

## **Karolinska Development AB, Annual General Meeting 2017**

### **Item 20 The Board of Directors' complete proposal regarding resolution on (A) amendment of the company's articles of association and (B) reduction of the share capital**

#### **A. Resolution regarding amendments of the articles of association**

In order to reduce the company's share capital in accordance with the Board of Directors' proposal under sub-resolution 20 (B) below, amendment of the articles of association regarding the share capital limits is required.

The Board of Directors' therefore propose that the Annual General Meeting resolves to amend the company's share capital limits from not less than SEK 25,000,000 and not more than SEK 100,000,000 to not less than SEK 500,000 and not more than SEK 2,000,000.

If the Annual General Meeting resolves to change the share capital limits in accordance with the proposal, section 4 of the company's articles of association will begin as follows:

"The company's share capital shall not be less than SEK 500,000 and not more than SEK 2,000,000."

Further, it is proposed that an editorial amendment is made under section 6 of the company's articles of association due to a name change of the stipulated act. Hereafter the company's articles of association is read as follows:

"The company's shares must be registered in a central securities depository register under the Central Securities Depository and Financial Instruments (Accounts) Act (SFS 1998:1479)."

#### **B. Decision regarding reduction of share capital without retirement of shares**

The Board of Directors propose that the Annual General Meeting resolves on reduction of the company's share capital with SEK 31,524,981.04 (the reduction amount) without retirement of shares, and that the reduction amount is allocated to non-restricted equity in order to adjust the company's capital structure.

After the reduction, the Company's share capital will be SEK 643,366.96, divided on 64,336,696 shares, whereby the quota value for each share will be SEK 0.01.

To implement the resolution on reduction of the share capital without retirement of shares authorisation from the Swedish Companies Registration Office is required.

The sub-resolution 20 (A)–(B) above is subject to, and adopted as, a single joint resolution by the Annual General Meeting.

A resolution in accordance with the Board of Directors' proposal requires support from shareholders with not less than 2/3 of votes cast as well as shares represented at the meeting.

The CEO, or a person appointed by the Board of Directors, shall be authorised to make any minor adjustments to the resolution above which are required in order to register, and apply for authorisation for, the resolution.