

## NOTICE TO ANNUAL GENERAL MEETING OF SPAGO NANOMEDICAL AB (PUBL)

*This English version of the notice to the annual general meeting is for convenience only. The Swedish version prevails in the event of any inconsistency.*

The shareholders of Spago Nanomedical AB (publ), corporate registration number 556574-5048 are hereby summoned to the Annual General Meeting on Monday 10 June 2024, at 4.00 p.m. CEST at Advokatfirman Cederquist's premises, Hovslagargatan 3, in Stockholm. Registration starts at 3.30 p.m. CEST.

The board of directors has, in accordance with Spago Nanomedical's articles of association, decided that the shareholders may also exercise their voting rights by postal voting prior to the general meeting.

### **Right to attend and notice**

Shareholders wishing to attend the Annual General Meeting:

- shall* be registered in the share register kept by Euroclear Sweden AB concerning the circumstances on Thursday 30 May 2024,
- shall* give notice of their intention to attend the Annual General Meeting of Spago Nanomedical no later than Monday 3 June 2024. Notice of attendance may be given:
- by e-mail to [ursula.sorqvist@cederquist.se](mailto:ursula.sorqvist@cederquist.se),
  - by post to Advokatfirman Cederquist, P.O. Box 1670, SE-111 96 Stockholm, Sweden, Att: Ursula Sörqvist (mark the envelope with "Spago Nanomedical AB (publ), AGM 2024"), or by phone +46 (0)8 522 065 34, weekdays between 9.00 a.m. and 4.00 p.m. CEST.

When giving notice of attendance, the shareholders shall state their name, address, daytime telephone number and personal identification number or company registration number.

Shareholders who wish to use the possibility of postal voting shall do that in accordance with the instructions under the heading "Postal voting" below. Such postal voting does not require any further notice of attendance.

### **Nominee-registered shares**

To be entitled to participate in the Annual General Meeting, a shareholder whose shares are registered in the name of a nominee must, in addition to registering for the AGM, register the shares in their own names so that the shareholder is entered into the share register as of Thursday 30 May 2024. Such registration may be temporary (so-called voting rights registration) and is requested from the nominee in accordance with the nominee's procedures in such time in advance as the nominee determines. Voting rights registrations made by the nominee on or before Monday, 3 June 2024 will be taken into account in the preparation of the share register.

### **Proxy etc.**

Shareholders who wish to attend the meeting venue in person or through a proxy are entitled to bring one or two assistants. Shareholders represented by a proxy shall issue a signed and dated power of attorney for the proxy. If the power of attorney is issued by a legal entity, a copy of a certificate of incorporation, or if such document doesn't exist, a corresponding document, shall be enclosed. In order to facilitate the registration at the general meeting, the power of attorney and certificate of incorporation and other documents of authority should be provided to Spago Nanomedical at the address stated above well in advance of the Annual General Meeting. If applicable, such original power

of attorney shall be brought to the Annual General Meeting. A proxy form is available on the company's website, [www.spagonanomedical.se](http://www.spagonanomedical.se).

#### **Postal voting**

A designated form shall be used for postal voting. The form is available on the company's website, [www.spagonanomedical.se](http://www.spagonanomedical.se). The postal voting form is valid as notification of attendance at the Annual General Meeting.

The completed and signed voting form must be received by Spago Nanomedical no later than Monday 3 June 2024. The completed and signed form shall be sent by post to Advokatfirman Cederquist, P.O. Box 1670, SE-111 96 Stockholm, Sweden, Att: Ursula Sörqvist (mark the envelope with "Spago Nanomedical AB (publ), AGM 2024"), or by e-mail to [ursula.sorqvist@cederquist.se](mailto:ursula.sorqvist@cederquist.se). If a shareholder postal votes by proxy, a power of attorney must be enclosed with the form. A proxy form is available at the company's website, [www.spagonanomedical.se](http://www.spagonanomedical.se). If the shareholder is a legal entity, a certificate of incorporation or a corresponding document must be enclosed with the form. The shareholder may not provide special instructions or conditions in the voting form. If so, the vote (i.e. the postal vote in its entirety) is invalid. Further instructions and conditions are included in the form for postal voting.

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

In connection with the notice of attendance the company will process the personal data regarding shareholders that has been requested in accordance with the above. The personal data collected from the share register, notice of attendance at the Annual General Meeting and information on proxies and assistants will be used for registration, preparation of the voting list and, where applicable, minutes of the Annual General Meeting. The personal data will only be used for the Annual General Meeting. For further information on how your personal data is processed by the company and your rights, please see the company's website, [www.spagonanomedical.se](http://www.spagonanomedical.se).

