

Notice to Extraordinary General Meeting in Modus Therapeutics Holding

The shareholders of Modus Therapeutics Holding AB (publ) (the “Company”) are invited to the extraordinary general meeting on Tuesday 29 July 2025, at 11.00 a.m., at Advokatfirman Vinge’s offices at Smålandsgatan 20, in Stockholm, Sweden.

Right to participate and notice

A shareholder who wishes to participate in the meeting must:

- be recorded in the share register maintained by Euroclear Sweden AB relating to the circumstances on 21 July 2025, and
- notify the Company of their intention to participate in the meeting not later than 23 July 2025. The notification shall be made by regular mail to Modus Therapeutics Holding AB (publ), Olof Palmes gata 29 IV, SE-111 22 Stockholm. Notification may also be made by e-mail to claes.lindblad@modustx.com. The notification shall set forth name, social security number or Company registration number, number of shares, address, daytime telephone number and, where applicable, the number of advisors (maximum two) that will accompany the shareholder at the meeting.

Nominee-registered shares

A shareholder whose shares are nominee registered with a bank or other nominee must, in order to be entitled to participate at the meeting, re-register the shares in their own name so the shareholder is entered into the share register by 21 July 2025. Such registration may be temporary (so-called voting registration) and is requested from the nominee in accordance with the nominee’s procedures and in such time in advance as the nominee determines. Voting right registrations completed by the nominee not later than 23 July 2025 are taken into account when preparing the register of shareholders.

Proxy etc.

Shareholder represented by a proxy shall issue a power of attorney for the proxy. If the power of attorney is issued on behalf of a legal entity, a registration certificate or the equivalent indicating the authorized signatories of the legal entity must be enclosed. The original power of attorney, and any registration certificate or the equivalent document, should be sent to the Company so that it is received not later than 28 July 2025. Proxy forms are available at the Company’s website <http://www.modustx.com> and will, upon request, be sent by regular mail to shareholders stating their postal address.

Proposed agenda:

1. Opening of the meeting.
2. Election of chairman of the meeting.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Election of one or two persons to approve the minutes of the meeting.
6. Determination of whether the meeting was duly convened.
7. The board of directors’ proposal regarding amendment of the articles of association.
8. Approval of the board of directors’ resolution on a rights issue of units.
9. The board of directors’ proposal regarding resolution on issue authorization.
10. Closing of the meeting.

Proposed resolutions in brief:

Chairman of the meeting (item 2)

The board of directors proposes that attorney at law Michaela Ådén is elected chairman of the meeting.

Amendment of articles of association (item 7)

The board of directors proposes that the annual general meeting resolves that the articles of association shall be amended in accordance with the following:

§ 4 Share capital

The share capital shall be not less than SEK 5,000,000 and not more than SEK 20,000,000.

§ 5 Number of shares

The number of shares shall be not less than 100,000,000 and not more than 400,000,000.

Approval of the board of directors' resolution on a rights issue of shares (item 8)

The board of directors proposes that the extraordinary general meeting approve the Board's decision of 26 June 2025, regarding issuance of up to 8,984,724 units consisting of shares, warrants of series 2025/2026 and warrants of series 2025/2030 (the "**Rights Issue**").

Assuming the Rights Issue is fully subscribed, the number of shares in the Company will increase by a maximum of 80,862,516 shares, from 35,938,899 shares to a maximum of 116,801,415 shares. The share capital will increase by a maximum of SEK 4,851,750.96 from SEK 2,156,333.94 to a maximum of SEK 7,008,084.90. Through the Rights Issue, a maximum of 26,954,172 warrants of series 2025/2026 may also be issued. Upon full exercise of the warrants of series 2025/2026 covered by the Rights Issue, the number of shares will increase by 26,954,172 and the share capital will increase by SEK 1,617,250.32 provided the Rights Issue is fully subscribed. Furthermore, a maximum of 35,938,896 warrants of series 2025/2030 may be issued through the Rights Issue. Upon full exercise of the warrants of series 2025/2030 covered by the Rights Issue, the number of shares will increase by 35,938,896 and the share capital will increase by SEK 2,156,333.76 provided the Rights Issue is fully subscribed.

1. The record date for participation in the Rights Issue shall be 8 August 2025.
2. The right to subscribe for units shall be granted to the Company's shareholders, with one (1) existing share entitling the holder to one (1) unit right. The unit right entitles the holder to subscribe for new units with preferential rights. Four (4) unit rights entitle the holder to subscribe for one (1) unit. One (1) unit consists of nine (9) newly issued shares, three (3) warrants of series 2025/2026 and four (4) warrants of series 2025/2030.
3. Subscription in the Rights Issue may also be made without unit rights. In the event that all Units are not subscribed for with unit rights, the Board of Directors shall, within the limit of the maximum amount of the Rights Issue, resolve on the allocation of Units subscribed for without unit rights. In the event of oversubscription, allocation shall be made in accordance with the following principles: Firstly, such allocation shall be made to those who have subscribed for Units with unit rights, regardless of whether they were shareholders on the record date or not, in proportion to the number of Units subscribed for with unit rights. Secondly, such allocation shall be made to those who have subscribed for Units without any unit rights, regardless of whether they were shareholders on the record date or not, in proportion to the number of Units subscribed for. Thirdly, allocation shall be made to those who have entered into so-called guarantee commitments in proportion to such commitments. To the extent that allocation in accordance with the above cannot be made proportionally, allocation shall be made by drawing lots.

