

NOTICE OF EXTRAORDINARY GENERAL MEETING IN NEODYNAMICS AB (PUBL)

The shareholders in NeoDynamics AB (publ), corp. reg. no 559014-9117 (the "Company") are hereby convened to an extraordinary general meeting on Thursday 27 July 2023, at 15.00 at the Company's premises on Lejonvägen 14, Lidingö, Sweden.

Right to participate

Shareholders who wish to participate in the general meeting must:

- be registered in his/her/its own name (not nominee-registered) in the share register kept by Euroclear Sweden AB on Wednesday 19 July 2023 (the record date), and
- notify his/her/its intention to attend the general meeting to the Company no later than Monday 24 July 2023, by mail to NeoDynamics AB (publ), Lejonvägen 14, 181 32 Lidingö, Sweden or by e-mail to info@neodynamics.com.

Such notification shall include the shareholder's name, personal identification number or corporate registration number, number of shares, address and telephone number, details on advisors (no more than two), if any, and, where applicable, details of representatives or proxies.

Nominee-registered shares

Shareholders whose shares are registered in the name of a nominee must, in order to exercise the right to vote and participate in the general meeting, register the shares in their own name (so called voting registration) so that the shareholder is included in the shareholders' register kept by Euroclear Sweden on Wednesday 19 July 2023. Voting registration requested by shareholders in such time that the registration has been completed by the relevant nominee no later than Friday 21 July 2023 will be taken into account in the preparation of the shareholders' register. Shareholders are therefore advised to request such registration of the shares well in advance of this date.

Proxy

Shareholders represented by proxy must submit a dated power of attorney. If the power of attorney is executed by a legal person, a copy of the certificate of registration or equivalent must be attached. The power of attorney may not be valid for a period exceeding five years from its issuance. The original power of attorney and certificate of registration should be submitted to the Company by mail to the address mentioned above in due time prior to the general meeting. Alternatively, the original power of attorney and certificate of registration may be brought and presented at the general meeting. The Company provides a proxy form at request and on the Company's website, www.neodynamics.com.

Number of shares and votes

As of the date of this notice, there are a total of 120,501,184 shares and votes in the Company.

Proposed agenda

1. Opening of the general meeting and election of chairman of the general meeting
2. Preparation and approval of the voting list
3. Election of one or two persons to verify the minutes
4. Approval of the agenda
5. Determination as to whether the meeting has been duly convened
6. Resolution on adoption of new articles of association
7. Resolution on the approval by the general meeting of the board of director's resolution on 22 June 2023 on a new issue of units with preferential rights for existing shareholders
8. Resolution on reduction of the share capital
9. Resolution on authorization
10. Closing of the general meeting

Proposals to resolutions

Item 6 – Resolution on adoption of new articles of association

As of the date of this notice, there are a total of 120,501,184 outstanding shares in the Company. Under item 7 on the agenda for the extraordinary general meeting, the board proposes that the general meeting resolves to approve the board's resolution on 22 June 2023 on the issue of units with preferential rights for existing shareholders. To enable the issue, the limits for the number of shares in the articles of association must be adjusted. However, the required adjustments depends on the number of units subscribed for during the subscription period in the rights issue.

In order to achieve suitable limits for the number of shares in the Company's articles of association, the board proposes that the general meeting resolves to adopt the following three proposals for new articles of association; Alternative A, Alternative B and Alternative C, as well as to authorize the board to register the Company's new articles of association in accordance with one of Alternative A, Alternative B or Alternative C, based on what the board finds most suitable after taking into account the number of units subscribed for and allocated in the rights issue. The general meeting is proposed to resolve on all alternatives, but only one of the alternatives will ultimately be registered with the Swedish Companies Registration Office.

The purpose of the proposal is to achieve an expedient adjustment of the limits of the number of shares in the Company's articles of association, taking into account the number of units subscribed for and allocated in the rights issue as well as to enable the rights issue.

