

N.B. This English text is an unofficial translation of the Swedish original of the notice to attend the annual general meeting. In case of any discrepancies between the Swedish and English language versions, the Swedish version shall prevail.

Notice to attend the Annual General Meeting in InDex Pharmaceuticals Holding AB (publ)

March 19, 2020 - The shareholders in InDex Pharmaceuticals Holding AB, reg. no. 559067-6820 (the "Company"), are hereby given notice to attend the annual general meeting at 5 p.m. on Monday 20 April 2020 at Setterwalls Advokatbyrå's offices at Sturegatan 10 in Stockholm. Registration for the meeting commences at 4.30 p.m.

Notice

Shareholders wishing to participate at the meeting must:

- (i) be entered in the shareholders' register, kept by Euroclear Sweden AB (the Swedish Central Securities Depository & Clearing Organisation), on the record day which is 14 April 2020; and
- (ii) notify the Company of their attendance and any assistant no later than 14 April 2020. Notification can be made by e-mail to annika.lindmark@indexpharma.com or via letter to InDex Pharmaceuticals Holding AB, Tomtebodavägen 23 a, 171 77 Stockholm.

Notification shall include full name, personal identification number or corporate registration number, address and daytime telephone number and, where appropriate, information about representative, proxy and assistants. The number of assistants may not be more than two. In order to facilitate entry to the meeting, notification should, where appropriate, be accompanied by powers of attorney, registration certificates and other documents of authority. Personal data collected from the register of shareholders kept by Euroclear Sweden AB, registration and participation in the meeting as well as information about deputies, representatives and assistants, will be used for registration, preparation of register of voters for the meeting and, where applicable, minutes of the meeting.

Nominee registered shares

Shareholders who have their shares registered in the name of a nominee must request temporary entry in the transcription of the register of shareholders kept by Euroclear Sweden AB in order to be entitled to participate and vote for their shares at the meeting. The shareholder must inform the nominee well in advance of Tuesday 14 April 2020, at which time the register entry must have been made.

Proxy and power of attorney forms

A shareholder represented by proxy shall issue a power of attorney which shall be dated and signed by the shareholder. If issued by a legal entity, the power of attorney shall be accompanied by registration certificate or, if not applicable, equivalent documents of authority. Power of attorney forms for those shareholders wishing to participate by proxy are available on the Company's website www.indexpharma.com. The original version of the power of attorney shall also be presented at the meeting.

Proposed agenda

1. Opening of the meeting and election of chairman of the meeting;
2. Preparation and approval of the voting list;
3. Approval of the agenda;
4. Election of at least one person who shall approve the minutes of the meeting;
5. Determination of whether the meeting has been duly convened;
6. Presentation of the annual report and the auditor's report as well as of the consolidated financial statements and the auditor's report for the group;
7. Resolution in respect of :

- a) adoption of the profit and loss statement and the balance sheet as well as of the consolidated profit and loss statement and the consolidated profit and loss statement and balance sheet for the group;
 - b) the company's profits or losses according to the adopted balance sheet;
 - c) the members of the board of directors' and the CEO's discharge from liability;
8. Determination of the number of members of the board of directors, and if applicable deputy members of the board of directors, as well as of the number of auditors, and if applicable deputy auditors;
 9. Determination of the fees payable to the members of the board of directors and the auditor;
 10. Election of members of the board of directors and auditor;
 11. Resolution on directed issue of warrants (incentive program) to the Company and/or Subsidiary for transfer to senior executives and other key persons within the incentive program;
 12. Resolution on directed issue of warrants (incentive program) to the Company and/or Subsidiary for transfer to members of the board of directors within the incentive program;
 13. Closing of the meeting.

Proposed resolutions presented by the nomination committee

Item 1: Election of chairman of the meeting

The nomination committee proposes that attorney at law Marcus Nivinger is elected chairman of the meeting.

Item 8: Determination of the number of members of the board of directors, as well as of the number of auditors

The board of directors currently consists of the following four ordinary members without deputy members: Wenche Rolfsen (chairman), Uli Hacksell, Lennart Hansson and Stig Løkke Pedersen. The nomination committee proposes that, until the end of the next annual general meeting, the board of directors shall consist of six ordinary members without deputies. Furthermore, it is proposed that a registered accounting firm shall be elected as auditor.

