

NOTICE OF ANNUAL GENERAL MEETING IN CELLAVISION AB (PUBL)

The shareholders of CellaVision AB (publ) reg. no. 556500-0998 (the "Company") are hereby given notice of the Annual General Meeting (the "AGM") on 5 May 2023 at 15.00 CEST in CellaVision's premises at Mobilvägen 12 in Lund. Voting registration starts at 14.30 CEST and continues until the opening of the AGM.

NOTE: This is an unofficial translation of the original Swedish notice. In case of discrepancies, the Swedish version shall prevail.

Right to participate

Shareholders who wish to participate in the AGM shall be registered in the Company's share register maintained by Euroclear Sweden AB no later than on 26 April 2023 and shall have notified the Company of their intention to participate at the AGM no later than on 28 April 2023. Notice to participate shall be given in writing by post to CellaVision AB (publ), c/o Fredersen Advokatbyrå, Birger Jarlsgatan 8, 114 34 Stockholm or by e-mail to cellavision@fredersen.se. The notice shall contain the shareholder's name, personal identity number or registration number and telephone number and, where applicable, the number of advisors (maximum two).

Shareholders whose shares are registered in the name of a nominee/custodian must register their shares in their own names to be entitled to participate in the AGM. Such registration, which may be temporary, must be executed no later than on 28 April 2023 and shareholders should, therefore, instruct their nominees well in advance thereof.

Proxy

If a shareholder wishes to be represented by proxy, a power of attorney shall be issued to the proxy. The power of attorney is to be in writing, dated and duly signed by the shareholder. If the shareholder is a legal entity, a certificate of incorporation or a corresponding document shall be included with the notification. The power of attorney in original as well as certificate of incorporation and other documents of authority should preferably be provided to the Company to the address mentioned above no later than 28 April 2023. If the power of attorney and other documents of authority have not been provided in advance, these documents must be presented at the AGM. Power of attorney forms are available at the Company and on the Company's website, www.cellavision.com, and will be sent upon request to any shareholder who states their postal address.

Proposal of agenda

1. Opening of the meeting
2. Election of Chairman of the meeting
3. Preparation and approval of the voting register
4. Approval of the agenda
5. Election of one or two persons to attest the minutes
6. Determination as to whether the AGM has been duly convened
7. Statement by the Company's CEO
8. Presentation of the annual report and the auditor's report as well as the group accounts and the auditor's report for the group
9. Resolution on adoption of the profit and loss account and the balance sheet as well as of the consolidated profit and loss account and the consolidated balance sheet

10. Resolution on allocation of the Company's profit according to the consolidated balance sheet
11. Resolution on discharge from liability for the Board members and the CEO
12. Resolution as to the number of Board members and Auditors
13. Resolution on the remuneration to the Board of Directors and Auditor
14. Election of Board members

The Nomination committee's proposed Board members:

- 1) Mikael Worning (re-election)
- 2) Christer Fåhraeus (re-election)
- 3) Stefan Wolf (re-election)
- 4) Ann-Charlotte Jarleryd (re-election)
- 5) Louise Armstrong-Denby (new election)
15. Election of Chairman of the Board

Mikael Worning (re-election)

16. Election of Auditor
17. Resolution regarding principles for appointment of Nomination committee
18. Resolution on approval of remuneration report
19. Resolution on guidelines for remuneration to the senior management
20. Closing of the meeting

The Board of Director's resolution proposals

Resolution on allocation of the Company's profit according to the consolidated balance sheet (item 10)

The Board of Directors proposes a dividend for the financial year 2022 of SEK 2.25 per share. 9 May 2023 is proposed as record date for the dividend. If the AGM resolves in accordance with this proposal, the dividend is expected to be distributed by Euroclear Sweden AB on 12 May 2023.

Resolution on approval of remuneration report (item 18)

The Board of Directors proposes that the AGM resolves to approve the Board of Directors' report on remuneration pursuant to Chapter 8, Section 53 a of the Swedish Companies Act.

Resolution on guidelines for remuneration to the senior management (item 19)

The board of directors proposes guidelines for remuneration for CellaVision's senior management with the following content, to be applicable until substantial changes in the guidelines are required. However, the guidelines shall be applicable until the annual general meeting 2027 at the latest. The proposed guidelines do not have any major effects on the remuneration structure.

The guidelines comprise salary and other remuneration to the senior management of CellaVision. The members of the board of directors are in some cases included in these guidelines, see the section below. The guidelines shall be applied to contracted remunerations, and to changes that are made to already contracted remunerations, after the guidelines have been adopted by the annual general meeting 2023.