Amendments in the articles of association in accordance with Alternative A

| <i>Current wording</i> | <i>New wording</i> |
|---|---|
| § 5 Number of shares | § 5 Number of shares |
| The company shall have not less than 120,000,000 shares and not more than 480,000,000 shares. | The company shall have not less than 630,000,000 shares and not more than 2,520,000,000 shares. |

Amendments in the articles of association in accordance with Alternative B

| <i>Current wording</i> | <i>New wording</i> |
|---|---|
| § 5 Number of shares | § 5 Number of shares |
| The company shall have not less than 120,000,000 shares and not more than 480,000,000 shares. | The company shall have not less than 710,000,000 shares and not more than 2,840,000,000 shares. |

Amendments in the articles of association in accordance with Alternative C

| <i>Current wording</i> | <i>New wording</i> |
|---|---|
| § 5 Number of shares | § 5 Number of shares |
| The company shall have not less than 120,000,000 shares and not more than 480,000,000 shares. | The company shall have not less than 800,000,000 shares and not more than 3,200,000,000 shares. |

The CEO, or the person appointed by the board, shall have the right to make the minor adjustments required to register the resolution with the Swedish Companies Registration Office and Euroclear AB.

The general meeting's resolution in accordance with the board's proposal under Alternative A-C shall be taken as a joint resolution.

Item 7 – Resolution on the approval by the general meeting of the board of director's resolution on 22 June 2023 on a new issue of units with preferential rights for existing shareholders

The board of directors proposes that the general meeting resolves to approve the board of directors' resolution on 22 June 2023 to increase the Company's share capital with a maximum of SEK 132,551,302.40 (of which not more than SEK 72,300,710.40 refers to an increase due to an issue of shares, and not more than SEK 60,250,592.00 refers to an increase due to an issue of warrants) through a new issue of a maximum of 120,501,184 so-called units with preferential rights for existing shareholders according to the following conditions.

- Each (1) unit consists of six (6) shares and five (5) warrants, of which two (2) warrants is of series TO2 and three (3) warrants is of series TO3. This means that a maximum of 723,007,104 new shares and a maximum of 602,505,920 new warrants can be issued, of which two fifths of the increase in the number of warrants refers to warrants of series TO2 and three fifths of the increase in the number of warrants refers to warrants of series TO3.
- The right to subscribe for units shall belong to those who, on the record date for the rights issue, are recorded as shareholders of the Company, where one (1) existing share shall entitle to one (1) unit right. One (1) unit right entitles to subscription of one (1) unit.
- If all of the units are not subscribed for with unit rights, the board of directors shall, up to the maximum amount of the rights issue, resolve on allocation of units which have been subscribed for without unit rights, in accordance with the following allocation principles. Primarily, allocation shall be made to those who have also subscribed for shares with unit rights, regardless of them being shareholder at the record date or not, and in case of oversubscription, allocation shall be made pro rata in proportion to the number of unit rights subscribed for and, to the extent the units cannot be

allocated as stated above, allocated through a drawing of lots. Secondly, allocation of units subscribed for without unit rights shall be made to others who have only registered for subscription without unit rights, and in case of oversubscription, allocation shall be made pro rata in proportion to the number of units subscribed for and, to the extent the units cannot be allocated as stated above, allocated through a drawing of lots. Thirdly, allocation of units subscribed for without unit rights shall be made to those who have made guarantee commitments, in proportion to such guarantee commitment, and to the extent the units cannot be allocated as stated above, allocated through a drawing of lots.

4. The record date for determining which shareholders are entitled to subscribe for units with preferential rights shall be 31 July 2023.

5. Subscription of units with unit rights shall be made by cash payment during the period from 2 August – 16 August 2023. The board of directors shall have the right to extend the subscription and payment period.

6. Subscription of shares without unit rights shall be made on a subscription list during the period from 2 August – 16 August 2023. Payment shall be made by cash payment not later than three banking days from receipt of the contract note. The board of directors shall have the right to extend the subscription and payment period.

7. Each unit is issued at a subscription price of SEK 0.60 per unit, which corresponds to a subscription price of SEK 0.10 per share (quota value). The warrants are issued free of charge.