Item 9: Determination of the fees payable to the members of the board of directors and the auditor

The nomination committee proposes that the fees to the board of directors, until the end of the next annual general meeting, shall amount to SEK 400,000 to the chairman of the board of directors and SEK 200,000 to each ordinary member of the board of directors. The nomination committee proposes that the fees to the Company's auditor be paid in accordance with approved invoices.

Item 10: Election of members of the board of directors and auditor

The nomination committee proposes re-election of Wenche Rolfsen, Uli Hacksell, Lennart Hansson and Stig Løkke Pedersen and the election of Marlene Forsell and Yilmaz Mahshid as ordinary board members until the end of the next annual general meeting. Furthermore, it is proposed that Wenche Rolfsen is re-elected as chairman of the board of directors.

Marlene Forsell, born in 1976, holds a Degree of Master of Science in Business and Economics from Stockholm School of Economics. She was Chief Financial Officer (CFO) for Swedish Match between 2013-2018 and previously held several leading financial positions in the same company. Before Marlene was employed by Swedish Match in 2004, she worked at Ernst & Young with transaction consulting. Marlene Forsell is currently a board member of Nobia, STG Group, Kambi Group and Lime Technologies.

Yilmaz Mahshid, born 1979, holds a PhD from the Department of Medical Biochemistry and Biophysics at the Karolinska Institute. He currently works as CFO at PledPharma, listed on Nasdaq OMX Stockholm, and has previously been employed at the Industrifonden where he, as Investment Manager & Controller, belonged to the life science team. He has previous experience from positions as health care analyst at Pareto Securities and Öhman Fondkommission. He started his career as a researcher at the Karolinska Institute followed by the pharmaceutical companies Biolipox and Orexo.

The auditing company PricewaterhouseCoopers AB (PwC) is proposed to be re-elected as auditor.

Item 12: Resolution on directed issue of warrants (incentive program) to the Company and/or Subsidiary for transfer to members of the board of directors within the incentive program

The nomination committee proposes that the annual general meeting resolve on the issue of warrants (incentive program), including approval of transfer of the warrants as set out below. The warrants shall entail the right to subscribe for new shares in the Company. The warrants shall also be subject to the terms and conditions, including the subscription price and the period within which the warrants may be exercised, as presented in the nomination committee’s complete proposal.

Background

This proposal on the issue of warrants has been presented as the nomination committee, consisting of Filip Pettersson, Jonas Jendi, Bengt Julander and Carl Rosvall (Wenche Rolfsen, convenor in the nomination committee and the chairman of the board of directors did not participate in any preparations of this proposal) considers it important and in the interests of all shareholders to create involvement for the board of directors in terms of the Company's and the group's development and ensure that these individuals share the goal of generating value-adding growth. It is also important to motivate continued assignments. The nomination committee therefore proposes that the annual general meeting resolve on the issue of warrants as follows below.

Terms for the issue

1. The Company shall issue not more than 700,000 warrants. Each warrant entitle the holder to subscribe for one (1) share in the Company, each with a quotient value of SEK 0.02, and upon full exercise of the warrants the Company’s share capital may thus increase by SEK 14,000 (provided that no re-calculation has been made at the time of exercise of the warrants which may affect the increase in share capital as a result of the proposed terms for the warrants).
2. The warrants may, with deviation from the shareholders' preferential rights, only be subscribed for by the Company or its wholly owned subsidiary InDex Pharmaceuticals AB, org. no. 556704-5140 (the "Subsidiary") (together the "Group"), after which the Company/Subsidiary shall transfer the warrants to members of the Company’s board of directors (the "Participants").
3. The Company’s/Subsidiary's subscription of the warrants shall be made on a special subscription list within five (5) calendar days from the date of the general meeting that resolves on the issue. The board of directors shall have the right to extend the subscription period.
4. The warrants are issued without consideration (i.e. free of charge) to the Company/Subsidiary. The premium, upon transfer of the warrants, shall correspond to the market value of the warrants calculated by an independent expert using an accepted valuation method (Black & Scholes valuation formula). Thus, for the warrants that the Company/Subsidiary transfers to the Participants, the Participants shall pay a premium corresponding to the market value of the warrants at the respective transfer date.
5. The warrants may be exercised for subscription of new shares during the period from and including 1 May 2023 until and including 31 October 2023. The maturity is thus about three (3) years from the date of issue. The warrants may not be exercised for subscription of new shares during the so called “closed periods” according to the EUs Market Abuse Regulation, or otherwise in violation with applicable rules regarding insider information (including the Company’s own guidelines in this regard). Any warrants that have not been exercised for subscription of shares as of 31 October 2023 will expire.
6. Each warrant shall entitle the warrant holder to subscribe for one new share in the Company at a subscription price per share amounting to SEK 20.00.
7. The new shares entitle the holder to dividends as from the record date closest after the new shares have been registered in a securities account.
8. The warrants shall be transferred to the Participants in accordance with what is stated below.
9. For the warrants, the terms and conditions presented in the nomination committee’s complete proposal shall apply, including amongst other things customary re-calculation terms.

