

**Alvotech**

*Société anonyme*

Registered office : 9, rue de Bitbourg, L-1273 Luxembourg

Grand Duchy of Luxembourg

R.C.S. Luxembourg: B258884

(the "Company")

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**AGENDA AND PROPOSED DRAFT RESOLUTIONS**

**FOR THE ANNUAL AND EXTRAORDINARY GENERAL MEETING OF THE COMPANY**

**TO BE HELD ON 6 JUNE 2023 AT 9:00 A.M. (CEST) AT 41A, AVENUE JOHN F. KENNEDY,  
L-2082 LUXEMBOURG, GRAND DUCHY OF LUXEMBOURG**

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1. Presentation of the management reports of the board of directors of the Company (the "**Board of Directors**") and the reports of the independent auditor (*réviseur d'entreprises agréé*) on the Company's annual financial statements and on the consolidated financial statements of the Alvotech group for the financial year ended 31 December 2022.

*No resolution required*

2. Approval of the Company's annual financial statements for the financial year ended 31 December 2022.

*Draft resolution:*

The general meeting of shareholders approves the Company's annual financial statements for the financial year ended 31 December 2022.

3. Approval of the consolidated financial statements of the Alvotech group for the financial year ended 31 December 2022.

*Draft resolution:*

The general meeting of shareholders approves the consolidated financial statements of the Alvotech group for the financial year ended 31 December 2022.

4. Acknowledgement of the loss of the Company for the financial year ended 31 December 2022 and allocation of result.

*Draft resolution:*

The general meeting of shareholders acknowledges that the Company made a loss of USD 30,521,443 with respect to the financial year ended 31 December 2022 and resolves to carry forward such loss to the next financial year.

5. Granting of discharge (*quitus*) to (a) Mr. Róbert Wessman, (b) Ms. Ann Merchant, (c) Ms. Lisa Graver, (d) Ms. Linda McGoldrick, (e) Mr. Richard Davies, (f) Mr. Tomas Ekman, (g) Mr. Faysal Kalmoua and (h) Mr. Arni Hardarson for the exercise of their respective mandate as member of the board of directors of the Company during the financial year ended 31 December 2022.

*Draft resolution:*

The General Meeting resolves to grant discharge to (a) Mr. Róbert Wessman, (b) Ms. Ann Merchant, (c) Ms. Lisa Graver, (d) Ms. Linda McGoldrick, (e) Mr. Richard Davies, (f) Mr. Tomas Ekman, (g) Mr. Faysal Kalmoua and (h) Mr. Arni Hardarson for the exercise of their respective mandate as member of the board of directors of the Company during the financial year ended 31 December 2022.

6. Renewal of the mandate of Deloitte Audit as independent auditor (*réviseur d'entreprises agréé*) of the Company in relation to the Company's annual financial statements and the consolidated financial statements of the Alvotech group for the financial year ending on 31 December 2023 until the annual general meeting of the Company approving such financial statements.

*Draft resolution:*

The general meeting of shareholders resolves to renew the mandate of Deloitte Audit, a *société à responsabilité limitée* existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 20, Boulevard de Kockelscheuer, L-1821 Luxembourg, Grand Duchy of Luxembourg and registered with the Luxembourg Trade and Companies Register under number B 67895 as independent auditor (*réviseur d'entreprises agréé*) of the Company in relation to the Company's annual financial statements and the consolidated financial statements of the Alvotech group for the financial year ending on 31 December 2023 until the annual general meeting of the Company approving such financial statements.

7. Presentation of and advisory vote on the remuneration policy for the Company applicable as from 6 June 2023.

*Background and draft resolution:*

The Company is subject to the Luxembourg law of 24 May 2011 on the exercise of certain rights of shareholders at general meetings, as amended (the "**Luxembourg Shareholders' Rights Law**"), which requires that the Company has a policy in place regarding the remuneration of the members of its Board of Directors (the "**Remuneration Policy**"). In addition to the remuneration of directors, the Remuneration Policy sets out, *inter alia*, the role and composition of the compensation committee of the Company.

The remuneration of the Board of the Directors, as set out in the Remuneration Policy, comprises a fixed remuneration and a participation in an equity incentive plan.

The general meeting of shareholders resolves by an advisory vote to approve the Remuneration Policy for the Board of Directors of the Company.

8. Approval of the remuneration of the board of directors of the Company.

*Draft resolution:*

The general meeting of shareholders resolves to approve the following remuneration to which the members of the board of directors and the committees of the Company are entitled :

**(a) Annual Board Service Retainer:**

- All eligible directors: USD 50,000
- Executive chairperson: USD 20,000 (in addition to the regular Annual Board Service Retainer)
- Deputy chairperson: USD 25,000 (in addition to the regular Annual Board Service Retainer)

**(b) Annual Committee Member Service Retainer:**

- Member of the audit committee: USD 10,000
- Member of the compensation committee: USD 10,000
- Member of the nominating committee: USD 10,000

**(c) Annual Committee Chair Service Retainer** (in lieu of Annual Committee Member Service Retainer) :

- Chair of the audit committee: USD 20,000
- Chair of the compensation committee: USD 20,000
- Chair of the nominating committee: USD 20,000

**(d) Equity Compensation for directors:** On initial appointment, each director is entitled to receive an equity grant in the form of restricted stock units equal to a value of USD 250,000 which will vest in three equal annual instalments on the first three anniversaries of the date of the grant. In addition, on the date of each annual general meeting of shareholders of the Company, each director may, subject to approval by the general meeting of shareholders, receive further grants in the form of stock options for a value of up to USD 230,000 which will be subject to three-year vesting and the exercise price of which will be determined on the date of the respective annual general meeting.

9. Amendment and restatement of the articles of association of the Company in the form published on the website of the Company at <https://investors.alvotech.com/corporate-governance/annual-general-meeting-2023> under the title "Proposed Amended and Restated Articles".

*Background and draft resolution:*

As a consequence of the additional listing of shares on the regulated market of Nasdaq Iceland, the Company shall further comply with the provisions of the law of the main market in Iceland. The Luxembourg Shareholders' Rights Law shall also apply to the Company and it is therefore suggested to amend the articles of association notably to align them with such additional provisions.

The general meeting of shareholders resolves to amend and fully restate the articles of association in the form published on the website of the Company at <https://investors.alvotech.com/corporate-governance/annual-general-meeting-2023> under the title "Proposed Amended and Restated Articles".