

NOTICE OF EXTRAORDINARY GENERAL MEETING IN NANOLOGICA AB (PUBL)

The shareholders of Nanologica AB (publ), org.nr 556664-5023 (the "Company") are hereby invited to attend the Extraordinary General Meeting to be held on Wednesday, March 4, 2026, at 10.00 a.m. CET at Advokatfirman Lindahl's premises, at Smålandsgatan 16, Stockholm.

Right to participate in the meeting

Shareholders who wish to participate in the Extraordinary General Meeting must:

- be registered in their own name (not nominee-registered) in the share register maintained by Euroclear Sweden AB on Tuesday, February 24, 2026, and
- give notice of their intention to attend so that the notification is received by the Company no later than Thursday 26 February 2026, at the address Forskargatan 20 G, SE-151 36 Södertälje, Sweden, stating "General Meeting" or via info@nanologica.com.

Nominee-registered shares

Shareholders whose shares are registered in the name of a nominee must, in order to exercise their voting rights and participate in the meeting, give notice of attendance at the meeting and temporarily re-register the shares in their own name with Euroclear Sweden (so-called voting rights registration), so that they are entered in the share register maintained by Euroclear Sweden on the record date Tuesday, 24 February 2026. This means that shareholders need to notify their nominee well in advance of this date. Voting rights registration requested by shareholders in such time that the registration has been made by the relevant nominee no later than Thursday 26 February 2026 will be taken into account in the preparation of the share register.

Proxy

Shareholders who intend to attend by proxy must issue a dated power of attorney for proxy. If a power of attorney is issued by a legal entity, a copy of the registration certificate or equivalent for the legal entity must be attached. The validity of a power of attorney may be specified for a maximum of five years from the date of issue. The original power of attorney and any certificate of registration should be sent to the Company well in advance of the Extraordinary General Meeting at the above address. The Company provides proxy forms upon request and this will also be available on the Company's website, www.nanologica.com.

Number of shares and votes

At the time of issuance of this notice, there are a total of 88,369,820 shares in the Company. The total number of votes amounts to 88,369,820. The company does not hold any own shares.

Proposed agenda

1. Opening of the Meeting and election of Chairman of the Meeting
2. Preparation and approval of the voting list
3. Election of one or two persons to verify the minutes
4. Determination of whether the meeting has been duly convened
5. Approval of the agenda
6. Resolution on adoption of new Articles of Association
7. Resolution on approval of the Board of Directors' resolution on a new issue of shares with deviation from the shareholders' preferential rights (set-off issue)
8. Resolution on approval of the Board of Directors' resolution on a new issue of shares with deviation from the shareholders' preferential rights (directed issue)
9. Resolution on approval of the Board of Directors' resolution on a new issue of shares with preferential rights for existing shareholders
10. Resolution on authorization for the Board of Directors to resolve on new issues of shares to underwriters
11. Resolution on the number of Board members
12. Resolution on election of Board members
13. Resolution on fees to the Board of Directors
14. Closing of the meeting

Proposal for decisions*Item 6 – Resolution on adoption of new Articles of Association*

The Board of Directors proposes that the Extraordinary General Meeting resolves to amend the Articles of Association, whereby the limits of the Articles of Association for share capital (item § 4) and number of shares (item § 5) are amended (other parts are proposed to apply unchanged):

Current wording	Proposed wording
§ 4 Share capital	§ 4 Share capital
The share capital shall amount to a minimum of SEK 3,000,000 and a maximum of SEK 12,000,000.	The share capital shall amount to a minimum of SEK 14,025,000 and a maximum of SEK 56,100,000.
§ 5 Number of shares	§ 5 Number of shares
The number of shares shall be not less than 30,000,000 and not more than 120,000,000.	The number of shares shall be not less than 275,000,000 and not more than 1,100,000,000.

The resolution on the adoption of new Articles of Association is subject to and is conditional upon the Extraordinary General Meeting resolving to approve the Board of Directors' resolution on the rights issue in accordance with item 9 on the agenda for the Extraordinary General Meeting.

The CEO, or a person appointed by the Board of Directors, shall have the right to make such minor adjustments as may be necessary in connection with the registration of the resolution with the Swedish Companies Registration Office.

