

ARTICLES OF ASSOCIATION
adopted at annual general meeting on 8 May 2024

1. Company name

The company's business name is Camurus AB. The company is a public company (publ).

2. Object of business

The objective of the company's business is to conduct research and production primarily within the fields of chemistry and biotechnology, sales of know-how and products within these fields, and to acquire and manage securities and other personal property and to conduct business compatible therewith.

3. Registered office

The registered office of the company shall be in the municipality of Lund.

4. Share capital

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

5. Number of shares

The number of shares shall be not less than 20,000,000 and not more than 80,000,000.

Shares may be issued in two series, common shares and shares of series C. Common shares may be issued up to a maximum of 100% of the total number of shares in the company and series C shares may be issued up to a maximum of 5% of the total number of shares in the company. Each common share entitles the holder to one (1) vote and each series C share entitles the holder to one-tenth (1/10) of a vote.

Series C shares do not entitle to dividends. Upon the company's liquidation, series C shares carry an equal right to the company's assets as common shares, however not to an amount exceeding the quota value of the share.

Should the company decide to issue new common shares and series C shares through a cash issue or a set-off issue, owners of common shares and series C shares shall have preferential right to subscribe for new shares of the same series in proportion to their existing shareholdings (primary preferential right). Shares that are not subscribed for with primary preferential right shall be offered to all shareholders for subscription (subsidiary subscription). Should the number of shares offered not be enough for subscription through subsidiary preferential right, the said shares shall be apportioned among the subscribers in proportion to their existing shareholdings and, to the extent that this cannot be done, by lottery.

Should the company decide to issue only common shares or series C shares through a cash issue or a set-off issue, all shareholders, regardless of whether their shares are common shares or series C shares, shall be entitled to subscribe for new shares in proportion to their existing shareholdings.

The above shall not constitute any restriction on the possibility to decide on a cash issue or a set-off issue with deviation from the shareholders' preferential rights.

What is stated above about the shareholders' preferential rights shall apply *mutatis mutandis* for new issues of warrants and convertibles not made against contribution in kind.

If the share capital is increased through a bonus issue, new shares in each series shall be issued in proportion to the existing number of shares in each series. Old shares in a specific series shall thus carry entitlement to new shares in the same series. The aforesaid shall not constitute any restriction on the possibility to issue new shares of a new series through a bonus issue, following the requisite amendment to the Articles of Association.

The board may resolve on reduction of the share capital by redemption of all series C shares. In case of a resolution on redemption, holders of series C shares shall be obliged to redeem all series C shares against a redemption amount corresponding to the share's quota value. Payment of the redemption amount shall be made as soon as possible.

Series C shares held by the company itself may, upon request by the Board of Directors, be converted into common shares. The conversion shall be reported for registration with the Swedish Companies Registration Office (Sw. Bolagsverket) without delay and is effective when it has been registered in the Swedish Register of Companies and recorded in the Swedish Central Securities Depository Register.

6. Board of directors

The board of directors shall consist of no less than three (3) and no more than ten (10) members.

7. Auditors

The company shall have one (1) or two (2) auditors with no more than two (2) deputy auditors. As auditor shall be elected an authorized public accountant or a registered public accounting firm.

8. Annual general meeting

The annual general meeting shall be held no later than six (6) months after the end of the financial year.

At the annual general meeting the following matters shall be addressed:

1. Election of the chairman of the meeting.
2. Preparation and approval of the voting list.

3. Election of one or two persons to approve the minutes.
4. Determination of whether the meeting has been duly convened.
5. Approval of the agenda.
6. Presentation of the annual report and the auditor's report, and if applicable, the consolidated financial statements and the group auditor's report.
7. Resolutions regarding:
 - (i) adoption of the income statement and the balance sheet, and, if applicable, the consolidated income statement and the consolidated balance sheet;
 - (ii) appropriation of the company's profit or loss according to the adopted balance sheet;
 - (iii) discharge from liability for the members of the board of directors and the managing director.
8. Resolution regarding fees for the members of the board of directors and fees for the auditors.
9. Resolution regarding the number of members of the board of directors and auditors and deputy auditors.
10. Election of members of the board of directors, as well as election of auditors and deputy auditors.
11. Any other matter on which the annual general meeting is required to decide pursuant to the Swedish Companies Act or the articles of association.

9. Notice

Notice convening a general meeting shall be published in the Swedish Official Gazette (Sw. *Post- och Inrikes Tidningar*) and on the company's website. It shall be advertised in Svenska Dagbladet that notice convening a general meeting has been made.

Shareholders that wishes to participate in a general meeting shall be recorded in a print-out or other representation of the entire share register as at the record date of the general meeting in accordance with the Swedish Companies Act and notify the company of their intention to participate by the date specified in the notice convening the meeting. The last mentioned day must not be a Sunday, other public holiday, Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve and not fall earlier than the fifth weekday prior to the meeting.

At a general meeting, shareholders may be accompanied by one or two assistants, however only if the shareholder has notified the company of the number of assistants in the manner stated in the previous paragraph.

10. Postal voting and proxy collection

The board of directors may collect proxies pursuant to the procedure stated in Chapter 7, Section 4, second paragraph of the Swedish Companies Act.

The board of directors may decide before a general meeting that the shareholders shall be able to exercise their voting rights by post before the general meeting pursuant to the procedure stated in Chapter 7, Section 4 a of the Swedish Companies Act.

11. Financial year

The financial year of the company shall comprise the period 1 January to 31 December.

12. CSD Company

The company's shares shall be registered in a central securities depository register in accordance with the Swedish Central Securities Depositories and Financial Instruments (Accounts) Act (1998:1479).
