

# PRESS RELEASE

# DICOT

## **NOTICE OF EXTRAORDINARY GENERAL MEETING IN DICOT AB (PUBL)**

The shareholders in Dicot AB (publ) reg. no. 559006-3490 (the “**Company**”) are hereby convened to the extraordinary general meeting on Thursday, August 22, 2019, at 3 p.m. at Advokatfirman Lindahl’s office at Vaksalagatan 10 in Uppsala.

### **Notice etc.**

Shareholders who wish to participate at the extraordinary general meeting must:

- on Friday, August 16, 2019, be registered in the share register kept by Euroclear Sweden AB, and
- notify his or her intention to attend the general meeting to the Company at the latest on Tuesday August 20, 2019.

Notice to attend the general meeting may be sent by mail to Dag Hammarskjölds Väg 30, 752 37 Uppsala, by e-mail to [info@dicot.se](mailto:info@dicot.se), or by telephone +46 (0)70 663 60 09.

Such notification shall include the shareholder’s name, personal identification number or company registration number (or similar), address and daytime telephone number, number of shares, details on advisors, if any, and where applicable, details of representatives or proxies.

### **Nominee-registered shares**

To be entitled to participate in the general meeting, shareholders whose shares are registered in the name of a nominee must temporarily re-register their shares in their own names in the share register maintained by Euroclear Sweden AB in order to be entitled to attend the general meeting. Such registration must be duly affected in the share register on Friday, August 16, 2019, and the shareholders must therefore advise their nominees well in advance of such date.

### **Proxy**

Shareholders represented by proxy must submit a dated proxy. If the proxy is executed by a legal person, a certified copy of the certificate of registration or equivalent must be attached. The proxy may not be valid for a period longer than five years from its issuance. The original proxy and certificate of registration should be submitted to the Company by post at the address mentioned above in due time prior to the general meeting. The Company provides a form of proxy at request which is also available at the Company’s website, [www.dicot.se](http://www.dicot.se).

### **Proposed agenda**

1. Opening of the general meeting and election of chairman of the general meeting
2. Preparation and approval of the voting list
3. Election of one or two persons to verify the minutes
4. Approval of the agenda
5. Determination as to whether the meeting has been duly convened
6. Resolution on amendment of the Company’s articles of association
7. Resolution on approval of the board of directors’ resolution to issue so-called units with pre-emption rights for existing shareholders
8. Resolution on authorization to the board of directors to issue new shares
9. Closing of the general meeting

## Proposals to resolutions

### *Item 1 – Resolution on election of chairman of the general meeting*

Mattias Prage is proposed as chairman of the general meeting.

### *Item 6 – Resolution on amendment of the Company's articles of association*

In order to enable the rights issue according to item 7 on the agenda, the board of directors proposes that the general meeting resolves to amend the Company's articles of association with respect to the limits of the Company's share capital (section four) and the limits of the number shares in the Company (section five) in accordance with the following.

#### *Current wording*

##### 4. Aktiekapital

Aktiekapitalet skall vara lägst 500 000 kronor och högst 2 000 000 kronor.

##### 5. Antal aktier

Antalet aktier skall vara lägst 4 000 000 och högst 16 000 000.

#### *Proposed wording*

##### 4. Aktiekapital

Aktiekapitalet skall vara lägst 875 000 kronor och högst 3 500 000 kronor.

##### 5. Antal aktier

Antalet aktier skall vara lägst 7 000 000 och högst 28 000 000.

### *Item 7 – Resolution on approval of the board of directors' resolution to issue so-called units with pre-emption rights for existing shareholders*

On July 32, 2019, the board of directors resolved, subject to approval by the general meeting, to issue 7,790,823 so-called units with pre-emption rights for existing shareholders on the terms and conditions set out below.

Each unit comprises one (1) newly issued share in the Company and one (1) warrant, which means that not more than 7,790,823 shares and not more than 7,790,823 warrants may be issued.

The board of directors' resolution entails that the Company's share capital may increase by not more than 1,947,705,76 SEK (of which not more than 973,852,88 SEK refers to an increase due to an issue of shares, and not more than 973,852,88 SEK refers to an increase due to an issue of warrants).

1. The right to subscribe for units shall belong to those persons who on the record date for the new issue of shares are recorded as shareholders of the company, where one (1) existing share shall entitle to one (1) unit right. One (1) unit right entitles to subscription of one (1) unit, i.e. one (1) newly issued share in the Company and one (1) warrant.
2. In the event that all units are not subscribed for with pre-emption rights the board of directors shall, within the limit of the maximum number of units to be issued, resolve on allocation of units that are not subscribed for with pre-emption rights. Such allocation shall firstly, be made to subscribers that have used unit rights in the issue in relation to the amount of unit rights that each subscriber has used to subscribe for new units and secondly, to other subscribers in relation to subscribed amount, and if this cannot be made, through drawing of lots.
3. The record date for participation in the new issue of units shall be August 30, 2019.
4. Subscription with pre-emption rights shall be made by cash payment during the period from September 3, 2019 to September 17, 2019. Payment for units subscribed for with

pre-emption rights shall be made in full no later than five days after information regarding allotment has been sent. The board of directors shall have the right to extend the subscription and payment period.