Majority requirements

A valid resolution in accordance with the proposal requires that the resolution is supported by shareholders representing at least two-thirds of both the votes cast and the shares represented at the meeting.

Item 7 – Resolution on approval of the Board of Directors' resolution on a new issue of shares with deviation from the shareholders' preferential rights (set-off issue)

On 30 January 2026, the Board of Directors resolved below (in italics), subject to the subsequent approval of the Extraordinary General Meeting, to issue new shares with deviation from existing shareholders' preferential rights. The Board of Directors proposes that the Extraordinary General Meeting resolves to approve the Board of Directors' resolution.

*The Board of Directors of Nanologica AB (publ), reg. no. 556664-5023 (the "**Company**") resolves, subject to the subsequent approval of the Extraordinary General Meeting, to increase the Company's share capital by a maximum of SEK 1,094,143 through a new issue of not more than 21,453,780 shares in accordance with the following terms and conditions:*

- 1. The right to subscribe for new shares shall, with deviation from the shareholders' preferential rights, be granted to Ardena Sweden AB, org.nr 556565-7094 ("Ardena").*
- 2. The reason for the deviation from the shareholders' preferential rights is to fulfill the Company's obligations under the share purchase agreement that the Company has entered into with Ardena regarding the acquisition of all shares in Ardena Södertälje AB, org.nr 556266-7161. According to the terms and conditions of the share purchase agreement, the purchase price shall be paid by a promissory note which is offset against newly issued shares in the Company. The Board of Directors assesses that the directed share issue is to the benefit of both the Company and the shareholders.*
- 3. Subscription of shares shall be made by subscription to the subscription list no later than 6 March 2026. The Board of Directors shall have the right to extend the subscription period.*
- 4. The new shares will be issued at a price of SEK 0.40 per share. The subscription price corresponds to the price at which shares are issued in accordance with the Board of Directors' resolution on 30 January 2026 on a rights issue of shares, which follows from the terms and conditions of the share purchase agreement. The share purchase agreement and the terms of the share issue have been negotiated with Ardena at arm's length, and the Board of Directors' assessment is that the subscription price is in line with market conditions and reflects current demand and market conditions.*
- 5. Payment for subscribed shares shall be made by set-off against the subscriber's claims against the Company in connection with subscription.*
- 6. The resolution on the issue requires amendment of the Articles of Association.*
- 7. The part of the subscription price that exceeds the quota value of the shares shall be added to the unrestricted share premium reserve.*
- 8. The new shares entitle to dividends for the first time on the record date for dividend that occurs immediately after the new share issue has been registered with the Swedish Companies Registration Office and the shares have been entered in the share register of Euroclear Sweden AB.*

9. *The CEO, or a person appointed by the Board of Directors, shall be entitled to make such minor adjustments as may be necessary in connection with the registration of the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB.*

The resolution to approve the Board of Directors' resolution on a new issue of shares requires and is conditional upon the Extraordinary General Meeting resolving on the adoption of new Articles of Association under item 6 on the agenda for the Extraordinary General Meeting.

Majority requirements

A valid resolution in accordance with the proposal requires that the resolution is supported by shareholders representing at least two-thirds of both the votes cast and the shares represented at the meeting.

Item 8 – Resolution on approval of the Board of Directors' resolution on a new issue of shares with deviation from the shareholders' preferential rights (directed share issue)

On 30 January 2026, the Board of Directors resolved below (in italics), subject to the subsequent approval of the Extraordinary General Meeting, to issue new shares with deviation from existing shareholders' preferential rights. The Board of Directors proposes that the Extraordinary General Meeting resolves to approve the Board of Directors' resolution.

The Board of Directors of Nanologica AB (publ), reg. no. 556664-5023 (the "Company") resolves, subject to the subsequent approval of the Extraordinary General Meeting, to increase the Company's share capital by a maximum of SEK 650,250 through a new issue of not more than 12,750,000 shares in accordance with the following terms and conditions:

- 1. The right to subscribe for new shares shall, with deviation from the shareholders' preferential rights, be granted to a limited group of pre-announced investors.*

