

NOTICE OF EXTRAORDINARY GENERAL MEETING IN PROLIGHT DIAGNOSTICS AB (PUBL)

The shareholders in Prolight Diagnostics AB (publ), reg. no. 556570-9499, (the "Company") are hereby convened to the extraordinary general meeting to be held on Monday 27 November 2023 at 11 a.m. at the Company's office, Gasverksgatan 3 A, 222 29 Lund, Sweden.

Notification etc.

Shareholders who wish to participate in the extraordinary general meeting must:

- be recorded in the share register maintained by Euroclear Sweden AB on Friday 17 November 2023 in their own name (not nominee-registered); and
- give notice to the Company of their intention to attend the extraordinary general meeting no later than on Tuesday 21 November 2023. Notification of attendance is to be sent by post to Prolight Diagnostics AB (publ), c/o Advokatfirman Lindahl KB, Att: Pontus Söderberg, Studentgatan 6, 211 38 Malmö, Sweden or by e-mail to prolightdiagnostics@lindahl.se.

When giving notice, shareholders shall state their name, personal ID/corporate registration number (or equivalent), address, telephone number (daytime), shareholdings, the names of any advisers (maximum two) and, when applicable, the details of a proxy or representative.

Nominee-registered shares

Shareholders who have registered their shares in the name of a nominee must, in order to participate in the extraordinary general meeting, request registration of the shares in their own name in the share register maintained by Euroclear Sweden AB. Such registration of shareholders shall be completed no later than on 21 November 2023. The shareholder must notify the nominee well in advance of this date. Such registration may be temporary.

Proxy

Shareholders who intend to attend by proxy must issue a dated power of attorney for the proxy. If a power of attorney is issued by a legal entity, a certified copy of the certificate of registration or its equivalent for the legal entity must be attached. The period of validity of the power of attorney is permitted to be up to five years from its issuance. A copy of the proxy, as well as any registration certificate, should be sent well in advance of the extraordinary general meeting to the Company on the address stated above. The Company provides proxy forms on request and these are also available at the Company website, www.prolightdiagnostics.se.

Proposed agenda

1. Opening of the extraordinary general meeting and election of the chairman for the extraordinary general meeting
2. Establishment and approval of the voting list
3. Election of one or two persons to verify the minutes
4. Approval of the agenda
5. Determination as to whether the extraordinary general meeting has been duly convened
6. Resolution on the change of the articles of association
7. Resolution regarding approval of the resolution by the board of directors to issue shares and warrants with pre-emption right for existing shareholders
8. Resolution on new issue of shares with deviation from the shareholders' pre-emption rights
9. Closing of the extraordinary general meeting

Proposals to resolutions

Item 6 – Resolution on the change of the articles of association

The board of directors' proposal regarding the general meeting's approval of the resolution by the board of directors to issue shares and warrants with pre-emption right for existing shareholders according to item 7 on the agenda is subject to a change of the articles of association. The board therefore proposes that the general meeting resolves on changes to the articles of association in accordance with below. The proposal means that two different articles of association are adopted according to item a) and b) below. Depending on the outcome of the rights issue according to item 7 on the agenda, one of the articles of association will be registered with the Swedish Companies Registration Office. The general meeting is proposed to authorise the board of directors to choose which of the adopted articles of association should be registered with the Swedish Companies Registration Office and to make any minor adjustments that may be required in connection with registration of the decision with the Swedish Companies Registration Office.

a) Change of the articles of association, alternative 1

The board of directors proposes that § 4 in the articles of association is amended and receives the following wording:

"§ 4 SHARE CAPITAL

The share capital shall be not less than SEK 49,000,000 and not more than SEK 196,000,000."

The board of directors further proposes that § 5 in the articles of association is amended and receives the following wording:

"§ 5 NUMBER OF SHARES

The number of shares shall be not less than 490,000,000 shares and not more than 1,960,000,000 shares."

b) Change of the articles of association, alternative 2

The board of directors proposes that § 4 in the articles of association is amended and receives the following wording:

"§ 4 SHARE CAPITAL

The share capital shall be not less than SEK 56,450,000 and not more than SEK 225,800,000."

The board of directors further proposes that § 5 in the articles of association is amended and receives the following wording:

"§ 5 NUMBER OF SHARES

The number of shares shall be not less than 564,500,000 shares and not more than 2,258,000,000 shares."

