

NOTICE OF ANNUAL GENERAL MEETING IN NEOVICI HOLDING AB

The shareholders of Neovici Holding AB (publ), reg. no. 559105-2914, are hereby summoned to the Annual General Meeting on Thursday, 16 October 2025, at 2:00 p.m. at the company's office, Stora Nygatan 27, Stockholm.

Note: This is an unofficial translation of the original Swedish text. In case of any discrepancy between this translation and the Swedish text, the Swedish text shall prevail.

Right to participate and registration

Shareholders who wish to participate in the AGM must: be registered in the share register maintained by Euroclear Sweden AB ("Euroclear") as of 8 October 2025, and have notified the company of their participation no later than 10 October 2025.

Registration can be made in writing by e-mail to the IR Manager Joakim Båge at joakim.bage@neovici.se or by post to Neovici Holding AB, Stora Nygatan 27, 111 27 Stockholm.

When registering, the following information should be provided: name, personal or corporate identity number, address, telephone number, and the number of assistants (maximum two). Shareholders who wish to bring one or two assistants must notify this at the time of registration.

Shareholders whose shares are nominee-registered must temporarily register the shares in their own name in the share register at Euroclear (so-called voting registration) to be entitled to participate. Voting registrations made no later than the second banking day after the record date will be taken into account when preparing the share register for the AGM. Shareholders must, in accordance with their nominee's routines, request such voting registration in advance.

If shareholders are represented by a proxy, the proxy must have a written, dated, and signed power of attorney. The power of attorney and other authorisation documents, such as certificates of incorporation, must be available at the meeting. They should preferably also be attached to the registration.

Shareholders cannot vote by post or electronically at this AGM.

Proposed agenda

1. Opening of the meeting
2. Election of chairman of the meeting
3. Election of one or two persons to verify the minutes
4. Preparation and approval of the voting list
5. Approval of the agenda
6. Examination of whether the meeting has been duly convened
7. Presentation of the annual report and auditor's report, and the consolidated accounts and consolidated auditor's report
8. Adoption of the income statement and balance sheet, and the consolidated income statement and consolidated balance sheet

9. Resolution on disposition of the company's profit according to the adopted balance sheet.
The Board proposes that no dividend is paid for the financial year 2024 and that the available profit is carried forward.
10. Resolution on discharge from liability for the members of the Board and the CEO
11. Determination of the number of Board members and auditors
12. Determination of fees for the Board members
13. Determination of fees for the auditors
14. Election of Board members and Chairman of the Board
15. Election of auditors
16. Resolution on authorisation for the Board to decide on new issues
17. Resolution on the introduction of an employee stock option plan
18. Resolution on the issue of warrants and approval of the transfer of warrants
19. Resolution on principles for the appointment of the Nomination Committee and instructions for the Nomination Committee
20. Closing of the meeting

Proposals for resolutions

Items 11–15 – Election of Board, election of auditor, and fees

Proposals for resolutions on these items will be published in a separate press release and made available on the company's website and at the company no later than ten days before the AGM.

Item 16 – Authorisation for the Board to decide on new issues of shares, warrants, and convertible instruments

The Board proposes that the AGM authorises the Board, on one or more occasions until the next AGM, to decide on new issues of shares and/or warrants and/or convertible instruments against cash payment and/or in kind or through set-off, or on other terms as specified in Chapter 2, Section 5 of the Swedish Companies Act, and to deviate from shareholders' pre-emptive rights. The purpose of the authorisation and the reason for deviation from pre-emptive rights is to enable the company to raise working capital.

Item 17 – Introduction of an employee stock option plan

Introduction

The Board of Neovici Holding AB ("Neovici Holding" or the "Company") proposes that the AGM resolves to introduce an employee stock option plan (Employee Stock Option Plan – "ESOP 2025") for employees and consultants of Neovici Holding (including its subsidiaries) in accordance with this item 17 and item 18 below. The decisions under items 17 and 18 are proposed to be conditional upon each other and resolved simultaneously.

At an extraordinary general meeting on 19 June 2024, a similar options program was decided but has not been implemented due to the negative share price development after the IPO, which meant that the program could not fulfil its intended purpose.

ESOP 2025 is a program under which participants will be granted warrants free of charge to acquire B shares in Neovici Holding ("Options"), which will vest over a three-year period as described below. The Board proposes that a maximum of 2,500,000 Options be granted to participants.

