

# NOTICE OF ANNUAL GENERAL MEETING IN CELLAVISION AB (PUBL)

The shareholders of CellaVision AB (publ) reg. no. 556500-0998 (the "Company") are hereby given notice of the Annual General Meeting (the "AGM") on 11 May 2022 at 15.00 CEST in CellaVision's premises at Mobilvägen 12 in Lund. Voting registration starts at 14.30 CEST and continues until the opening of the AGM.

NOTE: This is an unofficial translation of the original Swedish notice. In case of discrepancies, the Swedish version shall prevail.

## *Right to participate*

Shareholders who wish to participate in the AGM shall be registered in the Company's share register maintained by Euroclear Sweden AB no later than on 3 May 2022 and shall have notified the Company of their intention to participate at the AGM no later than on 5 May 2022. Notice to participate shall be given in writing by post to CellaVision AB (publ), c/o Fredersen Advokatbyrå, Turning Torso, 211 15 Malmö or by e-mail to [cellavision@fredersen.se](mailto:cellavision@fredersen.se). The notice shall contain the shareholder's name, personal identity number or registration number and telephone number and, where applicable, the number of advisors (maximum two).

Shareholders whose shares are registered in the name of a nominee/custodian must register their shares in their own names to be entitled to participate in the AGM. Such registration, which may be temporary, must be executed no later than on 5 May 2022 and shareholders should, therefore, instruct their nominees well in advance thereof.

## *Proxy*

If a shareholder wishes to be represented by proxy, a power of attorney shall be issued to the proxy. The power of attorney is to be in writing, dated and duly signed by the shareholder. If the shareholder is a legal entity, a certificate of incorporation or a corresponding document shall be included with the notification. Please provide the power of attorney in original as well as certificate of incorporation and other documents of authority to the Company to the address mentioned above well in advance before the AGM. If the power of attorney and other documents of authority have not been provided in advance, these documents must be presented at the AGM. Power of attorney forms are available at the Company and on the Company's website, [www.cellavision.com](http://www.cellavision.com), and will be sent upon request to any shareholder who states their postal address.

## *Proposal of agenda*

1. Opening of the meeting
2. Election of Chairman of the meeting
3. Preparation and approval of the voting register
4. Approval of the agenda
5. Election of one or two persons to attest the minutes
6. Determination as to whether the AGM has been duly convened
7. Statement by the Company's CEO
8. Presentation of the annual report and the auditor's report as well as the group accounts and the auditor's report for the group
9. Resolution on adoption of the profit and loss account and the balance sheet as well as of the consolidated profit and loss account and the consolidated balance sheet

10. Resolution on allocation of the Company's profit according to the consolidated balance sheet
11. Resolution on discharge from liability for the Board members and the CEO
12. Resolution as to the number of Board members and Auditors
13. Resolution on the remuneration to the Board of Directors and Auditor
14. Election of Board members

The Nomination committee's proposed Board members:

1. Mikael Worning (re-election)
2. Christer Fåhraeus (re-election)
3. Åsa Hedin (re-election)
4. Stefan Wolf (re-election)
5. Ann-Charlotte Jarleryd (new election)
6. Election of Chairman of the Board

Mikael Worning (re-election)

1. Election of Auditor
2. Resolution regarding principles for appointment of Nomination committee
3. Resolution on approval of remuneration report
4. Closing of the meeting

#### The Board of Director's resolution proposals

##### ***Resolution on allocation of the Company's profit according to the consolidated balance sheet (item 10)***

The Board of Directors proposes a dividend for the financial year 2021 of SEK 2.00 per share. 13 May 2022 is proposed as record date for the dividend. If the AGM resolves in accordance with this proposal, the dividend is expected to be distributed by Euroclear Sweden AB on 18 May 2022.

##### ***Resolution on approval of remuneration report (item 18)***

The Board of Directors proposes that the AGM resolves to approve the Board of Directors' report on remuneration pursuant to Chapter 8, Section 53 a of the Swedish Companies Act.

