

Notice of annual general meeting in BrainCool AB (publ)

The shareholders of BrainCool AB (publ), reg. no. 556813-5957 (the "**Company**"), are hereby summoned to the annual general meeting on 26 June 2024, at 13.00 at Medicon Village, Scheelevägen 14 in Lund (facility Bioforum building 406).

Right to participate and notification

Shareholders who wish to attend the annual general meeting must:

- be entered in the share register maintained by Euroclear Sweden AB on 17 June 2024;
- notify the Company of their participation no later than 19 June 2024.

Notification of participation should be made by e-mail to info@braincool.se. Notification can also be made in writing to BrainCool AB, Medicon Village, 223 81 Lund, Sweden. In the notification, the shareholder must state their full name, personal identity number or corporate identity number, shareholding, address, daytime telephone number, e-mail address, and, where applicable, provide information about a representative or assistant (maximum 2).

Proxy

If a shareholder is to be represented by a proxy, the proxy must bring a written, dated and signed in original power of attorney to the meeting. The power of attorney may not be older than one year, unless a longer period of validity (but not more than five years) has been specified in the power of attorney. If the power of attorney is issued by a legal entity, the proxy must also bring the current registration certificate or equivalent authorisation document for the legal entity. The Company provides shareholders with a proxy form for this purpose on the Company's website, www.braincool.se. The power of attorney can also be ordered by e-mail as described above. To facilitate registration, a copy of the power of attorney and other authorisation documents should be attached to the notification to attend the meeting.

Nominee-registered shares

In order to be entitled to participate in the general meeting, a shareholder whose shares are registered in the name of a nominee, through a bank or other nominee, must, in addition to giving notice of attendance at the general meeting, have the shares registered in their own name with Euroclear Sweden AB, so that the shareholder is entered in the share register as of 17 June 2024. Such temporary registration (so-called voting rights registration) is requested from the nominee in accordance with the nominee's procedures in such time in advance as the nominee determines. Voting rights registrations made no later than 19 June 2024 will be taken into account in the preparation of the share register.

Proposed agenda:

1. Opening of the meeting

2. Election of the chairman of the general meeting
3. Establishment and approval of the voting list
4. Approval of the agenda
5. Election of one or two persons to approve the minutes
6. Determination as to whether the meeting has been duly convened
7. Presentation of the annual report and the auditor's report and the consolidated accounts and the auditor's report on the consolidated accounts
8. Resolution on
 - a. Adoption of the income statement and balance sheet and the consolidated accounts and the auditor's report on the consolidated accounts
 - b. Disposition of the Company's profit or loss according to the adopted balance sheet, and
 - c. Discharge from liability of the board of directors and discharge from liability of the chief executive officer
9. Determination of the number of board members, deputy board members and the number of auditors and deputy auditors
10. Determination of the remuneration of the board of directors and auditors
11. Election of board members and, if applicable, deputy board members, as well as auditors and/or audit firms and, if applicable, deputy auditors
12. Resolution on the establishment of principles for the appointment of a nomination committee and its work
13. Resolution on authorisation for the board of directors to decide on the issue of warrants
14. Closing of the general meeting

Proposed resolutions

Item 2. Election of the chairman of the general meeting

The board of directors proposes that attorney Anders Jemail be appointed chairman of the general meeting.

Item 8.b. Resolution on the disposition of the Company's profit or loss according to the adopted balance sheet

The board of directors proposes that the general meeting disposes of the Company's profit or loss in accordance with the board of directors' proposal in the annual report. The board of directors proposes that no dividend is paid for the financial year 2023.

Item 9. Determination of the number of board members, deputy board members and the number of auditors and deputy auditors

Several of the largest shareholders of the Company propose that the board of directors shall consist of five (5) board members without deputy boards members.

It is further proposed that one (1) authorised public accounting firm is appointed.

Item 10. Determination of the remuneration of the board of directors and the auditors

Several of the largest shareholders in the Company propose that the annual general meeting resolves that the remuneration to the board members elected by the annual general meeting shall be paid in the amount of six (6) price base amounts to the chairman of the board and in the amount of three point five (3.5) price base amounts to each of the other board members, and that fees to the auditor

shall be paid as per approved invoices in accordance with customary charging principles.