A resolution in accordance with the board of directors' proposal under this item 6 are made as one resolution and require for its validity 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 regarding approval of the resolution by the board of directors to issue shares and warrants with pre-emption right for existing shareholders

The board of directors of the Company proposes that the extraordinary general meeting resolves to approve the resolution by the board of directors to issue shares and warrants with pre-emption right for the Company's shareholders as set out below.

On 26 October 2023, the board of directors resolved, subject to approval by the extraordinary general meeting, to issue a maximum of 141,134,727 so called units on the terms and conditions set out below.

Each unit consists of two (2) newly issued shares in the Company, two (2) newly issued warrants in the Company of series TO6 ("**series TO6**"), and one (1) newly issued warrant in the Company of series TO7 ("**series TO7**"). This means that a maximum of 282,269,454 new shares, a maximum of 282,269,454 new warrants of series TO6, and a maximum of 141,134,727 new warrants of series TO7 may be issued.

The resolution entails that the Company's share capital is increased by a maximum of SEK 28,226,945.40 through the issue of shares. Furthermore, the resolution entails that the Company's share capital may be increased by a maximum of an additional SEK 28,226,945.40 upon full exercise of the issued warrants of series TO6 and a maximum of SEK 14,113,472.70 upon full exercise of the issued warrants of series TO7.

1. The right to subscribe for units shall belong to those who are registered as shareholders in the Company on the record date for the issue, whereby holding of one (1) share entitles to one (1) unit right. Two (2) unit rights entitle to subscribe for one (1) unit, i. E. two (2) new shares, two (2) new warrants of series TO6, and one (1) new warrant of series TO7.
2. If not all units are subscribed with the support of unit rights, the remaining units must be allocated within the issue's maximum amount. The board shall decide on allocation and such distribution shall firstly be made to those who have subscribed for units with the support of unit rights (regardless of whether they were shareholders on the record date or not) and who have registered interest for subscription of units without the exercise of unit rights, and in the event that allocation to these cannot take place in full, allocation shall take place pro rata in relation to the number of unit rights that each of those who have registered an interest in subscribing to units in without the support of unit rights used for subscribing to units; secondly, to others who have registered for subscription of units in the issue without the exercise of unit rights, and in the event that allocation to these cannot take place in full, allocation shall take place pro rata in relation to the total number of units that the subscriber has registered for subscription of; and thirdly, to those who have provided underwriting commitments (Sw. *emissionsgarantier*) regarding subscription of units, pro rata their underwriting commitments. To the extent allotment in any stage in accordance with the above cannot be made pro rata, allotment shall be made by drawing lots.
3. The record date for participation in the issue shall be 30 November 2023.
4. The issue price for each unit shall be SEK 0.7, which corresponds to an issue price per newly issued share of SEK 0.35. The warrants of series TO6 and TO7 are not issued against payment.
5. The issue premium shall be transferred to the unrestricted premium reserve.
6. Subscription of units with pre-emption right shall be made by cash payment or by set-off of claims against the Company in connection with subscription during the period from and including 4 December 2023 up to and including 18 December 2023. Subscription of units without pre-emption right shall be made on a separate subscription list during the same period. Payment for units subscribed for without pre-emption right shall be made in cash no later than two (2) banking days after notice of allotment has been sent. The board of directors shall have the right to extend the subscription and payment period.
7. The new shares entitle to dividends on the first record date for dividends that occurs after the issue has been registered with the Swedish Companies Registration Office and when the shares have been recorded in the share register kept by Euroclear Sweden AB.

Warrants of series TO6

1. One (1) warrant of series TO6 shall entail the right to subscribe for one (1) new share in the Company at a subscription price corresponding to 70 percent of the volume-weighted average price paid for the Company's share on NGM Nordic SME or an equivalent marketplace during the period from and including 2 May 2024 up to and including 16 May 2024, however not lower than the share's quota value (currently SEK 0.10) and not higher than SEK 0.4375. Days without a notation of either the payment price or the purchase price shall not be included in the calculation.
2. Subscription for shares by exercise of warrants of series TO6 shall be made in accordance with the terms and conditions of the warrants from and including 20 May 2024 up to and including 31 May 2024.
3. The part of the subscription price for shares subscribed for by the exercise of warrants of series TO6 that exceeds the quota value of the previous shares shall be transferred to the unrestricted premium reserve.
4. Shares that have been issued through subscription by the exercise of warrants of series TO6 entitle to dividends from and including the first record date for dividends that occurs after the subscription has been executed to such extent that the share has been recorded as an interim share in the Company's share register.
5. The warrants of series TO6 shall otherwise be governed by the terms and conditions set out in Appendix A.

