

NOTICE OF EXTRAORDINARY GENERAL MEETING IN INSPLORION AB (PUBL)

The shareholders of Insplorion AB (publ), org.nr 556798-8760, (“Insplorion” or the “Company”) are hereby given notice to attend the Extraordinary General Meeting (the “EGM”) on 2 October 2024 at 14:00 CEST at Biotech Center, Arvid Wallgrens backe 20 (floor 7), in Gothenburg. Registration starts at 13:30 CEST.

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

Right to participate

Shareholders that wish to participate in the EGM shall be registered in the share register maintained by Euroclear Sweden AB no later than on 24 September 2024 and shall have notified the Company of their intention to participate at the EGM no later than on 26 September 2024. Notice to participate shall be given in writing by e-mail to bolagsstamma@insplorion.com or by post to Insplorion AB, Arvid Wallgrens Backe 20, SE-413 46 Gothenburg. The notice shall contain the shareholder’s name, address, personal identity number or registration number and telephone number and, where applicable, the number of advisors (maximum two) should be indicated.

Nominee-registered shares

Shareholders whose shares are registered in the name of a nominee/custodian must register the shares in their own name in order to be entitled to participate in the EGM. Such registration, which may be temporary, must be effected no later than 26 September 2024 and shareholders must, 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. Please provide the power of attorney in original as well as certificate of incorporation and other documents of authority to the Company to the address mentioned above well in advance before the EGM. If the power of attorney and other documents of authority have not been provided in advance, these documents must be presented at the EGM. Power of attorney forms are available at the Company and on the Company’s website, www.insplorion.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 meeting has been duly convened

7. Resolution on
 - a) adoption of new Articles of Association
 - b) approval of the Board of Directors' resolution on a new issue of shares and warrants with preferential rights for the shareholders
8. Resolution on authorization for the Board of Directors to issue shares and warrants as part of compensation for guarantee commitments
9. Closing of the meeting

The Board of Directors' proposals

Resolution on a) adoption of new Articles of Association and b) approval of the Board of Directors' resolution on a new issue of shares and warrants with preferential rights for the shareholders (item 7 a)- b))

a) Adoption of new Articles of Association

To enable the new issue of shares and warrants with preferential rights for the shareholders resolved by the Board of Directors in accordance with the agenda item 7 b), the Articles of Association's limits for the share capital and the number of shares need to be adjusted.

The Board of Directors proposes that the EGM resolves to adopt new Articles of Association containing amendments as follows:

The Board of Directors proposes that the limits for the share capital in § 4 of the Articles of Association are amended as follows:

"The share capital shall be not less than SEK 6,750,000 and not more than SEK 27,000,000."

Furthermore, the Board of Directors proposes that the limits for the number of shares in § 5 of the Articles of Association are amended as follows:

"The number of shares shall be not less than 45,000,000 and not more than 180,000,000."

b) Approval of the Board of Directors' resolution on a new issue of shares and warrants with preferential rights for the shareholders

The Board of Directors proposes that the EGM resolves to approve the Board of Directors' resolution on a new issue of units consisting of one (1) share and one (1) warrant of series TO3 with preferential rights for the shareholders. The resolution shall otherwise be subject to the following conditions:

1. The share capital is increased with not more than SEK 6,423,085.341567 through the issue of not more than 42,820,556 shares. Furthermore, not more than 42,820,556 warrants of series TO3 are issued. The Company's share capital may increase by not more than SEK 3,211,542.670784 and the number of shares may increase by not more than 21,410,278 additional shares upon exercise of warrants of series TO3.
2. The subscription price for each unit, and thus per share, shall amount to SEK 0.80. The premium (i.e. the part of the subscription price that exceeds the quotient value of the share) shall be added to the non-restricted share premium reserve. The warrants are issued free of charge.