8. Each (1) warrant of series T02 shall entitle to subscription of one (1) new share in the Company at a subscription price corresponding to 70 per cent of the average volume-weighted share price of the Company's share during the period from 3 November 2023 up to and including 16 November 2023, however, not less than the shares then current quota value rounded up to two decimal places and not more than SEK 0.15 per share. Subscription of shares with warrants of series T02 shall take place in accordance with the terms and conditions for the warrants during the period from 20 November 2023 up to and including 1 December 2023.

9. Each (1) warrant of series T03 shall entitle to subscription of one (1) new share in the Company at a subscription price corresponding to 70 per cent of the average volume-weighted share price of the Company's share during the period from 1 February 2024 up to and including 15 February 2024, however, not less than the shares then current quota value rounded up to two decimal places and not more than SEK 0.15 per share. Subscription of shares with warrants of series T03 shall take place in accordance with the terms and conditions of the warrants during the period from 19 February 2024 up to and including 1 March 2024.

10. The terms and conditions included in the board of directors' complete proposal shall apply for each series of the warrants.

11. The part of the subscription price that exceeds the shares' quota value shall be transferred to the unrestricted premium reserve.

12. The new shares entitle to dividends for the first time on the first record date for dividend that take place after the issue of new shares has been registered with the Swedish Companies Registration Office and been recorded in the share register kept by Euroclear Sweden AB. Shares subscribed for with warrants entitle to dividends for the first time on the first record date for dividend that take place after the issue of new shares has been registered with the Swedish Companies Registration Office and been recorded in the share register kept by Euroclear Sweden AB.

13. The resolution on the issue of units requires that the Company's articles of association are amended.

14. The CEO, or the person appointed by the board, shall have the right to make the minor adjustments required to register the resolution with the Swedish Companies Registration Office.

Exemption from the obligation to bid

Gryningskust Holding AB ("**Gryningskust**"), who owns shares corresponding to approximately 13,98 per cent of the total number of shares and votes in the Company, has in connection to the rights issue entered into a subscription- and guarantee commitment with the Company. The subscription and guarantee undertakings, together with the other subscription and guarantee undertakings, secure the initial proceeds of the rights issue up to approximately 80 per cent. The Swedish Securities Council (Sw. *Aktiemarknadsnämnden*) has granted Gryningskust an exemption from the mandatory bid obligation with regards to subscription of shares and warrants that take place in accordance with the aforementioned subscription and guarantee undertakings and when exercising the warrants for share subscription. Conditions for the Swedish Securities Council's decision to grant Gryningskust an exemption from the mandatory bid obligation are that the shareholders, before the general meeting, are informed of the capital and voting rights that Gryningskust can receive as a result of its guarantee undertaking, and that the resolution on the rights issue is approved by shareholders holding not less than two-thirds of both the votes cast and the shares represented at the general meeting, excluding the shares held and represented by Gryningskust at the general meeting.

The maximum portion of the capital and voting rights that Gryningskust can receive in case the guarantee undertaking should be utilised in full and the warrants exercised in full is 46,69 percent, provided that no one else exercises warrants and further provided that no other guarantor elects to receive guarantee compensation in units.

Item 8 – Resolution on reduction of the share capital

The board of directors proposes that the general meeting resolves on a reduction of the Company's share capital by a maximum of SEK 72,300,710.40. The reduction amount shall be allocated as non-restricted equity.

The reduction of the share capital shall be determined to an amount in SEK corresponding to the part of the increase of the share capital, according to the resolution on a new issue of units in item 7 on the agenda, that is attributable to the increase due to newly issued shares, with relevant adjustment to achieve an appropriate quota value.

The reduction shall be carried out without the withdrawal of shares by amending the share's quota value.

The resolution is conditional upon the rights issue according to item 7 on the agenda being registered with the Swedish Companies Registration Office, which means an increase in the share capital attributable to newly issued shares by an amount not less than SEK 72,300,710.40.