The guidelines govern resolutions on remunerations that are taken by the board of directors or the board of directors' remuneration committee related to the senior management. The guidelines do not comprise remunerations which are determined by the general meeting, for example share-related incentive programs or compensation to the board members for their work in the board of directors. Potential remuneration for services, which are within the respective area of competence of a board member and which does not constitute board work, shall in special cases be compensated. Such services (including services that are performed by a wholly owned company of a member of the board of directors) can be compensated on a market price basis, provided that the

services contribute to the realization of CellaVision's market strategy and CellaVision's long-term interests, including its sustainability. Such potential remuneration to a board member falls within the scope of these guidelines.

Variable remuneration for senior management shall be able to be paid on the basis of participation from time to time decided long-term incentive programs. Such programs can be cash-based, share-related or share price-related. New share-related or share price-related programs are decided upon, where appropriate, by the general meeting and is therefore not included in these guidelines.

The guideline's promotion of CellaVision's business strategy, long-term interests and sustainability

CellaVision's vision is global digitalization and automatization of blood analyses of both the human and veterinary segment. To achieve this, CellaVision employs a strategy based on six initiatives – geographical expansion, expansion to new market segments, innovations, development of partnerships, improved supply chain and business development – to create opportunities for continued growth at the same rate as the financial targets. CellaVision's business idea is to offer products within sample preparations, which primarily consists of consumables, as well as digital solutions for medicinal microscoping which replaces microscopes with analysis instruments based on digital image analysis, artificial intelligence and IT. CellaVision's solutions contributes to improved diagnostics whilst lowering costs and enhancing work flow. CellaVision's vision, strategy and targets are available in more detail at the company's website www.cellavision.com

A successful implementation of CellaVision's business strategy presumes that CellaVision can recruit and retain proficient employees with the right competence. In order to achieve this, it is required that CellaVision can offer a market conformant total compensation which is made possible by the guidelines. The part of the total compensation which pertains to variable remuneration shall strive to promote CellaVision's business strategy and long-term interests, including sustainability.

Forms of remuneration

CellaVision shall offer a market-conforming total compensation. Remuneration shall consist of salary, benefits in kind, variable remuneration and pension. Together, salary plus variable remuneration constitutes the target compensation of the employee. In addition, and notwithstanding these guidelines, the general meeting is able to make resolutions on for example share-related remunerations.

Fixed salary

Fixed salary shall take into account the individual's areas of responsibility and experience. The salary shall be revised yearly. The distribution between salary and variable remuneration shall be in proportion to the responsibility and authority of the person holding the position. No separate board fee is payable to a member of management holding a position as member or alternate in a group company board of directors.

Variable remuneration

Potential variable remuneration to the members of the senior management shall always be limited to a maximum amount which for a period of one year may not exceed 75 percent of each individual's fixed salary or equivalent for one year. The remuneration shall be linked to pre-determined and measurable criterions with the purpose to promote the company's long-term value-adding, business strategy and long-term interests, including sustainability. The ratio between salary and variable remuneration shall be in proportion to the responsibility and authority of the person holding the position. Variable remuneration shall be based on the fulfilment of individual targets, which are determined by the board of directors by proposal from the remuneration committee. Such targets

shall for the CEO be linked to the company's general targets including earnings, turnover and/or cash flow. For other members of the senior management, the variable remuneration shall be based on equivalent targets and targets within its own area of responsibility. The period of measurement for the criteria linked to variable remuneration shall be one year.

When the period of measurement for fulfilment of criterion pertaining to payment of variable remuneration has ended, the extent of the fulfilment of the criteria shall be evaluated. During the evaluation, the remuneration committee, or, if applicable, the board of directors, can adjust the targets and/or the remuneration for both negative and positive extraordinary events, reorganizations and structural changes.

Short-term bonus program

CellaVision's senior management have the right to a certain bonus, given that some goals pertaining to operating profit and turnover as well as certain individual target are fulfilled during the fiscal year. The targets are set by the board of directors. The bonus for the senior management pertaining to 2023 is calculated, given an unchanged salary and an unchanged number of participants from the senior management, to cost at the most 2.7 MSEK per year (excluding social security contributions). The number of members of the senior management and the salary level for these members can be revised and such a revision can entail increased costs for the company. The costs for potential future bonus programs will be calculated based on the same principles as the bonus program for 2023.