The purpose of the directed share issue and the reasons for the deviation from the shareholders' preferential rights are as follows: The Board of Directors deems it necessary to carry out financing in a time and cost-effective manner in order to quickly meet the Company's liquidity needs and ensure continued financing of the Company's operations. The Board of Directors has carefully considered the possibility of raising additional capital without deviating from the shareholders' preferential rights. After an overall assessment, the Board of Directors believes that the best alternative for the Company and all shareholders is a combination of a smaller directed issue and a rights issue carried out on the same terms. In this assessment, the Board of Directors has taken particular account of the need for rapid financing and the challenging conditions that currently prevail for smaller listed companies to raise capital. The Board of Directors has taken into account that a rights issue takes longer to complete compared to a directed share issue. The directed share issue can be carried out in order to provide the Company with capital in a time-efficient manner to meet the Company's immediate liquidity needs. By combining the directed share issue with a rights issue, existing shareholders are given the opportunity to defend their ownership and subscribe for shares on the same terms as the external investors participating in the directed share issue.

The company's CEO Andreas Bhagwani participates in the directed share issue through his wholly-owned company Vega Bianca AB with an amount corresponding to his pro-rata share in the rights issue. He will therefore not subscribe for shares with preferential rights in the rights issue. By Andreas Bhagwani instead participating in the directed share issue, the Company can receive the issue proceeds before the rights issue has been completed, which is deemed necessary to strengthen the Company's liquidity. The directed share issue is also carried out on the same terms as the rights issue and does not mean that Andreas Bhagwani may subscribe for shares on more favorable terms compared to other shareholders. Furthermore, the directed share issue enables a greater scope for subscription without preferential rights in the subsequent rights issue, which gives both existing shareholders who wish to subscribe in addition to their pro rata share and those who wish to subscribe for shares without preferential rights an increased opportunity to participate in the capital raising on the same terms as other subscribers. In addition, the Board of Directors believes that it is strategically valuable for the Company to be able to broaden the ownership group with an external investor through the directed share issue. The addition of a new investor may contribute to access to additional networks and expertise that may be beneficial for the Company's continued development.

The subscription price in the directed share issue corresponds to the subscription price in the rights issue and has been determined through negotiations with the external investors participating in the directed share issue. The Board of Directors has also taken into account the current market situation and the dialogues conducted with investors and potential guarantors within the framework of the rights issue. The Board of Directors assesses that the subscription price is in line with market conditions and reflects current market conditions and demand.

After an overall assessment and careful consideration, the Board of Directors believes that it is justified and in the interest of the Company and its shareholders to deviate from the main rule regarding the shareholders' preferential rights for the purpose of carrying out the directed share issue, and that the terms of the directed share issue, including the subscription price, are in line with market conditions.

- 1. Subscription of shares shall be made by subscription to the subscription list no later than 6 March 2026. The Board of Directors shall have the right to extend the subscription period.*
- 2. The new shares will be issued at a price of SEK 0.40 per share.*
- 3. The subscription price corresponds to the price at which shares are issued in accordance with the Board of Directors' resolution on 30 January 2026 on a rights issue of shares. The price has been determined through negotiations with underwriters in the rights issue. The Board of Directors' assessment is that the subscription price is in line with market conditions and reflects current demand and market conditions.*
- 4. Payment for subscribed shares shall be made no later than 10 March 2026 by cash payment. The Board of Directors shall have the right to extend the payment period.*
- 5. The resolution on the issue requires amendment of the Articles of Association.*
- 6. The part of the subscription price that exceeds the quota value of the shares shall be added to the unrestricted share premium reserve.*
- 7. The new shares entitle to dividends for the first time on the record date for dividend that occurs immediately after the new share issue has been registered with the Swedish Companies Registration Office and the shares have been entered in the share register of Euroclear Sweden AB.*

8. *The CEO, or a person appointed by the Board of Directors, shall be entitled to make such minor adjustments as may be necessary in connection with the registration of the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB.*

The resolution to approve the Board of Directors' resolution on a new issue of shares requires and is conditional upon the Extraordinary General Meeting resolving on the adoption of new Articles of Association under item 6 on the agenda for the Extraordinary General Meeting.

Majority requirements

A valid resolution in accordance with the proposal requires that the resolution is supported by shareholders holding at least nine-tenths of both the votes cast and the shares represented at the meeting.

