



Press release | Lund 2026-04-20

Notice of annual general meeting in Coegin Pharma AB (publ)

The shareholders of Coegin Pharma AB are hereby invited to attend the Annual General Meeting on Thursday, 21 May 2026 at 10:00 a.m. at Medicon Village, Scheeletorget 1, Lund.

Right to participate and notice of attendance

Shareholders who wish to participate in the general meeting must

- be registered as a shareholder in the share register maintained by Euroclear Sweden AB on Tuesday, 12 May 2026, and
- notify the Company of their intention to attend no later than Friday, 15 May 2026, in writing to Coegin Pharma AB, c/o Medicon Village, SE-223 81 Lund, Sweden (mark the envelope "Annual General Meeting 2026") or by email to info@coeginpharma.com. The notice of attendance shall state the shareholder's full name, personal identity number or company registration number, shareholding, address, daytime telephone number and, where applicable, details of any proxy or assistant (maximum two). Where applicable, the notice should be accompanied by powers of attorney, registration certificates and other authorization documents.

Nominee-registered shares

Shareholders whose shares are nominee-registered must, in order to be entitled to participate in the general meeting, request that their shares be temporarily registered in their own name in the share register maintained by Euroclear Sweden AB as of the record date on 12 May 2026. Such registration may be temporary (so-called voting rights registration). Voting rights registrations requested by shareholders in such time that the registration has been completed by the nominee no later than the second banking day after 12 May 2026 will be taken into account in the preparation of the share register.

Proxies and proxy forms

Shareholders who are not personally present at the general meeting may exercise their rights at the general meeting through a proxy appointed by a written, signed and dated power of attorney. A proxy form is available on the Company's website, www.coeginpharma.com. The proxy form may also be obtained from the Company and will be sent to shareholders who request it and provide their address. If the power of attorney is issued by a legal entity, a copy of the certificate of registration or equivalent authorization document for the legal entity shall be attached. A power of attorney may not be older than one year unless a longer period of validity is specified in the power of attorney, however not exceeding five years. In order to facilitate registration at the general meeting, powers of attorney, certificates of registration and other authorization documents should be received by the Company well in advance of the meeting.

Coegin Pharma AB

c/o Medicon Village

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Registration number

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Number of shares and votes

The total number of outstanding shares and votes in the Company at the time of this notice amounts to 28,591,254. The Company holds no treasury shares.

Proposed agenda

1. Opening of the meeting and election of a chairperson of the meeting.
2. Preparation and approval of the voting register.
3. Approval of the agenda.
4. Election of one or two persons to verify the minutes.
5. Determination of whether the meeting has been duly convened.
6. Address by the Chief Executive Officer.
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 regarding:
 - a) adoption of the income statement and balance sheet, as well as the consolidated income statement and consolidated balance sheet;
 - b) allocation of the Company's result in accordance with the adopted balance sheet; and
 - c) discharge from liability for the members of the Board of Directors and the Chief Executive Officer.
9. Determination of the number of Board members and the number of auditors and deputy auditors.
10. Determination of remuneration to the Board of Directors and the auditors.
11. Election of the Board of Directors and audit firm.
12. Resolution on the adoption of guidelines for the Nomination Committee.
13. Resolution on approval of guidelines for a remuneration program with a requirement to acquire shares in Coegin Pharma AB for the financial year 2026.
14. Resolution on:
 - a) amendment of the limits for the share capital and the number of shares in the articles of association;
 - b) reduction of the share capital.
15. Resolution on authorization for the Board of Directors to resolve on new issues.
16. Closing of the meeting.

Proposed resolutions

Opening of the meeting and election of a chairperson of the meeting (item 1)

The Nomination Committee has proposed that Andreas Sandgren, or the person appointed by the Board of Directors in his absence, be elected chairperson of the meeting.

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Allocation of earnings (item 8b)

The Board of Directors proposes that the Annual General Meeting resolves to allocate the Company's result in accordance with the Board's proposal in the annual report. The Board further proposes that no dividend be distributed for the financial year 2025.

Determination of the number of Board members and the number of auditors and deputy auditors (item 9)

The Nomination Committee has proposed that the Board of Directors shall consist of four Board members. Furthermore, the Nomination Committee has proposed that a registered audit firm be appointed, without any deputy auditor.

Determination of remuneration to the Board of Directors and the auditors (item 10)

The Nomination Committee has proposed that remuneration to the Board of Directors shall amount to a total of SEK 720,000, of which SEK 288,000 shall be paid to the Chair of the Board and SEK 144,000 to each of the other Board members. Work in addition to ordinary Board work may be invoiced on market terms. Furthermore, the Nomination Committee has proposed that the auditor's fee shall be paid in accordance with approved invoices and customary billing standards.

Election of the Board of Directors and audit firm (item 11)

The Nomination Committee has proposed that Thoas Fioretos, Eva Sjökvist Saers and Erlend Skagseth be re-elected as Board members, and that Daniel Odéhn be elected as a new Board member. Eva Sjökvist Saers is proposed to be re-elected as Chair of the Board.