Long-term cash-based incentive program

The board of directors intends to continue with a long-term cash-based incentive program for CellaVision's senior management as set out below. The outcome of a yearly program is dependent on progress of the average yearly growth of the company's profit per share. Maximum remuneration is payable if the annual average growth of the company's profit per share during a period of three years, starting the 1 January of year one and ending the 31 December of year three (for example: from the 1 January 2023 to the 31 December 2025), is at least 17 percent. For a maximum outcome, the company's costs for the incentive program which runs from the 1 January 2023 to the 31 December 2025 will amount to 4.2 MSEK (excluding social security contributions), based on an unchanged salary level and on participation of seven members of senior management in the incentive program. The number of members of the senior management and the salary level for these members can be revised and such a revision can entail increased costs for the company. The costs for potential future incentive programs will be calculated based on the same principle as the incentive program that runs from the 1 January 2023 to 31 December 2025. To take part of the outcome from the incentive program the member of senior management must be employed by the company on the 31 December of the third year. The potential payment for the incentive program will be paid out during the fourth year (for example: if the incentive program runs from and including 1 January 2023 to and including 31 December 2025, the potential payment will be made during 2026).

Pension and other benefits

Pension conditions must be commercial in relation to market conditions applicable to others holding equivalent positions and must be based on defined contribution plan solutions. The retirement age is to be 65 years. For all members of the senior management the pension benefits can amount to at most 30 percent of the yearly fixed salary.

Other benefits must be commercial in relation to market conditions applicable to others holding equivalent positions. Such benefits can in total amount to at the most ten (10) percent of the yearly fixed salary.

As to employment conditions which are subject to other rules than Swedish rules, such as pension benefits and other benefits, necessary adjustments can be made to follow mandatory rules or local practice, whereby these guidelines general purpose shall be met.

Conditions at cessation of employment

Severance pay for a member of the senior management can be payable in an amount equivalent to a maximum of twelve months' salary. The total of the fixed salary during the period of notice and severance pay may not exceed an amount equivalent to two years' fixed salary for the member of the senior management. For notice of termination of a member of the senior management the company shall observe a notice period of three – twelve months and the employee a notice period of three – six months.

Consideration of salary and terms of employment for employees

At the preparation of the board of directors' proposal of these guidelines, salary and terms of employment for CellaVision's employees have been considered. Information regarding the employees' total compensation, compensation components and the compensation increase and the rate of increase over time have been a part of the remuneration committee's and the board's evaluation of the fairness of these guidelines and the limitations which follows these guidelines.

The decision-making process for adopting, reviewing and implementing the guidelines

The board of directors has established a remuneration committee. The committee's tasks include to prepare the board's decisions of proposals for guidelines for remuneration to senior management and remuneration and other terms of employment for this group. The board shall establish a proposal for new guidelines at least every fourth year and present the proposal for decision at a general meeting.

The guidelines shall be valid until new guidelines are adopted by the general meeting. The remuneration committee shall also monitor and evaluate ongoing and during the year concluded programs for variable remuneration for the senior management, application of guidelines for compensation of members of the senior management and applicable compensation structures and compensation levels at CellaVision. The remuneration committee's members are independent in relation to CellaVision and the senior management. Neither the CEO nor any other member of the senior management partake in the board's handling of and decisions in remuneration related questions, to the extent they are subject to the matters at hand.

Departure from the guidelines

The board of directors may decide to temporarily depart from the guidelines entirely or partly if in a specific case there are special reasons for a departure and it is necessary for CellaVision's long-term interests, including its sustainability or to safeguard CellaVision's economic soundness. As described above it is included in the remuneration committee's tasks to prepare the board's resolutions in questions related to remuneration, which includes resolutions on departure from the guidelines.

An example on a departure is when more variable remuneration shall be payable at extraordinary circumstances, if such arrangements are made on a personal level and either for the purpose of recruiting or keeping members of the senior management or as remuneration for extraordinary efforts not included in the member's ordinary work tasks. Such remuneration may not exceed an amount corresponding to 100 percent of the yearly fixed salary and may not be paid more than once a year per person.

Potential significant changes in the guidelines and shareholders' views

The proposal for these guidelines does not result in any major material changes in relation to the company's current guidelines for remuneration, which were established at the annual general meeting 2020. In connection with the establishment of the company's guidelines no issues were raised by the shareholders.

Information on resolved remuneration that has not fallen due to payment and on departures from the guidelines for remuneration which were resolved upon by the annual general meeting 2020

The annual general meeting 2020 resolved on guidelines for remuneration and on other terms of employment for members of the senior management for the period up until the annual general meeting 2024 at the latest. The guidelines resolved on at the annual general meeting 2020 correspond in all essential respects with the now proposed guidelines, with the change that this proposal contains changed criteria for maximum outcome in the board's long-term cash-based incentive program for CellaVision's senior management. The guidelines which were adopted by the annual general meeting 2020 have been followed and all previously decided remunerations which have not yet been paid out is within the framework of these guidelines.