## **Proposed agenda**

1. Opening of the Annual General Meeting.
2. Election of chairman of the Annual General Meeting.
3. Preparation and approval of the voting list.
4. Election of one or two persons to verify the minutes.
5. Approval of the agenda.
6. Determination of whether the meeting has been duly convened.
7. Presentation of the annual report and the auditor's report, as well as the consolidated financial statements and the auditor's report on the consolidated financial statements.
8. Presentation by the CEO.
9. Resolutions on
  - a) adoption of the income statement and balance sheet as well as the consolidated income statement and consolidated balance sheet.
  - b) dispositions regarding the company's earnings in accordance with the adopted balance sheet.
  - c) discharge from liability for the directors of the board and the CEO for the financial year 2023.
10. Determination of the number of directors and deputy directors of the board.
11. Determination of remuneration to the directors of the board and the auditors.
12. Election of directors and chairman of the board of directors.
13. Election of auditor.
14. Resolution on authorisation for the board of directors to resolve to issue new shares and/or warrants.
15. Resolutions on amendment on the articles of association
16. Resolution on (a) amendment of the articles of association and (b) reduction of the share capital for allocation to unrestricted shareholders' equity.
17. Closing of the Annual General Meeting.

## **Proposed resolutions**

### *Item 2. Election of chairman of the Annual General Meeting*

The nomination committee proposes that Tone Myhre-Jensen is elected as chairman of the Annual General Meeting.

### *Item 9. (b) Resolution on dispositions regarding the company's earnings in accordance with the adopted balance sheet*

The board of directors proposes that accumulated funds of SEK 19,366,150, of which SEK -42,366,150 consists of the result of the year, is carried forward.

### *Item 10. Determination of the number of directors and deputy directors of the board*

The nomination committee proposes that the board of directors, for the period until the end of the next Annual General Meeting, shall consist of four directors with no deputies.

### *Item 11. Determination of remuneration to the directors of the board and the auditors*

For the period until the end of the next Annual General Meeting, the nomination committee proposes that remuneration shall remain unchanged and SEK 300,000 shall be paid to the chairman of the board of directors and SEK 150,000 shall be paid to each of the other directors of the board.

The nomination committee proposes that remuneration to the auditor shall be paid in accordance with approved invoices.

### *Item 12. Election of directors and chairman of the board of directors*

For the period until the end of the next Annual General Meeting, the nomination committee proposes that Hans Arwidsson, Kari Grønås, Alan Raffensperger and Nicklas Westerholm are re-elected as directors of the board.

Further information about the proposed directors is available on the company's website, [www.spagonanomedical.se](http://www.spagonanomedical.se).

The nomination committee proposes that Hans Arwidsson is re-elected as chairman of the board of directors.

### *Item 13. Election of auditor*

The nomination committee proposes that the registered accounting firm BDO Mälardalen AB is re-elected as auditor for the period until the end of the next Annual General Meeting. BDO Mälardalen AB has informed the nomination committee that the authorised public accountant, Jörgen Lövgren, will continue as the auditor in charge if BDO Mälardalen AB is re-elected as auditor.

### *Item 14. Resolution on authorisation for the board of directors to resolve to issue new shares and/or warrants*

The board of directors proposes that the general meeting resolves on authorisation for the board of directors to issue new shares in accordance with the following.

The board of directors is authorised to, on one or several occasions before the next Annual General Meeting, resolve to issue new shares and/or warrants. Such issues of new shares and/or warrants may be made with or without deviation from the shareholders' preferential rights. By resolutions based on the authorisation, issues of shares and/or warrants without deviation from the shareholders' preferential rights may be made up to, in total, as many shares as falls within the limits of the articles of association at the time of exercise of the authorisation. By resolutions based on the authorisation, issues of shares and/or warrants with deviation from the shareholders' preferential rights may be

made up to, in total, the number of shares corresponding to twenty (20) percent of the total number of outstanding shares in the company at the time of exercise of the authorisation the first time. The authorisation shall include the right to resolve on issues where payment is made in cash, by contribution in kind, or by way of set-off. A cash issue or issue by way of set-off that is made with deviation from the shareholders' preferential rights shall be carried out on market terms.

The purpose of the authorisation and the reasons for potential deviations from the shareholders' preferential rights are that issues shall be able to be made in order to enable capital raisings if market conditions would be deemed appropriate and/or to broaden Spago Nanomedical's ownership base by offering financial and industrial investors to invest in the company.