Daniel Odéhn has extensive experience as an entrepreneur, business executive and business developer. He is the founder and has served as CEO of Bywe Group AB during the period 2006–2026, where he has built the company into a market-leading player in professional haircare distribution in the Nordics. Under his leadership, the company has grown to approximately SEK 850 million in revenue.

Daniel has extensive experience in strategic business development, brand building and scalable distribution, with a particular focus on combining growth and profitability. He also has experience of board work in international companies such as Perfect Hair AG in Switzerland. Earlier in his career, Daniel worked as an IT consultant for, among others, SCA and Volvo, where he developed expertise in business support, process optimization and system solutions. Daniel has studied Information Systems with a specialization in IT Management at the School of Business, Economics and Law at the University of Gothenburg.

The Nomination Committee proposes that Öhrlings PricewaterhouseCoopers AB be re-elected as the Company's auditor for the period until the end of the next Annual General Meeting. The audit firm has informed that the intention is for Ola Bjärehäll to continue as auditor in charge.

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Resolution on the adoption of guidelines for the Nomination Committee (item 12)

The Nomination Committee has proposed that the Nomination Committee's work ahead of the Annual General Meeting 2027 shall be conducted in accordance with the following:

The Chair of the Board of Directors shall, based on the ownership structure of the Company as of 30 September 2026, convene a Nomination Committee consisting of one representative from each of the three largest shareholders in the Company, together with the Chair of the Board.

If any of the three largest shareholders chooses to waive its right to appoint a member to the Nomination Committee, such right shall pass to the shareholder who, after these three shareholders, holds the largest number of shares in the Company.

If any of the shareholders who has appointed a member to the Nomination Committee sells a not insignificant portion of its shareholding during the term of office of the Nomination Committee, or otherwise ceases to be a major shareholder entitled to appoint a member of the Nomination Committee, the member appointed by such shareholder shall resign from the Nomination Committee. Such member shall, if the Nomination Committee deems it appropriate, be replaced by a member appointed by the shareholder who has instead become one of the three largest shareholders in the Company.

If a member no longer represents the shareholder who appointed him or her, or otherwise leaves the Nomination Committee before its work is completed, the shareholder shall be given the opportunity to appoint a new member to the Nomination Committee.

The Nomination Committee shall perform the duties assigned to it in accordance with the Swedish Corporate Governance Code.

No remuneration is proposed to be paid to the members of the Nomination Committee; however, compensation for incurred expenses shall be paid.

Resolution on approval of guidelines for a remuneration program with a requirement to acquire shares in Coegin Pharma AB for the financial year 2026 (item 13)

The Board of Directors proposes that the Annual General Meeting in Coegin Pharma AB ("Coegin Pharma" or the "Company") resolves to approve guidelines for a variable remuneration program for the Chief Executive Officer (the "Participant") that includes a requirement to acquire shares in Coegin Pharma (the "Program"), and to authorize the Board of Directors to design and implement a variable remuneration program with an associated requirement to acquire Coegin Pharma shares. The targets and remuneration under the Program will not be related to the development of the Coegin Pharma share and are therefore not considered to constitute a share-based incentive program; however, the Board considers that the guidelines should be approved by the Annual General Meeting.

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The purpose of the Program is to promote and increase the Participant's shareholding in Coegin Pharma and to enhance the Company's ability to offer competitive remuneration structures.

The Participant in the Program shall use the entire amount of the variable remuneration under the Program, net of tax, to acquire Coegin Pharma shares on the stock exchange. The Company shall bear any social security costs related to the variable remuneration. The acquisition of shares shall be made in close connection with the payment of the variable remuneration. If regulatory restrictions prevent the share acquisition, such as a closed period, the acquisition shall be made as soon as the restriction ceases to apply.

Shares acquired under the Program shall be retained by the Participant for a minimum period of three years following the acquisition. If the Participant's employment terminates, whether by resignation, termination by the Company or otherwise, during this period, the Participant is obliged to retain the shares acquired under the Program for the full three-year period following acquisition. In the event that the Participant breaches the terms of the Program, for example by failing to provide information regarding the status of his or her shareholding or by disposing of shares acquired under the Program prematurely, sanctions may be imposed and the Participant shall repay the full amount (including any income tax, but excluding any social security contributions) paid under the variable remuneration Program.

The variable remuneration shall be market-based and may amount to a maximum of 30 percent of the Participant's annual fixed base salary and shall be linked to strategically important short- and long-term operational targets measurable during 2026. The remuneration shall be paid no later than March in the year following the earning period. If the Participant's employment has terminated, whether by resignation, termination by the Company or otherwise, during the current financial year, the right to variable remuneration shall lapse in full. The total cost for the Participant under the Program is estimated to amount to a maximum of SEK 516,600, excluding any social security contributions. However, remuneration under the Program shall not give rise to pension benefits or holiday pay beyond what follows from mandatory law.

In designing the Program, the Board shall consider including provisions for clawback of remuneration paid based on information that later proves to be manifestly incorrect, and that payment to the Participant may be wholly or partly deferred, reduced or withheld if, in the Board's opinion, such payment appears inappropriate with regard to the Company's results, financial position or liquidity.