Guidelines for the Company’s/Subsidiary’s transfer of warrants

The warrants shall be offered for the acquisition to the persons included in the table below with the stated maximum allocation:

<u>Category</u>	<u>Maximum number of warrants per</u>	<u>Maximum number of warrants in each</u>
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	<u>participant</u>	<u>category</u>
Chairman of the board	250,000	250,000
Current members of the board* (3 persons)	125,000	375,000
Potential new members of the board** (estimated to two persons)	37,500	75,000

* Refers to current members of the board (excluding the chairman) as of the day prior to the annual general meeting 2020, under the premise that these members are re-elected at the annual general meeting of 2020.

** Refers to new members of the board that are appointed (as new members) to the board of directors at the annual general meeting of 2020.

Only those persons who are included in the said categories shall be offered the right to acquire warrants. In the event of re-calculation, the Participants in each category shall have the right to acquire the same number of warrants.

Allocation of warrants to Participants outside Sweden shall – where applicable – be dependent on the tax effects, that there are no legal obstacles and that the board of directors considers that such allocation can be made with reasonable administrative and financial resources.

Reasons for the deviation from the shareholders' preferential rights

The reason for the deviation from the shareholders' preferential rights is to create involvement for the Participants in terms of the Company's and the Group's development and to ensure that these individuals share the goal of generating value-adding growth, and to motivate continued assignments.

The warrants are proposed to be issued to the Company and/or its Subsidiary for subsequent transfer to the Participants of the incentive program.

Dilution, costs etc.

The Company has a total share capital of SEK 1,775,625.5 divided into a total of 88,781,275 shares. Each share entitles to one vote in the Company. There are no outstanding share related incentive programs or instruments in the Company.

When fully exercised the warrants under this proposal will lead to 700,000 new shares being issued in the Company (with reservation for potential re-calculations in accordance with customary terms and conditions for the warrants), resulting in a dilution of approximately 0.78 per cent, as far as the Company's share capital and voting rights/number of shares are concerned. The dilution effect has been calculated as the number of additional shares respectively votes at full exercise in relation to the sum of the current number of shares respectively votes, and the number of additional shares respectively votes at full exercise.

Upon full exercise of the warrants under this proposed incentive program for the board of directors and full exercise of the warrants under to the board of directors' proposed incentive program for the senior executives and key personnel (both incentive programs to be treated at the annual general meeting of 2020) a total of 4,665,000 new shares will be issued in the Company, resulting in a dilution of 4.99 per cent as far as the Company's share capital is concerned, as well as total share/voting rights. The dilution effect has been calculated as the number of additional shares respectively votes at full exercise in both incentive programs in relation to the sum of the current number of shares respectively votes, and the number of additional shares respectively votes at full exercise in both incentive programs.

Due to the fact that the warrants will be acquired at market price in accordance with an established valuation model, no special social security fees are expected to arise for the Group. However, it should be noted that applicable tax procedures in different jurisdictions could be subject to change. The external costs that arise as a result of the incentive program are mainly costs for valuation, advice and for registration and practical management of the program.

The incentive program is expected to have a limited effect on the Company's key performance indicators.

Ongoing costs for administration and other costs are marginal.