3. Two (2) warrants of series TO3 entitle to subscription of one (1) new share. The subscription price for the warrant of series TO3 will be set at 70 percent of the volume-weighted average price ("VWAP") paid for the Company's shares on Nasdaq First North Growth Market during the ten (10) preceding trading days up to and including May 5, 2025, however not less than SEK 0.40 and not more than SEK 2.00, and under no circumstances less than the quotient value of the share. The premium (i.e. the part of the subscription price that exceeds the quotient value of the share) shall be added to the non-restricted share premium reserve. The warrants entitle to subscription of shares during the period from and including 7 May, 2025 up to and including 20 May, 2025.
4. Holdings of one (1) existing share in the Company on the record date, 4 October, 2024, shall entitle to nine (9) unit rights. Five (5) unit rights shall entitle to subscription of one (1) unit. One unit consists of one (1) share and one (1) warrant of series TO3.
5. In the event that not all units are subscribed for with the support of unit rights, the Board of Directors shall, within the limits of the maximum amount set out in the issue, resolve on allotment of units to those who have subscribed for units without the support of unit rights. Allotment will be determined on the following grounds:
 - a. Firstly, allotment shall be made to those who have subscribed for units with the support of unit rights, regardless of whether the subscriber was a shareholder on the record date or not, and in the event of oversubscription in relation to the number of unit rights that each has exercised for subscription of units and, to the extent that this cannot be done, by drawing lots.
 - b. Secondly, allotment shall be made to others who have subscribed for units without the support of unit rights, and, in the event that they cannot receive full allocation, in proportion to the number of units each has applied for subscription, and, to the extent that this cannot be done, by drawing lots.
 - c. Thirdly, allotment of units subscribed for without unit rights shall be made to the guarantors in proportion to the size of their guarantee commitments, and to the extent that this cannot be done, by drawing lots.
6. The subscription period shall take place from and including 8 October, 2024 up to and including 22 October, 2024. The Board of Directors has the right to extend the subscription period. This must be done no later than the last day of the subscription period.
7. Subscription of units with the support of unit rights shall be made by payment. Subscription of units without the support of unit rights shall be made on a subscription list, whereby payment shall be made no later than three (3) banking days from the dispatch of the contract note after notification of allotment. The Board of Directors has the right to extend the time for payment.
8. The new shares shall entitle to dividends on the first record date for dividends regarding shares which takes place after they have been registered with the Swedish Companies Registration Office (Sw. Bolagsverket) and Euroclear Sweden AB.
9. The warrants shall, in addition to what is stated in this resolution, be subject to the complete terms and conditions for the warrants.
10. The Board of Directors or the person appointed by the Board of Directors shall be entitled to make such adjustments or amendments to the above resolutions as may prove necessary in connection with their registration and otherwise take the measures required for the implementation of the resolutions.

Resolutions in accordance with items 7 a) and b) shall be adopted as one resolution.

Resolution on authorization for the Board of Directors to issue shares and warrants as part of compensation for guarantee commitments (item 8)

The rights issue under item 7 above has been partly secured by guarantee commitments, provided by investors (the "Guarantors"). For guarantee commitments, compensation is paid whereby compensation for the guarantee is paid with twelve (12) percent of the guaranteed amount in cash compensation or fourteen (14) percent of the guaranteed amount in the form of newly issued units consisting of one (1) share and one (1) warrant of series T03 in the Company.

In order to enable the Company to pay the guarantee compensation in shares and warrants the Board of Directors proposes that the EGM authorizes the Board of Directors to, during the period up to the next AGM and in addition to the authorization resolved on at the AGM 2024, on one or several occasions, resolve on a new issue of shares and warrants. New issues of shares and warrants by virtue of the authorisation may be made with deviation from the shareholders' preferential rights, against payment in cash, through set-off, with capital contributed in kind, or otherwise as per conditions pursuant to Chapter 2, section 5, second paragraph, items 1-3 and 5 of the Swedish Companies Act.

The purpose of the authorization is to enable the Company to pay guarantee compensation to the Guarantors who have fulfilled their guarantee commitments. Should the Board of Directors resolve on an issue of shares and warrants with deviation from the shareholders' pre-emption rights, the reason for this shall be to fulfil the Company's obligation to pay guarantee compensation in accordance with the terms of the guarantee commitment agreements between the Guarantors and the Company.

Majority requirements

Resolutions in accordance with items 7 and 8 above require approval of at least two thirds of the shares represented and votes cast at the EGM.

Further information

As per the date of this notice, the total number of shares and votes in the Company are to 23,789,198. The Company does not hold any of its own shares.

Proxy forms, the Board of Directors' complete proposals and related documents will be made available at the Company's premises and on the Company's website at least two weeks prior to the meeting. The documents will be sent on request to shareholders who provide their postal address.

The shareholders are reminded of their right to request information in accordance with Chapter 7, Section 32 of the Swedish Companies Act.

The Company has its registered office in the municipality of Gothenburg.

Processing of personal data

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

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

Gothenburg, September, 2024

Insplorion AB (publ)

The Board of Directors

Questions are answered by:

Johan Rask, CEO

+46 708 94 60 60, johan.rask@insplorion.com

About Insplorion

Insplorion's vision is to use sensor technology for an accelerated transition to a sustainable future. With its unique sensor platform NanoPlasmonic Sensing (NPS), Insplorion operates within two fields; hydrogen sensors and research instruments. The hydrogen sensors enable safe and efficient deployment of hydrogen infrastructure through its unique benefits in detection speed, selectivity and ability to function in environments where many sensor technologies cannot. Our instruments give scientists around the world real time data within battery research and surface processes in fields like catalysis, material- and life science. Redeye AB is Insplorion's Certified Adviser on Nasdaq First North Growth Market.

Insplorion AB # Arvid Wallgrens backe 20 #413 46 Göteborg # Sweden # 46-(0)31 380 26 95 # www.insplorion.com # info@insplorion.com

Attachments

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