*Item 15. Resolutions on amendment of the articles of association*

The board of directors proposes that the Annual General Meeting resolves that the limits for the company's share capital and number of shares be adjusted as set out below.

<b>Current wording</b>	<b>Proposed wording</b>
<p><b>§ 4 Share capital</b></p> <p><i>The share capital shall be not less than SEK 9,000,000 and not more than SEK 36,000,000.</i></p>	<p><b>§ 4 Share capital</b></p> <p><i>The share capital shall be not less than SEK 22,000,000 and not more than SEK 88,000,000.</i></p>
<p><b>§ 5 Number of shares</b></p> <p><i>The number of shares shall be not less than 90,000,000 and not more than 360,000,000.</i></p>	<p><b>§ 5 Number of shares</b></p> <p><i>The number of shares shall be not less than 220,000,000 and not more than 880,000,000.</i></p>

*Item 16. Resolutions on (a) amendment of the articles of association and (b) reduction of the share capital for allocation to unrestricted shareholders' equity*

Background

In order to achieve a capital structure better adapted to the company's needs, the board of directors proposes that the Annual General Meeting resolves upon a reduction of the share capital for allocation to unrestricted shareholders' equity in accordance with item 16 (b) below. In order to enable the reduction of the share capital, the limits for share capital in the articles of association must be amended in accordance with item 16 (a) below. The proposal under items 16 (a)-(b) below are conditional upon each other, and assume that the Annual General Meeting resolves to approve the board of director's proposal under item 15 above with respect to amendment of the limits of the company's share capital and number of shares.

Item 16 (a). Resolution on amendment of the articles of association

The board of directors proposes that the Annual General Meeting resolves to amend the articles of association so that the limits for the company's share capital are adjusted. § 4 of the articles of association will then have the following wording:

**§ 4 Share capital**

The share capital shall amount to a minimum of SEK 2,200,000 and a maximum of SEK 8,800,000.

Item 16 (b). Resolution on reduction of the share capital for allocation to unrestricted shareholders' equity

The board of directors proposes that the Annual General Meeting resolves upon a reduction of the company's share capital by maximum SEK 31,683,299.94 for allocation to unrestricted shareholders' equity. The final reduction amount shall be determined after the shares created as a result of the exercise of warrants of series TO12 have been registered with the Swedish Companies Registration Office, and shall correspond to the number of shares as of such date multiplied by SEK 0.09. The reduction shall be made without redemption of shares, whereby the quota value is changed from SEK 0.10 to SEK 0.01.

The reduction may not be implemented until permission has been obtained from the Swedish Companies Registration Office, or in disputed cases, from the district court.

## **Other information**

### Authorisation

The board of directors or the CEO, or the person appointed by either of them, shall be authorised to make such minor adjustments to the above resolution as may be required in connection with registration with the Swedish Companies Registration Office and/or Euroclear Sweden AB.

### Majority requirements

The resolutions pursuant to items 14-16 above require support from shareholders representing at least two thirds of both the votes cast and the shares represented at the general meeting.

### Number of shares

Spago Nanomedical has a total of 224,715,454 shares with one vote each, thus a total of 224,715,454 votes.

### Shareholders' right to receive information

Shareholders have the right to, if the board of directors believes that it can be done without significant damage to the company, receive information from the board of directors and the CEO regarding circumstances that may affect the assessment of a matter on the agenda or the company's financial situation. Shareholders who wish to submit questions in advance of the Annual General Meeting can do so in writing to Spago Nanomedical AB (publ), c/o Advokatfirman Cederquist, P.O. Box 1670, SE-111 96 Stockholm, Sweden, Att: Ursula Sörqvist (mark the envelope with "Spago Nanomedical AB (publ), AGM 2024") or by sending an e-mail to [ursula.sorqvist@cederquist.se](mailto:ursula.sorqvist@cederquist.se) (state "Spago Nanomedical AB (publ), AGM 2023" as the subject).

### Documents

Postal voting form, proxy form, information regarding proposed directors, accounting documents and auditor's report are available at Spago Nanomedical no later than from 20 May 2024, and on the company's website [www.spagonanomedical.se](http://www.spagonanomedical.se), and will also be sent free of charge to the shareholders who so requests and states their postal or e-mail address. The documents are available at the Annual General Meeting.

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Lund, May 2024

**Spago Nanomedical AB (publ)**

*The board of directors*