Warrants of series TO7

1. One (1) warrant of series TO7 shall entail the right to subscribe for one (1) new share in the Company at a subscription price corresponding to 70 percent of the volume-weighted average price paid for the Company's share on NGM Nordic SME or an equivalent marketplace during the period from and including 20 September 2024 up to and including 3 October 2024, however not lower than the share's quota value (currently SEK 0.10) and not higher than SEK 0.70. Days without a notation of either the payment price or the purchase price shall not be included in the calculation.
 2. Subscription for shares by exercise of warrants of series TO7 shall be made in accordance with the terms and conditions of the warrants from and including 7 October 2024 up to and including 18 October 2024.
 3. The part of the subscription price for shares subscribed for by the exercise of warrants of series TO7 that exceeds the quota value of the previous shares shall be transferred to the unrestricted premium reserve.
 4. Shares that have been issued through subscription by the exercise of warrants of series TO7 entitle to dividends from and including the first record date for dividends that occurs after the subscription has been executed to such extent that the share has been recorded as an interim share in the Company's share register.
 5. The warrants of series TO7 shall otherwise be governed by the terms and conditions set out in Appendix B.
1. The resolution on the issue is subject to the change of the articles of association.

2. The CEO, or a person appointed by the board of directors, shall have the right to make such minor adjustments that may be required in connection with the registration of the resolution with the Swedish Companies Registration Office, Euroclear Sweden AB and the Swedish Financial Supervisory Authority.

Item 8 – Resolution on new issue of shares with deviation from the shareholders' pre-emption rights

The board of directors of the Company proposes that the general meeting resolves to increase the company's share capital with not more than SEK 5,969,387.60 by an issue of not more than 59,693,876 new shares on the terms and conditions set out below:

1. The right to subscribe for new shares shall, with deviation from the shareholders pre-emption rights, belong to Steven Ross, Aileen McGettrick, Paul Monaghan and Julie Richards in equal parts.
2. The reason for the deviation from the shareholders' pre-emption right is that the Company shall be able to fulfil its obligations to pay the additional purchase price according to the share purchase agreement entered into with those entitled to subscribe in connection with the Company's acquisition of all shares in Psyros Diagnostics Ltd.
3. Subscription shall be made on a subscription list not later than on 31 December 2023. The board of directors shall have the right to extend the subscription period.
4. The new shares are issued at a subscription price of SEK 0.35 per share.
5. The subscription price for the new shares equals the market price as estimated by the board of directors.
6. If the shares are subscribed with a premium, the share premium shall be transferred to the unrestricted premium reserve.
7. Payment for new shares shall be made not later than on 31 December 2023 through set-off of claims against the company in connection with subscription. The board of directors shall have the right to extend the payment period.
8. The new shares entitle to dividends for the first time on the first record date for dividend that take place after the issue of new shares has been registered with the Swedish Companies Registration Office and been recorded in the share register kept by Euroclear Sweden AB.
9. The CEO, or any other person appointed by the board of directors, shall have the right to take those smaller measures that may be required in order to register the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB.

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

Information at the extraordinary general meeting

The board of directors and the CEO shall, upon request by any shareholder and where the board of directors believes that it can be done without significant harm to the Company, provide information concerning circumstances which may affect the assessment of an item on the agenda.

Available documentation

The complete proposals of the board of directors in accordance with the above as well as other documents pursuant to the Swedish Companies Act, will be available at the Company's office on Gasverksgatan 3 A, 222 29 Lund, Sweden and on the Company website, www.prolightdiagnostics.se, not later than two weeks before the extraordinary general meeting. The documents will also be sent free of charge to shareholders who have requested this and provided their postal address. The documents will also be available at the extraordinary general meeting.

Processing of personal data

For information regarding the processing of your personal data, please see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Lund in October 2023

Prolight Diagnostics AB (publ)

Board of Directors

For further information, please contact:

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About Us

Prolight Diagnostics AB develops innovative Point-of-Care (POC) systems. These are small, portable instruments and disposable cartridges for performing in-vitro diagnostic (IVD) tests from a drop of blood.

We want to offer the foremost POC systems on the market for quick, reliable diagnosis of acute events. Our launch product will be for the measurement of troponin, to aid in the rule-in and rule-out of myocardial infarction.

The company's share is traded on the NGM Nordic SME marketplace, under the ticker PRLD.

Attachments

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