4. Subscription of units shall run from 12 August 2025, up to and including 26 August 2025. The board of directors shall, however, have the right to extend the subscription period.
5. The subscription price is SEK 3.15 per unit, corresponding to a subscription price of SEK 0.35 per share. The warrants are issued free of charge.
6. The amount that exceeds the quota value upon subscription of shares or upon subscription of new shares with the support of warrants shall be transferred to the unrestricted share premium reserve.
7. Subscription of units with preferential rights shall be made on a subscription list or by payment. Payment for subscribed units shall be made in cash from 12 August 2025 up to and including 26 August 2025. The board shall also have the right to approve set-off in retrospect. Subscription can only be made for units and thus not for shares or warrants separately.
8. Subscription for units without preferential rights shall take place during the same period as subscription for units with preferential rights, i.e., from 12 August 2025 up to and including 26 August 2025. Notification of subscription for units without preferential rights shall be made on a specific application form. Payment shall not be made in connection with subscription of units without preferential rights. Notification of any allocation of units subscribed for without preferential rights will be made by sending an allocation note. Payment shall be made no later than the date stated in the allocation note. As regards those who have guaranteed the Rights Issue, subscription, in order to fulfil the guarantee commitment, shall be made by payment and/or by way of set-off no later than the second business day after notice of allotment has been given to the guarantors.
9. Subscription for new shares using warrants of series 2025/2026 may be made during the period from and including 13 April 2026 and up to and including 24 April 2026. Each warrant entitles the holder to subscribe for one (1) new share in Modus Therapeutics Holding AB (publ). The subscription price for warrants of series 2025/2026 is SEK 0.35 per warrant. For the complete terms and conditions for the warrants of series 2025/2026, please refer to the terms and conditions, uploaded as a separate document on the Company's website
10. Subscription for new shares using warrants of series 2025/2030 may be made during the following periods: (i) from and including 14 September 2026 up to and including 27 September 2026, (ii) from and including 13 September 2027 up to and including 26 September 2027, (iii) from and including 18 September 2028 up to and including 30 September 2028, (iv) from and including 18 September 2029 up to and including 29 September 2029, and (v) from and including 16 September 2030 up to and including 28 September 2030. Each warrant entitles the holder to subscribe for one (1) new share in Modus Therapeutics Holding AB (publ). The subscription price for warrants of series 2025/2030 is SEK 0.40 per warrant. For the complete terms and conditions for the warrants of series 2025/2030, please refer to the terms and conditions, uploaded as a separate document on the Company's website.
11. The new shares allocated after subscription for shares or in connection with subscription for new shares using warrants are entitled to dividends for the first time on the record date for dividends following the date on which they are entered in the Company's share register kept by Euroclear Sweden AB.

The issue resolution requires amendment of the articles of association.

The board of directors or the person appointed by the board of directors are authorised to make any amendments to the above resolutions that may prove necessary in connection with their registration and take any other measures necessary to implement the resolutions. The board of directors has also prepared

documents in accordance with Chapter 13, Section 6 and 7 and Chapter 14, Section 8 of the Companies Act.

The board of directors' proposal regarding resolution on issue authorization (item 9)

The board of directors proposes that the extraordinary general meeting resolves to authorise the board of directors to, for the period until the end of the next annual general meeting, on one or more occasions and with deviation from the shareholders' preferential rights, resolve on new issue of shares and/or warrants. The right to subscribe for shares and/or warrants shall be primarily granted to those who have entered into guarantee undertakings to guarantee the Rights Issue announced by the Company on 26 June 2025, but also other potential investors who are not shareholders in the Company and who wish to invest in the Company in connection with the Rights Issue.

Upon exercise of the authorisation, the terms and conditions for shares and/or warrants shall be the same as in the rights issue. The subscription price for shares and/or warrants will, after taking into account the market-based issue discount and after negotiations at arm's length basis, correspond to the subscription price that shall prevail in the Rights Issue and which the board of directors overall has deemed to be on market terms. The board shall also have the right to approve set-off in retrospect.

The purpose of the authorisation and the reason for the deviation from the shareholders' preferential rights is to be able to carry out the issue of shares and/or warrants as guarantee compensation to the guarantors, and to offer strategic investors an opportunity to invest in the Company in connection with the Rights Issue, which will benefit the Company in the long term.

The board of directors, or any person appointed by the board of directors, shall have the right to make any adjustments or amendments of the above resolution which may be required in connection with the registration of such resolution and to take any other measure deemed necessary for the execution of the resolution.

Processing of personal data

For information on how your personal data is processed, see the integrity policy that is available at Euroclear's website <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>. If you have questions regarding our processing of your personal data, you can contact us by emailing info@modustx.com. Modus Therapeutics Holding's AB (publ) corporate registration number is 556851-9523 and its registered office is in Stockholm, Sweden.

Other

The annual report together with other documentation for resolutions will be available at the Company's office at Olof Palmes gata 29 IV, 111 22 Stockholm, no later than two weeks before the extraordinary meeting and will be sent to shareholders who request it and state their postal address. Shareholders are reminded of their right to obtain information in accordance with Chapter 7 Section 32 of the Swedish Companies Act (2005:551).

Stockholm in June 2025
Modus Therapeutics Holding AB (publ)
The Board of Directors