

Press Release

29 November 2024 15:00:00 CET

NOTICE OF EXTRA GENERAL MEETING IN 2CUREX AB

The shareholders of 2cureX AB, reg. no. 559128-0077, (the "Company") are hereby invited to the extra general meeting on Wednesday 18 December 2024. The extraordinary general meeting will be held at 11:00 (CET) at the premises of Forvis Mazars, located at Nordenskiöldsgatan 11A, 211 19 Malmö, Sweden.

Notification of participation etc.

Shareholders who wish to attend the extraordinary general meeting must:

- be recorded as shareholders in the share register maintained by Euroclear Sweden AB on December 10 2024, and;
- no later than December 14 2024, have given written notice of their participation by mail to 2cureX AB, c/o Talenom Consulting AB, Lilla Strandgatan, 261 22 Landskrona. Notice can also be done by email to ir@2curex.com. The notification should state name, personal identification number or registration number, address, daytime phone number and when applicable information regarding any representative, proxy and or at most two assistants. If applicable, the notification must include authorization documents such as a certificate of registration or equivalent documents.

Nominee registered shares

In order to be entitled to participate at the meeting, shareholders who has his or her shares registered in the name of a trustee must, through the care of the trustee, have the shares registered in his or her own name, so that he or she is registered in the share register maintained by Euroclear Sweden AB as of the record date on December 10 2024. Such registration may be temporary (so-called voting rights registration). Shareholders who wish to register the shares in their own name must, in accordance with the respective trustee's routines, request that the trustee make such voting rights registration. Voting rights registration that has been requested by shareholders in such time that the registration has been made by the relevant trustee no later than December 14 2024, will be taken into account in the preparation of the share register.

Proxy etc.

Shareholders represented by proxy shall issue a written and dated power of attorney signed by the shareholder. A power of attorney issued by a legal entity shall have a registration certificate attached, or if such certificate does not exist, equivalent documents. The original power of attorney and any registration certificate should, in advance of the general meeting, be sent to the Company at the address above.

Proposed agenda

1. Opening of the meeting and election of chairman of the meeting and appointment of the keeper of the minutes
2. Preparation and approval of voting list
3. Approval of the proposed agenda
4. Election of one person to certify the minutes
5. Determination of whether the general meeting has been duly convened
6. Resolution regarding incentive program 2024/2028 for certain director
7. Election of new Auditor for 2cureX AB
8. Closing of the meeting

Proposed resolutions

Item 1: Opening of the meeting and election of chairman of the meeting and appointment of the keeper of the minutes

The board of directors of the Company proposes that Ole Thastrup is appointed as chairman of the general meeting and keeper of the minutes or, in his absence, the person appointed by him.

Item 2: Preparation and approval of voting list

The voting list proposed for approval by the general meeting is the voting list established by the Company, based on the extra general meeting share register and incoming postal votes, and as verified by the person elected to certify the minutes.

Item 3: Approval of the proposed agenda

The board of directors proposes that the general meeting approves the proposed agenda as above.

Item 4: Election of one person to certify the minutes

The board of directors proposes that Grith Hagel, or if she is prevented, the person she assigns, to verify the minutes of the meeting. The task also includes checking the voting list and that incoming postal votes are correctly reflected in the meeting minutes.

Item 6: Resolution regarding incentive program 2024/2028 for certain director

Background and rationale

The shareholder Grith Hagel proposes that the extra general meeting resolves to implement an incentive program to a director through issuance of warrants ("Incentive program 2024/2028") in accordance with the below.

The purpose of the proposed program and the reason for the deviation from the shareholders' preferential rights, is to offer one director of the board a possibility to take part in a value growth in the Company's share, which is expected to increase the long-term commitment to the Company's operation and earnings development and to raise the motivation and sense of belonging with the Company. The proposer considers that the program may have a positive impact on the Company's continued development to the benefit of the Company and its shareholders.

A description of other incentive programs, the preparation of the proposal, costs for the program and effect on important key figures etc. is presented below.

The shareholder Grith Hagel proposes that the extra general meeting of the Company resolves to issue a maximum of 80,000 warrants, which may result in a maximum increase in the Company's share capital of SEK 8,000. The warrants shall be entitled to subscription of new shares in the Company.

The following terms shall apply to the issuance:

1. The warrants may, with deviation from the shareholders' preferential rights, be subscribed for by the Chairman of the Board Tonni Bülow-Nielsen, who has the right to subscribe for a maximum of 80,000 warrants.
2. The warrants shall be subscribed and paid for no later than on 31 January 2025 on a separate subscription list, with a right for the board to extend the subscription and payment period.
3. The warrants shall be subscribed for at a price equal to the warrant's market value, which shall be calculated according to the Black & Scholes valuation model or other generally accepted valuation model made by an independent appraiser or audit firm.
4. Each warrant entitles to subscription of one (1) new share in the Company during the period from 1 December 2028 up to and including 31 December 2028 or the earlier date set forth in the terms for the warrants.
5. The subscription price shall be determined to an amount equal to 110 percent of the volume weighted average price at Nasdaq First North Growth Market during a period of ten trading days prior to the extra general meeting on 18 December 2024. The calculated subscription price shall be rounded to the nearest SEK 0.01, where SEK 0.005 shall be rounded upwards to SEK 0.01. The subscription price may not amount to less than the quota value of the company's shares.
6. A new share subscribed for by exercise of a warrant has a right to dividends as of the first record day for dividends following registration of the new share issue with the Companies Registration Office and after the share has been registered in the share register maintained by Euroclear Sweden AB.
7. The purpose of the issuance is to within an incentive program offer the new board member a motivational ownership engagement. The purpose is to create a common interest for the Company's shareholders and the new director to work for and aim at the Company achieving the best development possible with respect to its business and value. A long-term ownership engagement is expected to stimulate an increased interest in the business and the development of the results in a whole as well as an increased motivation for the participating director.
8. The complete terms and conditions for the warrants are available at the Company at least two weeks prior to the meeting, including conditions regarding re-calculation, in certain cases, of the subscription price and the number of shares a warrant entitles to.
9. The board of directors or a person nominated by it, shall be authorized to make such minor adjustments as may be required in connection with registration of the resolution with the Swedish Companies Registration Office and, if applicable, Euroclear Sweden AB.

Preparations of the shareholders proposal for incentive program for certain director, costs for the program, other outstanding share based incentive programs, dilution etc.
The proposal for resolution on the implementation of the incentive program and the proposal of resolution according to the above, have been prepared by the shareholder Grith Hagel together with external advisors.

Costs and effects on key figures

As the warrants are subscribed for at fair market value, it is the Company's assessment that there will be no social fees for the Company as a result of the subscriptions. The costs will therefore consist only of minimal costs for the implementation and administration of Incentive program 2024/2028.

It shall be noted that all calculations above are preliminary, based on assumptions and are only intended to provide an illustration of what costs of the Incentive Program 2024/2028 may include. Actual costs may therefore deviate from what has been stated above.

Majority requirements

A resolution in accordance with item 6 requires support by shareholders holding not less than nine tenth of both the shares voted and of the shares represented at the general meeting.

Item 7: Election of new Auditor for 2cureX AB

The board of directors have proposed to elect a new Auditor of 2cureX AB, and are proposing HLB Auditoriet AB, Store Södergatan 25, Lund, Prästallén 8, Kristianstand, Corporate ID 559190-0591 to replace PWC effective on the date of the EGM. Auditor in charge will be Martin Gustafsson, Authorized Public Accountant.

Other

Proxy form, the complete proposals and other documents that shall be available in accordance with the Swedish Companies Act are available at the Company at 2cureX AB, c/o Talenom Consulting AB, Lilla Strandgatan, 261 22 Landskrona, Sweden, and at the Company's website www.2curex.com at least two weeks in advance of the meeting and will be sent to shareholders who request it and provide their e-mail or postal address.

The board of directors and the managing director shall, if any shareholder so requests and the board of directors considers that it can be done without material harm to the Company, provide information at the general meeting on matters that may affect the assessment of an item on the agenda or the Company's financial information. Such duty to provide information applies also to the Company's relation to other group companies, the consolidated accounts and such circumstances regarding subsidiaries as specified in the foregoing sentence. A request for such information shall be received by the Company in writing no later than ten calendar days prior to the meeting, i.e., 10 December 2024 by post to the Company at 2cureX AB, c/o c/o Talenom Consulting AB, Lilla Strandgatan, 261 22 Landskrona, Sweden, or by e-mail to ir@2curex.com. The information will be made available at the Company's website, www.2curex.com and at the head office. The information will also be sent, within the same period of time, to any shareholder who so has requested and who has stated its e-mail or postal address.

Processing of personal data

For information on how personal data is processed in relation the meeting, see the Privacy notice available on Euroclear Sweden AB's website:

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

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Malmö November 2024

2cureX AB

The board of directors

For more information about 2cureX:

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About 2cureX

2cureX is a leader in cancer drug sensitivity testing and has developed the IndiTreat® (Individual Treatment) family of tests. Starting from a sample of the patient's tumor, IndiTreat® creates thousands of 3D replicas (tumoroids) and predicts the tumor response to the different available drugs, providing the physician with valuable information to make the treatment decisions.

The first three IndiTreat® tests are aimed at optimizing treatment decisions in patients with metastatic colorectal cancer (IndiTreat® Start for first line of therapy, IndiTreat® Extend and Explore for third line). Additional tests are under development to cover other stages of colorectal cancer as well as other gastrointestinal cancers.

According to several reports, the total yearly expenditure in cancer-related In Vitro Diagnostic (IVD) tests exceeds 17.5Bn USD worldwide, from which 2.5 Bn USD are tests directly related to therapy decision making, with a CAGR of 12.7%. Despite this, only one third of all cancer treatments are supported by one of these tests. IndiTreat® aims at filling this gap and making Precision Oncology available to all cancer patients.

The company is listed on Nasdaq First North Growth Market in Stockholm (symbol: "2CUREX"). For more information about 2cureX visit www.2cureX.com

Certified Adviser: Redeye AB

This information is information that 2cureX is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact persons set out above, at 2024-11-29 15:00 CET.

Attachments

[NOTICE OF EXTRA GENERAL MEETING IN 2CUREX AB](#)