The board of director's report according to Chapter 20, Section 23, fourth paragraph of the Swedish Companies Act

The reduction is carried out so that the board's resolution on 22 June 2023 on the issue of units with preferential rights for existing shareholders should not result in the Company's share capital or restricted equity becoming disproportionately high. Since neither the share capital nor the restricted equity will be reduced in relation to what it was at the time of the resolution, the Company may execute the reduction decision without permission from the Swedish Companies Registration Office or the general court.

The CEO, or the person appointed by the board, shall have the right to make the minor adjustments required to register the resolution with the Swedish Companies Registration Office and Euroclear AB.

Item 9 – Resolution on authorization

The board of directors proposes that the general meeting authorizes the board of directors to, on one or several occasions during the period up to the next annual general meeting, increase the Company's share capital within the limits of the articles of association. The authorization may only be used for issues of units and/or shares and/or warrants to guarantors in the rights issue proposed to be approved in item 7 above. If the board of directors resolves on an issue with support of the authorization, it may be resolved with deviation from the shareholders' preferential rights and/or by an issue in kind or by way of set-off.

The reason for the proposal that the board of directors shall be authorized in accordance to the above is that the Company shall be able to comply with its obligations under agreements with guarantees by reason of the rights issue above.

The CEO, or the person appointed by the board, shall have the right to make the minor adjustments required to register the resolution with the Swedish Companies Registration Office and Euroclear AB.

Majority requirements

A resolution in accordance with the proposals under item 6, 8 and 9 above requires that it is supported by shareholders representing at least two-thirds of both the votes cast and the shares represented at the meeting.

In order for the Swedish Securities Council's exemption from the mandatory bid obligation for Gryningskust Holding AB to be valid, it is further required that the proposal under item 7 above on a resolution to approve the board of director's resolution on 22 June 2023 on the issue of units with preferential rights for existing shareholders are supported by shareholders representing at least two-thirds of both the votes cast and the shares represented at the meeting, excluding the shares held and represented by Gryningskust at the general meeting.

The shareholders' right to information at the general meeting

The board of directors and the CEO shall, upon request by any shareholder, and where the board of directors deems that such information may be provided without significant harm to the Company, provide information in respect of any circumstances which may affect the assessment of a matter on the agenda.

Documents

The board of director's complete proposals for resolutions as well as other documents according to the Swedish Companies Act will be held available at the Company (Lejonvägen 14, 181 32 Lidingö, Sweden) and at the Company's website, www.neodynamics.com. The documents will also be sent, without charge, to shareholders who so request and inform the Company of their postal address.

Processing of personal data

For information regarding the processing of personal data, please refer to the policy available on Euroclear Sweden AB's website:

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

Lidingö in June 2023

NeoDynamics AB (publ)

The board of directors

About NeoDynamics

NeoDynamics AB is a Swedish Medical Technology Company dedicated to advancing diagnosis and care of cancer. The company's first product NeoNavia®, a new innovative pulse biopsy system for ultrasound-guided tissue sampling, is currently being introduced to the market. The biopsy system is built on a patented pulse technology, based on research at the Karolinska Institutet in Sweden. NeoNavia is evaluated for breast cancer diagnosis at leading clinics in Europe and launches in USA during 2023. NeoDynamic's shares are listed on Nasdaq First North Growth Market Stockholm (ticker: NEOD). The company's Certified Adviser is Redeye AB.

About NeoNavia

NeoNavia is a modern biopsy system with a completely new patented pulse technology intended for ultrasound-guided tissue sampling. Each needle type is driven by the pulse technology providing a more controlled needle insertion and precise placement of the needle in the tumor whilst enabling high-quality tissue samples from both breasts and lymph nodes. The pulse biopsy system NeoNavia is designed to offer clinicians and patients accurate lesion targeting and high tissue yield for correct diagnosis and individualized treatment.

About Karolinska Institute

The Karolinska Institute is consistently ranked amongst the world's best medical schools, ranking 6th worldwide for medicine in 2021. The Nobel Assembly at the Karolinska Institute awards the Nobel Prize in Physiology or Medicine.

For further information, please contact:

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Attachments

[NOTICE OF EXTRAORDINARY GENERAL MEETING IN NEODYNAMICS AB \(PUBL\)](#)