5. Subscription without pre-emption rights shall be made on a subscription list during the period from September 3, 2019 to September 17, 2019. Payment shall be made by cash payment no later than five banking days after information regarding allotment has been sent. The board of directors shall have the right to extend the subscription and payment period.
6. Each unit is issued at a subscription price of SEK 2.60 per unit, which corresponds to a subscription price of SEK 2.60 per share. The warrants are not issued against payment.
7. Each warrant shall entitle to subscription of one (1) new share in the Company at a subscription price corresponding to the average volume-weighted share price of the Company's share during the period from September 14, 2020 up to and including September 25, 2020, however, not less than SEK 2.60 per share and not more than SEK 5.20 per share
8. Subscription of shares by exercise of warrants shall be made in accordance with the terms for the warrants from 1 October 1, 2020 to October 15, 2020.
9. The warrants are covered by the terms and conditions in Appendix A.
10. The new shares entitle to dividends for the first time on the first record date for dividend that take place after the issue of new shares has been registered with the Swedish Companies Registration Office and been recorded in the share register kept by Euroclear Sweden AB.
11. Shares that have been added as a result of a new subscription with the support of a subscription option entitle the holder to a dividend for the first time on the record date for a dividend that occurs almost after the new subscription has been registered with the Swedish Companies Registration Office and the shares have been entered in the share book kept by Euroclear Sweden AB.
12. To ensure that shares arising through subscription by virtue of warrants issued by the Company shall give right to participate in the new share issue, the subscription must be executed no later than August 28, 2019.
13. The Company has 115,115 outstanding warrants which entitle to subscription of 115,115 new shares and which may currently be exercised to subscribe for shares. If full subscription for new shares takes place by use of outstanding warrants the resolution on new issue of units shall mean that the Company's share capital shall be increased further by not more than SEK 28,778.75 (of which not more than 14,389.38 SEK refers to an increase due to an issue of shares, and not more than 14,389.38 SEK refers to an increase due to an issue of warrants) through a new issue of not more than an additional 115,115 units.
14. The resolution on the issue of units requires that the Company's articles of association are amended.
15. The managing director, or any other person appointed by the board of directors, shall have the right to take those smaller measures that may be required in order to register the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB.

*Item 8 – Resolution on authorization to the board of directors to issue new shares*

The board of directors proposes that the general meeting authorizes the board of directors, for the time until the next annual general meeting, to increase the Company's share capital by not more than 100,000 SEK through an issue of not more than 800,000 shares. The board of directors shall be authorized to adopt decisions on issues at one or several occasions, with or without deviation from the shareholders' pre-emption rights and/or by an issue in kind, by way of set-off or otherwise on conditions in accordance with the Swedish Companies Act.

An issue in accordance with this authorization shall be on market conditions. The board of directors shall be authorized to decide on the terms and conditions regarding issues under this authorization and what persons shall be entitled to subscribe for the shares. The reason for the proposal that the board of directors shall be authorized to resolve on an issue with deviation from the shareholders' pre-emption rights and to resolve on an issue in kind or an issue by way of set-off or otherwise on such terms and conditions as referred to above, is that the Company shall be able to comply with its obligations under agreements with guarantees by reason of the rights issue in item 7 above.

It is proposed that the managing director is authorized to make such minor adjustments to this resolution that may be necessary in connection with the registration with the Swedish Companies Registration Office and Euroclear Sweden AB.

#### **Majority requirements**

Resolutions under items 6 and 8 above require, for their validity, that a minimum of two-thirds of the votes cast and the shares represented support the resolution.

#### **Number of shares and votes**

As of the date of this notice, there are a total of 7,790,823 shares and votes in the Company.

#### **Information at the extraordinary general meeting**

The board of directors and the managing director shall, upon request by any shareholder and where the board of directors determines that it can be done without material harm to the Company, provide information of circumstances which may affect the assessment of a matter on the agenda.

#### **Documentation**

Documents according to the Swedish Companies Act will be held available at the Company's office with address Dag Hammarskjölds Väg 30, 752 37 Uppsala, and on the Company's website, [www.dicot.se](http://www.dicot.se) no later than August 8, 2019. The documents will also be sent, without charge, to shareholders who so request and inform the Company of their postal address. The documents will also be held available at the extraordinary general meeting.

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Uppsala in July 2019  
**Dicot AB (publ)**  
*The board of directors*

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

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#### **About Dicot AB**

Dicot is a pharmaceutical company focused on drug discovery and the development of novel lifestyle drugs to enrich patients' lives. The Company develops and manufactures medicines for the treatment of erectile dysfunction and premature ejaculation. The company's lead product, Libiguin™, for the treatment of sexual dysfunctions, is in a stage of pre-clinical development. Dicot is listed on the Spotlight Stock Market and has approximately 700 shareholders. For more

information see [www.dicot.se](http://www.dicot.se)