

**The Board of Directors complete proposal for adoption of a warrant-based incentive program for two key persons**

The Board of Directors proposes that the general meeting resolves to adopt a warrant-based incentive program for two key persons in the company through (A) resolution on issue of warrants of series 2022/2025 to the company, and (B) resolution on approval of transfer of warrants of series 2022/2025 from the company to two key persons in the company, in accordance with below.

**Background and objective**

The Board of Directors considers it important that new key persons are given an opportunity to receive remuneration that is related to and dependent on the value growth they contribute to creating, similar to LTIP 2021/2024 that the company's other key persons are subject to. Furthermore, the Board of Directors believes that it is beneficial for the company and the shareholders that the incentive program's participants thus are given a personal and long-term ownership commitment. Such ownership commitment is expected to stimulate increased interest in the company's business and earnings development as a whole, as well as to achieve increased community of interest between the participants and the company's shareholders.

In light of the terms, the size of the allotment and other circumstances, the Board of Directors considers that the proposed warrant program as follows below is reasonable and beneficial for the company and its shareholders.

**A. Issue of warrants**

The Board of Directors proposes that the general meeting resolves on a directed issue of no more than 160,000 warrants of series 2022/2025, meaning the share capital upon full exercise may increase by no more than SEK 4,083.59. The following conditions shall otherwise apply to the resolution.

1. The right to subscribe warrants is, with deviation from the shareholders' preferential rights, given to Re:NewCell AB with the right and obligation to transfer the warrants to two key persons within the company in accordance with the proposal under item B below. The company shall have no right to dispose of the warrants in any other way than as follows from the proposal under item B below. Over-subscription is not allowed.
2. The reason for the deviation from the shareholders' preferential rights is that the warrants shall be used within the framework of the warrant program.
3. The warrants shall be issued free of charge to the company.
4. Subscription of the warrants shall take place within two weeks from the day of the resolution on the issue. The Board of Directors has the right to prolong the subscription period.
5. Each (1) warrant entitles to subscription of one (1) share in the company. Subscription of new shares by support of the warrants may take place during the period commencing on 15 November (however not earlier than the day after the publication of the company's interim report for the period Q3 2025) up to and including the date that falls 30 calendar days thereafter. Under the terms and conditions of the warrants, the period during which the warrants may be exercised may be extended if participants are prevented from exercising their subscription rights due to applicable laws on insider trading or any equivalents.

6. The subscription price for each new share subscribed by support of the warrants shall be determined to an amount equivalent to 160 percent of the volume-weighted average price of the company's share on Nasdaq First North Premier Growth Market during the period from and including 12 October 2022 up to and including 25 October 2022. In connection with subscription of shares exercised through warrants, the part of the subscription price that exceeds the quotient value shall be added to the non-restricted share premium reserve.
7. The newly issued shares following exercise of the warrants shall carry rights to dividends for the first time on the first record date for dividend that takes place after the shares have been registered and recorded in the share register kept by Euroclear Sweden AB.
8. Warrants held by the company and which have not been transferred in accordance with item B below or which have been repurchased from the participants may be canceled by the company following a resolution by the Board of Directors. Cancellation must be reported to the Swedish Companies Registration Office for registration.
9. The complete terms and conditions for the warrants are attached as Appendix A. As set forth in the terms and conditions for the warrants, the subscription price and the number of shares that each warrant entitle to subscription of may be recalculated in certain cases.

#### **B. Approval of transfer of warrants**

The Board of Directors proposes that the general meeting resolves to approve that the company, within the framework of the warrant program, transfers no more than 160,000 warrants of series 2022/2025 to two key persons in the company on the following terms:

1. The warrant program will include no more than the following number of warrants for the following participants (the "**participants**"):
 

<b>Category</b>	<b>Maximum number of options</b>
(i) Incoming CFO (1 person)	80,000 warrants
(ii) Incoming CCO (1 person)	80,000 warrants

Over-allotment is not allowed.

Right to acquire warrants from the company presupposes that the participants by the end of the subscription period have not resigned or been dismissed. Warrants that are not acquired as above or that are repurchased from participants may be offered future new key persons. For such acquisitions, the conditions shall be the same or equivalent to what is stated in this resolution.

Transfers to the participants presupposes that the warrants can be acquired legally and that the Board of Directors assesses that it can be made against reasonable administrative and financial efforts.

2. Notice of acquisition of warrants shall take place during the period from and including 26 October 2022 up to and including 14 November 2022. The Board of Directors shall however have a right to prolong the notice period of acquisition as well as to specify a corresponding notice period for new key persons whose acquisitions take place after

the end of the initial notice period. The company's Board of Directors resolves on the final allotment, in accordance with the principles established by the general meeting.

The reason why persons may be granted warrants at such a time that the time between the allotment and the beginning of the period for subscription of new shares by support of the warrants may be less than three years is that the Board of Directors deems it important that such new employees, for the reasons that apply to the program as a whole, are given an opportunity to take part in the value growth of Re:NewCell's share already at the beginning of the employment. No transfers may, however, take place after the 2023 Annual General Meeting.

3. The warrants shall be transferred on market terms at a price established in accordance with a calculated market value for the warrants by application of Black & Scholes valuation model.

Payment for allotted warrants shall be made in cash no later than ten days after the notice of acquisition.

The warrants shall otherwise be subject to market terms.

4. A prerequisite for being allotted warrants is that the participants have signed a special post-transfer purchase rights agreement on customary terms and conditions set by the Board of Directors. Under the terms of the repurchase agreement, the company, or its designee, has the right to repurchase warrants from the participants under certain conditions, subject to such limitations as may be imposed by law.

#### Dilution

As of the day of the proposal there are 33,943,003 shares in the company. If all warrants that may be issued and transferred are exercised for subscription of shares, the number of shares and votes in the company will increase by no more than 160,000 (subject to possible recalculation of the number of shares according to the terms and conditions of the warrants), corresponding to a dilution of the share capital and votes in the company of approximately 0.47 percent.

#### Preliminary valuation, costs for the company and effect on key ratios

The market value of a warrant of series 2022/2025 is, pursuant to preliminary valuation in accordance with Black & Scholes valuation model, SEK 9.9. The preliminary valuation is based on the assumption that the volume-weighted average price of the company's share on Nasdaq First North Premier Growth Market during the period from and including 12 October 2022 up to and including 25 October 2022 will amount to SEK 90, resulting in a subscription price of SEK 144 per share upon exercise of the warrants, and the assumption of a volatility of 35 percent, a risk-free interest rate of 2.3 percent, a dividend yield of 0 percent and a term of three years. In connection with transfers of warrants to participants, the market value will be established based on updated assumptions and then-known parameters.

As the warrants are to be transferred the key person at an estimated market value, the incentive program is not deemed to entail any costs in addition to certain minor costs for the preparation and administration. Assuming issue and full allotment of the proposed warrants, the proceeds from the transfers of warrants are estimated to exceed the costs of creating the program.

The warrants are expected to have a marginal effect on the company's key ratio earnings per share.

#### Preparation of the proposal

The proposed resolution on adoption of the incentive program and the proposals under item A and B above have been prepared by the Board of Directors and its Remuneration Committee in consultation with external advisors.

#### Other

The Board of Directors, or the person appointed by the Board of Directors, shall have the right to make the minor adjustment to the above resolutions that may prove necessary in connection with registration with the Swedish Companies Registration Office and Euroclear Sweden AB.