants of series TO3 shall take place from the period commencing on 15 March 2024 up to and including 29 March 2024.
4. Complete terms and conditions are included in Appendix B.

#### Right to dividends

Companies Registration Office and have been recorded in share register kept by Euroclear Sweden AB. The new shares carry a right to 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 and have been recorded in share register kept by Euroclear Sweden AB. The new shares issued following exercise of warrants of series TO3 shall carry a right to dividend for the first time on the record date for dividend that occurs immediately after the new shares have been registered with the Swedish Companies Registration Office and have been recorded in share register kept by Euroclear Sweden AB.

#### Other

Documents in accordance with Chapter 13 Section 6 and Chapter 14 Section 8 of the Swedish Companies Act have been prepared and are kept available at the Company's office.

The board of directors' proposal is conditional on that the EGM resolves on amendment of the articles of association in accordance with item 6 in the notice and approval of issue of shares and warrants (units) with preferential rights for existing shareholders in accordance with item 7 in the notice.

The board of directors, the CEO 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.

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Stockholm, June 2023

**Mendus AB (publ)**

*The board of directors*