Restrictions regarding the disposal and exercise of the warrants

The Participants will not be able to dispose of the warrants unless they have previously been offered to the Company/Subsidiary, and exercising the warrants and thus subscribing for shares will only be possible after specially agreed vesting periods. Such restrictions will be agreed upon, in separate warrant holder's agreements, with the respective Participants in connection with their acquisition of warrants from the Company/Subsidiary. According to the warrant holder's agreements the total amount of warrants that are allotted to each Participant shall be vested in three equal parts as of the date of each annual general meeting in the Company from 2020 to 2023 (i.e. approximately 33 per cent of the total amount of warrants will be vested each year) and subject to the condition of ongoing assignment as a board member in the Group, with the reservation for the terms in the separate warrant agreements which shall be entered into between each Participant and the Company/Subsidiary. For example a member of the board of directors elected at the previous annual general meeting that is not re-elected at the annual general meeting held in 2021, will be allowed to keep the warrants that have been vested during 2020 (i.e. approximately 33 per cent of the maximum allotment) and correspondingly a member of the board that is re-elected at the annual general meeting held in 2021 but not at the annual general meeting held in 2022 will be allowed to keep the warrants that have been vested during 2020 and 2021 (i.e. approximately 66 per cent of the maximum allotment), with reservation for the terms regarding pre-mature termination of service (so-called good and bad leaver terms) and other customary terms for warrant holder's agreements.

Preparation of the proposal

The proposed incentive program has been prepared by the nomination committee in consultation with external advisors and after consultations with certain major shareholders. Wenche Rolfsen, convenor of the nomination committee and chairman of the board of directors in the Company has not participated in the preparations of this proposal.

Miscellaneous

It is proposed that the annual general meeting resolve to adopt the incentive program described above and decide on the issue of warrants on the above terms including approval of the Company's/Subsidiary's transfer of warrants to the Participants.

The board of directors, or a person appointed by the board of directors shall have the right to make the minor adjustments required to register the resolution, and the board of directors shall have the right to make the minor adjustments required in the incentive program in order to conform with applicable foreign laws and regulations.

Proposed resolutions presented by the board of directors

Item 7b): Resolution in respect of allocation of the company's profits or losses

The board of directors proposes that the Company's losses are allocated in accordance with the board of directors proposal in the annual report, page 29. No dividend will be paid to the shareholders for the financial year 2019.

Item 11: Resolution on directed issue of warrants (incentive program) to the Company and/or Subsidiary for transfer to senior executives and other key persons within the incentive program

The board of directors proposes that the annual general meeting resolve on the directed issue of warrants (incentive program) including approval of transfer of warrants on the terms and conditions set out below. The warrants shall entail the right to subscribe for new shares in the Company. The warrants also apply to the terms and conditions, including the subscription price and the period within which the warrants may be exercised, as presented in the board of director's complete proposal.

Background

This proposal on the issue of warrants has been presented as the board of directors considers it important and in the interests of all shareholders to create involvement for key individuals and senior executives, including employees as well as consultants, in terms of the Company's and the group's development and ensure that these individuals share the goal of generating value-adding growth. It is also important to

motivate continued employment and assignments. The board therefore proposes that the annual general meeting resolve on the issue of warrants as follows below.

Terms for the issue

1. The Company shall issue not more than 3,965,000 warrants. Each warrant entitle the holder to subscribe for one (1) share in the Company, each with a quotient value of SEK 0.02, and upon full exercise of the warrants the Company's share capital may thus increase by SEK 79,300 (provided that no re-calculation has been made at the time of exercise of the warrants which may affect the increase in share capital as a result of the proposed terms for the warrants).
2. The warrants may, with deviation from the shareholders' preferential rights, only be subscribed for by the Company or its subsidiary InDex Pharmaceuticals AB, org. no. 556704-5140 (the "Subsidiary") (together the "Group"), after which the Company/Subsidiary shall transfer the warrants to senior executives and key persons (including employees and consultants) of the Group (the "Participants").
3. The Company's/Subsidiary's subscription of the warrants shall be made on a special subscription list within five (5) calendar days from the date of the general meeting that resolves on the issue. The board of directors shall have the right to extend the subscription period.
4. The warrants are issued without consideration (i.e. free of charge) to the Company/Subsidiary. The premium, upon transfer of the warrants, shall correspond to the market value of the warrants calculated by an independent expert using an accepted valuation method (Black & Scholes valuation formula). Thus, for the warrants that the Company/Subsidiary transfers to the Participants, the Participants shall pay a premium corresponding to the market value of the warrants at the respective transfer date.
5. The warrants may be exercised for subscription of new shares during the period from and including 1 May 2023 until and including 31 October 2023. The maturity is thus about three (3) years from the date of issue. The warrants may not be exercised for subscription of new shares during the so called "closed periods" according to the EUs Market Abuse Regulation, or otherwise in violation with applicable rules regarding insider information (including the Company's own guidelines in this regard). Any warrants that have not been exercised for subscription of shares as of 31 October 2023 will expire.
6. Each warrant shall entitle the warrant holder to subscribe for one new share in the Company at a subscription price per share amounting to SEK 20.00.
7. The new shares entitle the holder to dividends as from the record date closest after the new shares have been registered in a securities account.
8. The warrants shall be transferred to the Participants in accordance with instructions issued by the board of directors in accordance with the guidelines stated below. The Participants right to warrants shall be differentiated/allocated with regard to position, responsibilities and performance in the Group.
9. For the warrants, the terms and conditions presented in the board of director's complete proposal shall apply, including amongst other things customary re-calculation terms.