#### The Nomination committee's resolution proposals

##### ***Election of Chairman of the meeting, Board members, Chairman of the Board and Auditor, resolution on remuneration to the Board and the Auditor and resolution regarding principles for appointment of the Nomination committee (items 2, 12 - 17)***

The Nomination committee, with the Chairman of the Board Mikael Worning (convening and adjunct), Christer Fåhraeus, (appointed by Christer Fåhraeus and companies), Nicklas Hansen (appointed by William Demant Invest A/S), Emil Hjalmarsson (appointed by Grenlunden CEVI AB) and Daniel Klint, (appointed by SEB Investment funds), proposes the AGM to resolve:

that Anton Walfridsson at Fredersen Advokatbyrå is elected Chairman of the AGM,

that the Board of Directors shall consist of five Board members and no deputy Board members,

that the number of Auditors shall be one Auditor with no deputy Auditors

that remuneration to the Board shall be SEK 700,000 (500,000) to the Chairman of the Board and SEK 260,000 (225,000) each to the other Board members, however, that no remuneration shall be paid to Board members who are employed by the Company, additional remuneration shall be SEK

100,000 (40,000) to the Chairman of the Board's Audit committee and SEK 50,000 (20,000) to the other members of the Board's Audit committee, and SEK 50,000 (40,000) to the Chairman of the Board's Remuneration committee and SEK 25,000 (20,000) to the other members of the Board's Remuneration committee,

that remuneration to the Auditor shall be in accordance with approved invoicing,

that Mikael Worning, Christer Fåhraeus, Åsa Hedin and Stefan Wolf are re-elected as Board members, and that Ann-Charlotte Jarleryd is elected as new Board member, for the period until the end of the next annual general meeting. It is noted that Anna Malm Bernsten, Niklas Prager and Jürgen Riedl have declined re-election,

**Ann-Charlotte Jarleryd**, who is proposed for new election, is the CFO of Addnode Group, a company active in digitization for companies and the public sector listed on Nasdaq Stockholm Mid Cap. Prior to joining Addnode Group, Ann-Charlotte was the CFO of Acando and Protect Data. She has a background as a certified public accountant at PwC and, in addition to a master's degree in economics, has a degree in journalism.

For complete information about the proposed members, please refer to the Company's website [www.cellavision.com](http://www.cellavision.com)

that Mikael Worning is re-elected as Chairman of the Board of Directors,

that the registered auditing company KPMG AB is elected as new Auditor for the period until the end of the annual general meeting to be held in 2023. KPMG AB has notified that the authorised auditor Jonas Nihlberg will be principal auditor if the AGM resolves in accordance with the proposal, and

that the principles for the appointment of the Nomination committee adopted at the AGM 2020 shall continue to apply for the appointment of the Nomination committee ahead of the AGM to be held in 2023.

### ***Further information***

At the time of this notice, the total number of shares and votes in CellaVision amounts to 23,851,547. CellaVision AB does not hold any own shares.

The annual report, audit report, proxy forms, and complete underlying documentation in general, will be made available by CellaVision and on CellaVision's website at least three weeks before the AGM. The documents will be sent to shareholders who request it and who provide their postal address.

The shareholders are reminded of their right of information according to Chapter 7 Section 32 of the Swedish Companies Act (Sw: aktiebolagslagen).

### ***Processing of personal data***

For information on how your personal data is processed, please see:

<https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>

Lund in April 2022

## CellaVision AB (publ)

*The Board of Directors*

### Contact

---

Adele Horn  
Corporate Communications & Investor Relations  
Direct: +46 (0) 464 602 604  
Mobile: +46 (0) 722 065 088

### About Us

---

CellaVision is an innovative, global medical technology company that develops and sells its own leading systems for routine analysis of blood and other body fluids in health care services. The products replace manual laboratory work, and secure and support effective workflows and skills development within and between hospitals. The company has leading-edge expertise in sample preparation, image analysis, artificial intelligence and automated microscopy. Sales are via global partners with support from the parent company in Lund and by the company's 17 local market support organizations covering more than 40 countries. In 2021, sales were SEK 566 million and the company's growth target is 15% per year over an economic cycle. CellaVision's registered office is in Lund, Sweden. The share is listed on the Nasdaq Stockholm, Mid Cap list. Read more at [www.cellavision.com](http://www.cellavision.com)

### Attachments

---

[NOTICE OF ANNUAL GENERAL MEETING IN CELLAVISION AB \(PUBL\)](#)