Purpose of the proposal

The purpose of ESOP 2025 is to create conditions to motivate and retain competent employees and consultants in Neovici Holding and to align the interests of employees, shareholders, and the Company. By offering Options based on the share price, participants are incentivised to work for increased shareholder value. ESOP 2025 also rewards continued loyalty and long-term value growth. The Board considers ESOP 2025 beneficial for both the Company and its shareholders.

Terms of the Options

1. Options will be granted free of charge.
2. Grant is conditional upon legal feasibility and reasonable administrative and financial efforts.
3. The Board shall decide on allocation as of 1 November 2025.
4. Each Option grants the right to acquire one B share at a price corresponding to 140% of the volume-weighted average price of the B share on Nasdaq First North over the ten trading days following the AGM.
5. Options vest over three years until 31 October 2028, provided participants remain employed or provide services.
6. After vesting, Options can be exercised during 1 November 2028 – 31 January 2029.
7. The number of Options and exercise price will be adjusted for changes in share capital, e.g., bonus issues, mergers, splits, or reductions.
8. Options are non-transferable and cannot be pledged.
9. Options may be granted by Neovici Holding or its subsidiaries.
10. In the event of a public takeover, sale of business, liquidation, merger, or similar transaction affecting Neovici Holding, all Options will vest upon change of control.

Allocation

Rights to Options are granted to employees and consultants. The maximum total number of Options under ESOP 2025 is 2,500,000, divided into 125 lots of 20,000 Options. Base allocation is one lot per employee, with additional allocation based on role, competence, responsibility, and tenure.

Design, Administration, and the Right to Amend the Terms of the Options

ESOP 2025 has been designed by the Board of Neovici Holding.

The Board is responsible for determining the detailed terms of ESOP 2025, within the framework of the conditions and guidelines set out above. In connection with this, the Board shall have the right to make adjustments to comply with specific regulations or market conditions abroad, including deciding on cash or other settlement if deemed advantageous for Neovici Holding based on foreign tax rules. The Board shall also have the right to make other adjustments if there are significant changes in Neovici Holding or its environment that would result in the terms of ESOP 2025 no longer fulfilling their intended purpose.

Dilution

Subject to certain recalculation provisions, the maximum number of shares that may be issued under ESOP 2025 is 2,500,000 shares. In addition, Neovici Holding will issue 800,000 warrants to a wholly owned subsidiary to cover potential social charges. If all 2,500,000 Options are exercised, Neovici Holding will issue 2,500,000 B shares. This would result in a dilution of approximately 5.3 percent based on the proportion of newly issued shares to the total number of shares in the company. If the 800,000 warrants issued to the subsidiary are also exercised, Neovici Holding would issue a total of 3,300,000 B shares, corresponding to a dilution of approximately 6.8 percent. The dilution is expected to have a marginal impact on the company's key figure "Earnings per Share."

Accounting

ESOP 2025 will be accounted for in accordance with "IFRS 2 – Share-based Payments." IFRS 2 requires that the Options be expensed as personnel costs over the vesting period. Personnel costs under IFRS 2 do not affect the company's cash flow. Social charges will be expensed in the income statement in accordance with UFR 7 over the vesting period.

Delivery of Shares under ESOP 2025

To ensure the delivery of shares under ESOP 2025 and, if necessary, to cover costs for social charges, the Board proposes that the AGM resolves on the issuance and exercise of warrants in accordance with item 18 below.

Item 18 – Resolution on the Issuance of Warrants and Approval of Transfer of Warrants

To ensure the delivery of shares under ESOP 2025 and to secure potential exposure regarding any social charges, the Board proposes that the AGM resolves on the issuance of a maximum of 3,300,000 warrants (including 800,000 warrants to secure potential exposure for social charges), whereby the company's share capital may increase by a maximum of SEK 165,000.

The right to subscribe for the warrants shall, by way of deviation from the shareholders' pre-emptive rights, belong to a wholly owned subsidiary of Neovici Holding. The reason for the deviation from shareholders' pre-emptive rights is the introduction of ESOP 2025.

The subsidiary shall have the right to transfer the warrants to participants in ESOP 2025 or to a financial intermediary in connection with exercise. The Board proposes that the AGM resolves on the issuance of warrants.

