

Notice of Extraordinary General Meeting of Simris Group AB (publ)

Simris Group AB (publ), reg. no. 556841-9187 (the "Company") will hold an extraordinary general meeting on 20 December 2023 at 10:15. Registration takes place from 09:45. The general meeting will be held at Advokatfirman Delphi's office at Nordenskiöldsgatan 11 A in Malmö.

Right to participate in the meeting

Shareholders who wish to participate in the meeting must: (i) be entered in their own name in the share register maintained by Euroclear Sweden AB on 12 December 2023, and (ii) notify the Company of their participation no later than 14 December 2023.

Nominee-registered shares

Shareholders with nominee-registered shares must temporarily have the shares re-registered in their own name as of the record date of 12 December 2023, and contact should be made with the bank/nominee well in advance. The nominee has the option to make such voting rights registration retroactively, however no later than 14 December 2023 in order for it to be taken into account when preparing the share register.

Notification

Notification of attendance at the meeting can be made in writing to Simris Group AB, Herrestadsvägen 24A, 276 50 Hammenhög or by e-mail to ir@simris.com.

When submitting a notification of attendance please state name, personal identity number /corporate identity number, address, telephone number, number of shares and number of advisors.

Shareholders who are represented by proxy are asked to send a written and dated power of attorney to the Company together with the notification. The power of attorney may be valid for a maximum of five years from issuance. The person representing a legal person must be able to show a certificate of registration or an equivalent document of authority that indicates the authorised signatory. The power of attorney (original), certificate of registration or equivalent authorisation documents, which have not been sent to the Company in connection with the notification, must be brought to the meeting. A proxy form is available on the Company's website (www.simrisgroup.com).

Proposal for the agenda

1. Opening of the meeting
2. Election of chairman of the meeting
3. Preparation and approval of a voting list
4. Approval of the agenda
5. Election of one or two persons to verify the minutes
6. Determination as to whether the general meeting has been duly convened
7. Resolution on directed share issue in accordance with Chapter 16 of the Companies Act
8. Closing of the meeting

Item 2

The nomination committee proposes that the lawyer Micael Karlsson shall be appointed chairman of the meeting.

Item 7

The board of directors proposes that the general meeting resolves to carry out a directed issue of 5,170,014 new class B shares in the Company, entailing an increase in the share capital of SEK 449,146,672,941. The resolution shall otherwise be governed by the following terms and conditions.

1. The right to subscribe for the new shares shall vest in Heike Enke and Dan Enke. The reason for the deviation from the shareholders' preferential rights is that the Company is obliged to issue shares to the subscribers in accordance with the transfer agreement entered into in connection with the acquisition of the Simris subsidiary Simris Biologics GmbH (formerly Cyano Biotech) on 25 August 2022. In accordance with the agreement the subscribers have the right to receive shares in the Company through a second instalment of payment and through a quarterly sales revenue compensation clause in accordance with the transfer agreement.
2. The subscription price shall be SEK 0.298817135 per share. The basis for the subscription price is the market value of the shares which has been determined through negotiations at arm's length with the investors in connection with the entering of the transfer agreement. Payment shall be made by set-off of claims.
3. The share premium shall be transferred to the unrestricted premium reserve.
4. Subscription through payment for the newly issued shares shall take place within three weeks of the date of the resolution to issue new shares.
5. The board of directors shall be entitled to extend the subscription period and the payment period.
6. The new shares shall entitle to dividends for the first time on the record date that occurs immediately after the new shares have been registered with the Swedish Companies Registration Office and been entered into the share ledger kept by Euroclear Sweden AB.
7. The board of directors or a person appointed by the board of directors shall be authorised to make any minor adjustments required to register the resolution with the Swedish Companies Registration Office or Euroclear Sweden AB.

A valid resolution requires that the resolution has been supported by shareholders representing nine tenths (9/10) of both the votes cast and the shares represented at the meeting.

Information at the meeting

The board of directors and the CEO 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 regarding circumstances that may affect the assessment of an item on the agenda.

Documents available

All documents that shall be made available to shareholders at the general meeting in accordance with the Swedish Companies Act will be made available to shareholders at the Company's premises in Hammenhög and on its website, www.simrisgroup.com/investerare, no later than two weeks before the meeting. The documents will be sent by post to shareholders who request it and state their address. The documents will also be available at the meeting.

Processing of personal data

For information on how your personal data is processed, please see the privacy policy available on Euroclear's website: www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf.

Hammenhög in December 2023
Simris Group AB
The board of directors

Contact Details:

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About Simris Group AB (PUBL):

Simris Group is a biologics company identifying high value, natural, biologically active compounds found in microalgae and cyanobacteria to extract for applications in skincare, nutrition, and biopharmaceuticals. The company sustainably grows microalgae and cyanobacteria at industrial scale within its photobioreactor facility whereby conditions are optimized for production of these high-value compounds.

Simris Group's shares are traded on the Nasdaq First North Growth Market with the short name SIMRIS and ISIN code SE0008091664.

Certified Adviser is Amudova AB, telephone: 08-546 017 58, email: info@amudova.se.

Attachments

[Notice of Extraordinary General Meeting of Simris Group AB \(publ\)](#)