The Nomination committee's resolution proposals

Election of Chairman of the meeting, Board members, Chairman of the Board and Auditor, resolution on remuneration to the Board and the Auditor and resolution regarding principles for appointment of the Nomination committee (items 2, 12 - 17)

The Nomination committee, with the Chairman of the Board Mikael Worning (convening and adjunct), Christer Fåhraeus, (appointed by Christer Fåhraeus and companies), Nicklas Hansen (appointed by William Demant Invest A/S), Anette Andersson (appointed by SEB Investment funds) and Emil Hjalmarsson (appointed by Grenlunden CEVI AB), proposes the AGM to resolve:

that Anton Walfridsson at Fredersen Advokatbyrå is elected Chairman of the AGM,

that the Board of Directors shall consist of five Board members and no deputy Board members,

that the number of Auditors shall be one Auditor with no deputy Auditors

that remuneration to the Board shall be SEK 700,000 (previously 700,000) to the Chairman of the Board and SEK 260,000 (previously 260,000) each to the other Board members, however, that no remuneration shall be paid to Board members who are employed by the Company, additional remuneration shall be SEK 100,000 (previously 100,000) to the Chairman of the Board's Audit committee and SEK 50,000 (previously 50,000) to the other members of the Board's Audit committee, and SEK 50,000 (previously 50,000) to the Chairman of the Board's Remuneration committee and SEK 25,000 (previously 25,000) to the other members of the Board's Remuneration committee,

that remuneration to the Auditor shall be in accordance with approved invoicing,

that Mikael Worning, Christer Fåhraeus, Stefan Wolf and Ann-Charlotte Jarleryd are re-elected, and Louise Armstrong-Denby elected as Board members for the time until the end of the next AGM; it is noted that Åsa Hedin has declined re-election,

that Mikael Worning is re-elected as Chairman of the Board of Directors,

that the registered auditing company KPMG AB is re-elected as Auditor for the period until the end of the annual general meeting to be held in 2024. KPMG AB has notified that the authorised auditor Jonas Nihlberg will continue as principal auditor if the AGM resolves in accordance with the proposal, and

that the principles for the appointment of the Nomination committee adopted at the AGM 2020 shall continue to apply for the appointment of the Nomination committee ahead of the AGM to be held in 2024.

Information about board member proposed for new election

Louise Armstrong-Denby

Other assignments and previous experience: Louise Armstrong-Denby is currently Chief Commercial Officer at Visiopharm, a company active in digital pathology. Before Louise joined Visiopharm, she was Chief Sales Officer at Random 42 and Global Sales Director at Andor Technology. She also has many years of experience from PerkinElmer. Louise has an MSc in Advanced Analytical Chemistry and a PhD in Analytical Chemistry.

Independence: Louise Armstrong-Denby is independent in relation to the Company and the Company's management and independent in relation to major shareholders.

For complete information about the proposed members, please refer to the Company's website www.cellavision.com

Further information

At the time of this notice, the total number of shares and votes in CellaVision amounts to 23,851,547. CellaVision AB does not hold any own shares.

The annual report, audit report, proxy forms, and complete underlying documentation in general, will be made available by CellaVision and on CellaVision's website at least three weeks before the AGM. The documents will be sent to shareholders who request it and who provide their postal address.

The shareholders are reminded of their right of information according to Chapter 7 Section 32 of the Swedish Companies Act (Sw: aktiebolagslagen).

Processing of personal data

For information on how your personal data is processed, please see:

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

Lund in March 2023

CellaVision AB (publ)

The Board of Directors

Contact

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About Us

CellaVision is a global medical technology company that develops and sells its own leading systems for routine analysis of blood and other body fluids in health care services. The products replace manual laboratory work, and secure and support effective workflows and skills development within and between hospitals. The company has leading-edge expertise in sample preparation, image analysis, artificial intelligence and automated microscopy. Sales are via global partners with support from the parent company in Lund and by the company's 16 local market support organizations covering more than 40 countries. In 2022, sales were SEK 639 million and the company's growth target is 15% per year over an economic cycle. CellaVision's registered office is in Lund, Sweden. The share is listed on the Nasdaq Stockholm, Mid Cap list. Read more at www.cellavision.com

Attachments

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