The following terms shall apply to the issuance:

1. Neovici Holding shall issue a maximum of 3,300,000 warrants, of which 2,500,000 warrants shall be issued to ensure delivery of shares to participants in ESOP 2025, and 800,000 warrants shall be issued to secure the company's exposure to social charges that may arise as a result of the exercise of the Options.
2. The share capital may increase by a maximum of SEK 165,000.
3. The person entitled to subscribe for the warrants shall, by deviation from the shareholders' pre-emptive rights, be a wholly owned subsidiary of Neovici Holding.
4. Transfer of 2,500,000 warrants shall be possible, on one or more occasions, to participants in ESOP 2025 or otherwise to third parties for the purpose of delivering shares to the participants under ESOP 2025. Transfer of 800,000 warrants may occur to a third party with whom Neovici Holding has entered into an agreement to raise capital to cover potential social charges arising from the exercise of the Options.
5. The reason for the deviation from shareholders' pre-emptive rights is the introduction of ESOP 2025.
6. The warrants shall be issued free of charge.
7. Subscription of the warrants shall take place no later than 31 October 2025. The Board shall have the right to extend the subscription period.
8. Each warrant entitles the holder to subscribe for one (1) B share in Neovici Holding AB. New subscription of shares under the warrants may occur from the date of registration of the warrants with the Swedish Companies Registration Office until 31 January 2028.
9. The subscription price for the shares subscribed under the warrants shall correspond to the share's nominal value, i.e., SEK 0.05. Recalculation may occur in accordance with the full terms of the warrants. Any premium shall be credited to the unrestricted share premium reserve.
10. The new shares issued upon subscription under the warrants shall confer the right to dividend for the first time on the record date for dividend that occurs immediately after the new shares have been registered and entered in the share register maintained by Euroclear Sweden AB.
11. The full terms of the warrants are available on the company's website, www.neovici.se.

The Board, or a person designated by the Board, shall have the right to make minor adjustments to the above resolution as may be required in connection with registration with the Swedish Companies Registration Office.

Item 19 – Resolution on Principles for the Appointment of the Nomination Committee and Instructions for the Nomination Committee

It is proposed that the AGM resolves on principles for the appointment of the Nomination Committee and instructions for the Nomination Committee as follows:

The company shall have a Nomination Committee consisting of a representative of each of the three largest shareholders by voting rights as of the last banking day in September of the year preceding the AGM. In addition, the Chairman of the Board shall be a member of the Nomination Committee.

The Chairman of the Nomination Committee shall, unless the members agree otherwise, be the member representing the shareholder with the largest number of votes. The Chairman of the Board or another Board member shall not be the Chairman of the Nomination Committee unless the members agree otherwise. Board members may be members of the Nomination Committee but shall not constitute a majority of its members. The CEO or any other member of management shall not be a member of the Nomination Committee.

The names of the Nomination Committee members and the shareholders they represent shall be published no later than six months before the next AGM. The Nomination Committee shall serve until a new Nomination Committee is appointed.

The Nomination Committee shall perform its duties in accordance with these instructions and applicable rules and prepare proposals on the following matters to be submitted to the AGM for resolution:

- Chairman of the meeting,
- Number of Board members and auditors,
- Election of Board members and Chairman of the Board,
- Fees and other remuneration for Board assignments for each Board member and, where applicable, remuneration for committee work,
- Election of auditors,
- Auditor fees, and
- To the extent deemed necessary, changes to the principles for appointment of the Nomination Committee and its instructions.

Number of shares in the company

As of the notice date, the total number of shares in Neovici Holding AB is 45,014,095, of which 4,000,000 are A shares (ten votes per share) and 41,014,095 are B shares (one vote per share). The total number of votes for all shares is 81,014,095. The company holds no treasury shares.

Documents available prior to the AGM

The annual report, auditor's report, full proposals under items 16–19, the complete terms for the warrants, and power of attorney forms will be available at the company at Stora Nygatan 27, 111 27 Stockholm and on the company's website www.neovici.se at least three weeks prior to the AGM. Copies will be sent free of charge to shareholders who request them and provide a postal or e-mail address.

PRESS RELEASE

16 September 2025 15:10:00 CEST



Processing of personal data

Personal data obtained from the share register, AGM registrations, and information on proxies and assistants will be used for registration, preparation of the voting list, and, if applicable, the minutes.

Stockholm, September 2025

Neovici Holding AB (publ)

The Board

Attachments

[**Notice of Annual General Meeting in Neovici Holding AB**](#)