Guidelines for the Company's/Subsidiary's transfer of warrants

The warrants shall be offered for the acquisition to the persons included in the table below with the stated maximum allocation:

<u>Category</u>	<u>Maximum number of warrants per participant</u>	<u>Maximum number of warrants in each category</u>
CEO	1,000,000	1,000,000
Senior executives (approximately 4 persons)	400,000	1,400,000
Persons that does not belong to any of the above categories (approximately 15 persons)	175,000	1,565,000

Only those persons who are included in the said categories shall be offered the right to acquire warrants. The board of directors shall decide which persons that shall be deemed to be included in each category

and which persons that shall receive warrants. In the event of re-calculation, the Participants in each category shall have the right to acquire the same number of warrants. Members of the board of directors are not allowed to participate.

Allocation of warrants to Participants outside Sweden shall - where applicable - be dependent on the tax effects, that there are no legal obstacles and that the board considers that such allocation can be made with reasonable administrative and financial resources.

Reasons for the deviation from the shareholders' preferential rights

The reason for the deviation from the shareholders' preferential rights is to create involvement for the Participants in terms of the Company's and the Group's development and to ensure that these individuals share the goal of generating value-adding growth, and to motivate continued employment and assignments.

The warrants are proposed to be issued to the Company and/or its subsidiaries for transfer to Participants in the incentive programme.

Dilution, costs etc.

The Company has a total share capital of SEK 1,775,625.5 divided into a total of 88,781,275 shares. Each share entitles to one vote in the Company. There are no outstanding share related incentive programs or instruments in the Company.

When fully exercised the warrants under this proposal will lead to 3,965,000 new shares being issued in the Company (with reservation for potential re-calculations in accordance with customary terms and conditions for the warrants), resulting in a dilution of approximately 4.28 per cent as far as the Company's share capital and voting rights/number of shares are concerned. The dilution effect has been calculated as the number of additional shares respectively votes at full exercise in relation to the sum of the current number of shares respectively votes, and the number of additional shares respectively votes at full exercise.

Upon full exercise of the warrants under this proposed incentive program for senior executives and key personnel and full exercise of the warrants under to the nomination committee's proposed incentive program for the board of directors (both incentive programs to be treated at the annual general meeting of 2020) a total of 4,665,000 new shares will be issued in the Company, resulting in a dilution of 4.99 per cent as far as the Company's share capital is concerned, as well as total share/voting rights. The dilution effect has been calculated as the number of additional shares respectively votes at full exercise in both incentive programs in relation to the sum of the current number of shares respectively votes, and the number of additional shares respectively votes at full exercise in both incentive programs.

Due to the fact that the warrants will be acquired at market price in accordance with an established valuation model, no special social security fees are expected to arise for the Group. However, it should be noted that applicable tax procedures in different jurisdictions could be subject to change. The external costs that arise as a result of the incentive program are mainly costs for valuation, advice and for registration and practical management of the program.

The incentive program is expected to have a limited effect on the Company's key performance indicators.

Ongoing costs for administration and other costs are marginal.