Item 9 – Resolution on approval of the Board of Directors' resolution on a new issue of shares with preferential rights for existing shareholders

On 30 January 2026, the Board of Directors resolved below (italicized), subject to the subsequent approval of the Extraordinary General Meeting, to issue new shares with preferential rights for existing shareholders (the "**Rights Issue**"). The Board of Directors proposes that the Extraordinary General Meeting resolves to approve the Board of Directors' resolution.

*The Board of Directors of Nanologica AB (publ), reg. no. 556664-5023 (the "**Company**") resolves, subject to the subsequent approval of the Extraordinary General Meeting, to increase the Company's share capital by a maximum of SEK 10,516,008.55 through a new issue of not more than 206,196,246 shares in accordance with the following terms and conditions:*

1. *The right to subscribe for new shares shall be granted with preferential rights to those who are registered as shareholders in the Company on the record date for the rights issue. One (1) existing share entitles to one (1) subscription right and three (3) subscription rights entitle to subscribe for seven (7) new shares.*
2. *The Company's shareholders shall have preferential rights to subscribe for shares in proportion to the number of shares they own in accordance with what is stated above. The Company's Board of Directors shall resolve on allotment of shares in accordance with the following order: (i) firstly, allotment shall be made to those who have subscribed for shares with subscription rights, regardless of whether they were shareholders on the record date or not; (ii) secondly, allotment shall be made to those who have subscribed for shares without subscription rights and, in the event that allotment to these cannot be made in full, allotment shall be made pro rata in relation to the total number of shares that the subscriber has applied for subscription for; (iii) thirdly, allotment shall be made to Flerie Invest AB in its capacity as underwriter in respect of shares subscribed for in accordance with Flerie Invest AB's underwriting undertaking; and (iv) fourthly, to other underwriters in relation to shares subscribed for in accordance with underwriting commitments. To the extent that allotment cannot be made pro rata, allotment shall be made by drawing lots.*
3. *The record date for participation in the rights issue shall be 9 March 2026.*
4. *The new shares will be issued at a price of SEK 0.40 per share. Payment for subscribed shares shall be made by cash payment or by set-off against the subscriber's claims against the Company.*

5. *Subscription of new shares by exercise of subscription rights shall take place during the period from and including 11 March 2026 up to and including 25 March 2026 (i) in the case of cash payment; by cash payment, or (ii) in the event of simultaneous set-off of claims against the Company; on the subscription list. Subscription of new shares without subscription rights shall take place during the same period on a separate subscription list. Payment for new shares subscribed for without subscription rights shall be made in cash or by set-off no later than five (5) banking days after the notification of allotment has been sent. The Board of Directors shall have the right to extend the subscription and payment period.*
6. *The resolution on the issue requires amendment of the Articles of Association.*
7. *The part of the subscription price that exceeds the quota value of the shares shall be added to the unrestricted share premium reserve.*
8. *The new shares entitle to dividends for the first time on the record date for dividend that occurs immediately after the new share issue has been registered with the Swedish Companies Registration Office and the shares have been entered in the share register at Euroclear Sweden AB.*
9. *The CEO, or a person appointed by the Board of Directors, shall be entitled to make such minor adjustments as may be necessary in connection with the registration of the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB.*

The resolution to approve the Board of Directors' resolution to issue new shares is subject to and is conditional upon the Extraordinary General Meeting resolving to adopt new Articles of Association under item 6 on the agenda of the Extraordinary General Meeting.

Item 10 – Resolution on authorization for the Board of Directors to resolve on new issues of shares to underwriters

In order to enable the issue of shares as underwriting compensation to those who have entered into underwriting commitments (the "**Underwriters**") to secure the Rights Issue, the Board of Directors proposes that the Extraordinary General Meeting resolves to authorize the Board of Directors to, for the period until the end of the next Annual General Meeting, on one or more occasions, with deviation from the shareholders' preferential rights and with or without conditions of set-off or other conditions, resolve on the issue of shares to the Underwriters.

Upon exercise of the authorization, the terms and conditions for shares shall be the same as in the Rights Issue.