The conditions and need for a variable remuneration program may vary from year to year and between individuals, and the Board shall annually evaluate the conditions and the need for any variable remuneration.

Resolution on (a) amendment of the limits for the share capital and the number of shares in the articles of association and (b) reduction of the share capital (item 14)

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The Board of Directors proposes that the general meeting resolves on (a) an amendment of the limits for the share capital and the number of shares in the articles of association and (b) a reduction of the share capital in accordance with the below. The proposals shall be considered as one proposal and therefore adopted by the general meeting as one single resolution.

a) Amendment of the limits for the share capital and the number of shares in the articles of association

The Board of Directors proposes that the general meeting resolves to amend the limits for the share capital in § 4 of the articles of association from “not less than SEK 10,000,000 and not more than SEK 40,000,000” to “not less than SEK 2,850,000 and not more than SEK 11,400,000”, and to amend the limits for the number of shares in § 5 of the articles of association from “not less than 20,000,000 and not more than 80,000,000” to “not less than 28,500,000 and not more than 114,000,000”.

b) Reduction of the share capital

The Board of Directors proposes that the general meeting resolves on a reduction of the Company's share capital in accordance with the following:

- The reduction of the share capital shall be made for allocation to unrestricted equity.
- The share capital shall be reduced by SEK 11,436,501.60.
- The reduction of the share capital shall be carried out without cancellation of shares, meaning that the quota value of the shares is reduced.
- The resolution is conditional upon the amendment of the articles of association in accordance with item (a) above.
- Implementation of the proposal requires approval from the Swedish Companies Registration Office.
- The Board of Directors, or any person appointed by the Board, shall be authorized to make such minor adjustments to the resolution as may be required in connection with registration with the Swedish Companies Registration Office.

Resolution on authorization for the Board of Directors to resolve on new issues (item 15)

The Board of Directors proposes that the general meeting authorizes the Board of Directors, until the next Annual General Meeting, on one or several occasions and within the limits of the articles of association, with or without deviation from the shareholders' pre-emption rights, to resolve on the issuance of shares and/or warrants and/or convertibles up to a total amount of SEK 35,000,000 (total issue amount). Payment may be made in cash, in kind or by set-off and otherwise subject to conditions set out in the Swedish Companies Act.

Coegin Pharma AB

c/o Medicon Village

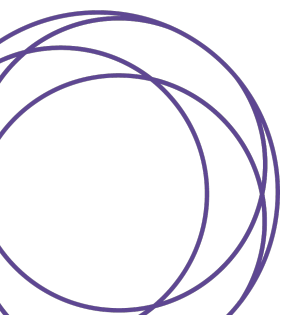
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To the extent the authorization is exercised for an issuance with deviation from the shareholders' pre-emption rights, the subscription price shall be on market terms (subject to a market-based issue discount, where applicable).

The purpose of the authorization and the reasons for any deviation from the shareholders' pre-emption rights are to increase the Company's financial flexibility in specific situations, to reduce the Company's debt burden, to enable acquisitions, to facilitate the attraction of new shareholders of strategic importance to the Company, and to provide the Company with working capital.

Majority requirements

For a valid resolution under items 14 and 15 above, the resolution must be supported by shareholders representing at least two-thirds of both the votes cast and the shares represented at the Annual General Meeting.

Documents and information at the meeting

Shareholders are reminded of their right to request information pursuant to Chapter 7, Section 32 of the Swedish Companies Act. All documents in accordance with the Swedish Companies Act (2005:551) will be available at the Company's offices in Lund and on the Company's website www.coeginpharma.com no later than three weeks prior to the meeting, and will be sent to shareholders who so request and provide their postal address.

Processing of personal data

For information on how your personal data is processed, please refer to the privacy policy available on Euroclear's website:

<https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Coegin Pharma AB (publ) has corporate registration number 559078-0465 and its registered office in the municipality of Lund.

Lund, April 2026

Coegin Pharma AB (publ)

The Board of Directors

For further information, please contact:

Jens Eriksson, CEO, Coegin Pharma AB

Email: je@coeginpharma.com

This document is a translation of the original Swedish press release. In case of any discrepancies, the Swedish version shall prevail.

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About Coegin Pharma

Coegin Pharma is a Swedish innovation company developing and commercializing advanced cosmetic technologies for hair and skin. The company's flagship innovation, Follicopeptide®, is a patented, clinically developed peptide technology targeting hair thinning. It is currently being introduced globally through selected partners and the company's own brand platform. In parallel, Coegin is advancing NPP-4, a next-generation cosmetic peptide innovation designed to enhance skin tone.

With scalable in-house production, established intellectual property, and a flexible commercial model, Coegin Pharma is positioned to bring differentiated, science-based products to the global cosmetics market.

Coegin Pharma's share is listed on the NGM Nordic SME and dual-listed on Börse Stuttgart. The company is headquartered in Lund, Sweden.

For more information, including company updates and social media links, visit coeginpharma.com

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