Restrictions regarding disposal and exercise of the warrants

The Participants will not be able to dispose of the warrants unless they have previously been offered to the Company/Subsidiary, and exercising the warrants and thus subscribing for shares will only be possible after specially agreed vesting periods. Such restrictions will be agreed upon, in separate warrant holder's agreements, with the respective Participants in connection with their acquisition of warrants from the Company/Subsidiary. According to the warrant holder's agreements the total amount of warrants that are allotted to each Participant shall be vested in three equal parts as of the date of each annual general meeting in the Company from 2020 to 2023 (i.e. approximately 33 per cent of the total number of warrants will be vested each year) and conditional on continued employment/assignments in the Group, with reservation for the terms in the separate warrant agreements that shall be entered into

between each Participant and the Company/Subsidiary. For example a senior executive/ key person that was employed or hired as consultant at the previous annual general meeting that is still employed or hired as consultant at the date of the annual general meeting held in 2021 will be allowed to keep his/hers warrants that have been vested during 2020 (i.e. approximately 33 per cent of his/hers maximum allotment) and correspondently a senior executive or key person that is still employed or hired as consultant at the date of the annual general meeting held in 2022 will be allowed to keep his/hers vested warrants for 2020 and 2021 (i.e. approximately 66 per cent of his/hers maximum allotment), with reservation for the terms regarding pre-mature termination of service (so called good and bad leaver terms) and other customary terms for warrant holder's agreements.

Preparation of the proposal

The proposed incentive program has been prepared by the board of directors in consultation with external advisors and after consultations with certain major shareholders. The final proposal has been submitted by the board of directors.

Miscellaneous

It is proposed that the annual general meeting resolve to adopt the incentive program described above and decide on the issue of warrants on the above terms including approval of the Company's/Subsidiary's transfer of warrants to the Participants.

The board of directors, or a person appointed by the board of directors, shall have the right to make the minor adjustments required to register the resolution, and the board of directors shall have the right to make the minor adjustments required in the incentive program in order to be conformal with applicable foreign laws and regulations.

Majority requirements

The proposed implementation of an incentive programs for senior executives and key persons and members of the board of directors by way of a directed issues of warrants, and the approval of transfer of warrants to the Participants, is governed by the provisions in Chapter 16 of the Swedish Companies Act (Sw. Aktiebolagslagen (2005:551)), and a valid resolution regarding item 11 and 12 above, therefore requires that the proposals is supported by shareholders representing at least nine-tenths (9/10) of the votes cast as well as of all shares represented at the meeting.

Number of shares and votes in the Company

The total number of shares in the Company at the time of issuance of this notice is 88,781,275. The Company does not hold any of its own shares.

Shareholders' right to request information

Pursuant to Chapter 7 section 32 of the Swedish Companies Act (Sw. aktiebolagslagen (2005:551)) the board of directors and the CEO are under a duty to, if any shareholder so requests and the board of directors deems that it can be made without material damage to the Company, provide information, regarding circumstances which may affect the assessment of a matter on the agenda or of the Company's economic situation. Such duty to provide information also comprises the Company's relation to the other group companies, the consolidated financial statements and such circumstances regarding subsidiaries which are set out in the foregoing sentence.

Documentation

The financial accounts, auditor's report, complete proposals and other documents to be dealt with at the general meeting will be kept available at the Company's office not later than three weeks before the meeting. The documents will be sent free of charge to shareholders who so request and state their postal address. The documents will also be made available not later than the aforementioned date on the Company's website www.indexpharma.com. All the above mentioned documents will also be presented at the general meeting.

Stockholm, March 2020

The board of directors

For more information:

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InDex Pharmaceuticals in brief

InDex is a pharmaceutical development company focusing on immunological diseases where there is a high unmet medical need for new treatment options. The company's foremost asset is the drug candidate cobitolimod, which is in late stage clinical development for the treatment of moderate to severe ulcerative colitis - a debilitating, chronic inflammation of the large intestine. InDex has also developed a platform of patent protected discovery stage substances, so called DNA based ImmunoModulatory Sequences (DIMS), with the potential to be used in treatment of various immunological diseases.

InDex is based in Stockholm, Sweden. The company's shares (ticker INDEX) are traded on Nasdaq First North Growth Market Stockholm. Redeye AB with email address certifiedadviser@redeye.se och phone number +46 8 121 576 90 is the company's Certified Adviser. For more information, please visit www.indexpharma.com.

Publication

This information was provided, for publication by the above contact person at 08:00 CET on March 19, 2020.