The purpose of the authorization and the reason for the deviation from the shareholders' preferential rights is to be able to carry out an issue of shares as underwriting compensation to the Underwriters. The number of shares that may be issued pursuant to the authorization may in total amount to a maximum of the total number of shares corresponding to the agreed underwriting fee that the Company is required to pay to the Underwriters. The terms of the underwriting commitments have been negotiated between the Company and the Underwriters at arm's length and taking into account prevailing market conditions. The Board of Directors is of the opinion that the terms and conditions of the underwriting commitments and the underwriting remuneration reflect market conditions. On an overall assessment and after careful consideration, the Board of Directors considers that it is justified and in the interest of the Company and the shareholders to deviate from the main rule regarding the shareholders' preferential rights and that the terms of a possible issue to the Underwriters, including the subscription price under this authorization, are in line with market conditions.

The resolution to authorize the Board of Directors to issue shares to Underwriters is subject to and is conditional upon the Extraordinary General Meeting resolving to approve the Board of Directors' resolution on the Rights Issue in accordance with the Board of Directors' proposal in item 9 on the agenda for the Extraordinary General Meeting.

The Board of Directors, the CEO or a person appointed by the Board of Directors or the CEO is authorized to make such minor adjustments to the resolution as may prove necessary in connection with registration with the Swedish Companies Registration Office.

Majority requirements

A valid resolution in accordance with the proposal requires that the resolution is supported by shareholders representing at least two-thirds of both the votes cast and the shares represented at the meeting.

Item 11 – Resolution on the number of Board members

Flerie Invest AB proposes that the Board of Directors shall consist of six (6) members with no deputies. This means an increase in the number of Board members from the current five (5) members.

Item 12 – Resolution on election of Board members

Flerie Invest AB proposes the election of Jeremie Trochu as a new member of the Board of Directors for the period until the next Annual General Meeting. Provided that Jeremie Trochu is elected at the Extraordinary General Meeting, the Company's Board of Directors for the period until the next Annual General Meeting will thus consist of Gisela Sitbon, Mattias Bengtsson, Thomas Eldered, Anders Rabbe, Lena Torlegård, and Jeremie Trochu.

About Jeremie Trochu

Jeremie Trochu is the CEO of the Ardena Group and has extensive knowledge in the life sciences sector and CDMO industry, with 20 years of experience in successfully building and growing companies globally and leading large-scale transformations.

More information about Jeremie Trochu will be presented on the Company's website (www.nanologica.com) well in advance of the meeting.

Item 13 – Resolution on fees to the Board of Directors

If the Extraordinary General Meeting resolves in accordance with the proposals in items 11 and 12 above, Flerie Invest AB proposes that Jeremie Trochu shall receive remuneration to the Board of Directors in accordance with the remuneration for ordinary members resolved at the Annual General Meeting on 22 May 2025. The fee shall be proportionate to the time remaining in the term of office until the next Annual General Meeting.

Shareholders' right to information at the Extraordinary General 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 at the Extraordinary General Meeting on circumstances that may affect the assessment of an item on the agenda.

Processing of personal data

For information on how personal data is processed, please refer to the privacy policy available on Euroclear Sweden AB's website:

<https://www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammar-svenska.pdf>

Provision of documents

The Board's complete proposal for resolution, together with the Board's reports and other documents in accordance with the Swedish Companies Act, will be available at the Company (Forskargatan 20 G, SE-151 36 Södertälje) and on the Company's website, www.nanologica.com, no later than three weeks prior to the Annual General Meeting, i.e. no later than Wednesday, February 11, 2026. The documents will also be sent free of charge to shareholders who so request and who state their postal address and will also be available at the meeting.

Stockholm, January 2026
Nanologica AB (publ)
Board of Directors

For further information, please contact

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About Nanologica AB (publ)

Nanologica is a Swedish life science tools company that develops, manufactures, and sells advanced consumables to pharmaceutical manufacturers. Nanologica's products are specially developed for the purification of peptide drugs, such as insulin and GLP-1 analogues. Due to effective purification and a long lifetime for the products, they can increase productivity and reduce costs for pharmaceutical manufacturers. Nanologica operates in a global niche market that is growing as a result of increased demand for drugs for the treatment of diabetes and obesity. The company's mission is to increase access to cost-effective drugs through its purification products and thereby contribute to more patients around the world having access to life-saving treatments. The company is headquartered in Södertälje and Nanologica's share (NICA) is listed for trading on Nasdaq Stockholm Main Market. For further information, please visit www.nanologica.com.

Attachments

[NOTICE OF EXTRAORDINARY GENERAL MEETING IN NANOLOGICA AB \(PUBL\)](#)