

Probi AB (publ)

Board's proposal concerning (A) share capital reduction through the cancellation of shares and (B) bonus issue without issue of new shares and (C) report by the Board

The Board proposes that the Annual General Meeting resolves to cancel 250,000 shares, which are held by the company, by reducing the share capital at the same time as the share capital is restored through a bonus issue which increases the quota value without issuing new shares, in accordance with the below. The purpose is to reduce the number of issued shares without changing the total share capital and at the same time do this in an efficient manner without the requirement for special approval by the Swedish Companies Registration Office (or, in the event of a dispute, a general court).

(A) Share capital reduction through cancellation of treasury shares

The Board proposes that the Annual General Meeting resolves to reduce the company's share capital by SEK 1 250 000 through the cancellation of 250 000 company shares that have been repurchased and are held by the company. The purpose of such share capital reduction is for allocation to non-restricted equity.

(B) Share capital increase through a bonus issue without the issue of new shares

In order to simultaneously restore the share capital, the Board proposes that the Annual General Meeting resolves on an increase of the share capital through a bonus issue with an amount of SEK 1,250,000, which corresponds to the amount by which the share capital has been reduced through the cancellation. The bonus issue shall be carried out by increasing the quota value without issuing new shares, by transferring the amount to the share capital from non-restricted equity.

The Board proposes that the Annual General Meeting authorise the Board to make such adjustments to the decisions pursuant to (A) and (B) above that may be necessary for the registration of such decisions with the Swedish Companies Registration Office or Euroclear Sweden AB and, in general, to take those measures required for the implementation of such decisions.

Resolution by the Annual General Meeting in accordance with (A) and (B) above shall be made as a collective decision. Approval of the proposal requires shareholders representing a minimum of two-thirds of both votes cast and shares represented at the Annual General Meeting to support the resolution.

(C) Report by the Board in accordance with Chapter 20, § 13, paragraph four of the Swedish Companies Act

As stated above, the Board proposes that the company's share capital should be reduced by SEK 1,250,000 by cancellation of 250,000 shares in the company for allocation to a non-restricted reserve. In order to achieve a time-efficient procedure without a requirement for a special permit, the Board has also proposed that the Annual General Meeting resolves to restore the share capital by increasing the share capital by SEK 1,250,000 through a bonus issue without issuing new shares. The amount is transferred from non-restricted equity to the company's share capital. The decisions thus mean that the company's restricted equity and share capital will remain unchanged.

Lund in April 2021

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The Board of Directors