Item 11. Election of board members and, if applicable, deputy board members, as well as auditors and /or audit firms and, if applicable, deputy auditors

Several of the largest shareholders of the Company propose, for the period until the end of the next annual general meeting, the re-election of board members Hans Henriksson and Oscar Engellau and the new election of Klaus Bratlie, Jens Lindberg and Michelle Hessius. Hans Henriksson is proposed as chairman. Roger Henriksson has declined re-election as board member but will remain as a senior advisor to the Company. Information regarding the proposed board members for re-election is available on the Company's website, www.braincool.se. Information regarding the proposed new board members will be presented on the Company's website well in advance of the annual general meeting.

The board of directors proposes re-election of the authorised public accounting firm Öhrlings PricewaterhouseCoopers AB, which has announced that if elected, Johan Rönnbäck will be appointed as principal auditor.

Item 12. Resolution on the establishment of principles for the appointment of a nomination committee and its work

The board of directors proposes that the annual general meeting 2024 adopts the following instruction for the nomination committee and principles for its appointment.

It is the responsibility of the nomination committee to decide, prior to the annual general meeting, whether it deems it necessary to propose to the annual general meeting that the principles in question be amended.

The nomination committee shall consist of three members. The three largest shareholders in terms of voting rights as of December 31 shall each appoint one member. A shareholder may choose not to appoint a member, in which case the next shareholder in descending order of size may appoint a member. The member appointed by the largest shareholder is the convener.

The nomination committee shall appoint a chairman from among its members. The composition of the nomination committee shall be announced no later than one month before the annual general meeting. The nomination committee's term of office shall extend until a new nomination committee is appointed. The members of the nomination committee shall not receive any remuneration from the company. If necessary, the company shall be able to cover reasonable costs deemed necessary for the nomination committee to fulfil its assignment.

In the event that a member of the nomination committee resigns, is prevented from performing their duties or if the shareholder who appointed the member voluntarily makes their seat available, the remaining members shall elect to appoint a suitable replacement to the nomination committee for the remainder of the term of office.

The nomination committee's tasks shall include evaluating the composition and work of the board of directors and making proposals to the annual general meeting on:

- chairman of the annual general meeting,
- number and proposal of members of the board of directors elected by the general meeting,
- the chairman of the board,

- remuneration for board members not employed by the Company,
- where applicable, the appointment of auditors and audit fees, and
- where applicable, the principles for the election of members of the nomination committee and the tasks of the nomination committee.

The proposals of the nomination committee shall be presented in the notice of the annual general meeting.

At the annual general meeting, the nomination committee shall present a report on how its work has been conducted and present and justify its proposals.

These instructions shall apply until the general meeting decides to adopt new instructions.

Item 13. Resolution on authorisation for the board of directors to decide on the issue of warrants

The board of directors proposes that the general meeting authorises the board of directors, during the period until the next annual general meeting and with deviation from the shareholders' preferential rights, to decide on the issue of warrants to the European Investment Bank ("**EIB**") in connection with utilization of the granted loan facility.

The background to the issue and the reason for the warrants to be issued free of charge is that the Company in December 2023 entered into a loan facility agreement with the EIB containing an undertaking for the Company to, as part of the compensation to the EIB, issue warrants to the EIB free of charge if and to the extent the Company utilizes the loan facility. The reason why the board of directors shall be able to decide on an issue with deviation from the shareholders' preferential rights or otherwise in accordance with the conditions above is to enable the Company to fulfil its contractual obligations under the said agreement. The board of directors or the person appointed by the board of directors is authorised to make the minor adjustments required for the registration of the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB.

Majority requirements

For resolutions under item 13 to be valid, they must be supported by shareholders representing at least two-thirds (2/3) of both the votes cast and the shares represented at the meeting.

Available documents

The annual report and audit reports are available at the premises of Company and on the Company's website, www.braincool.se. Complete proposals for resolutions are included in the notice. The documents will be sent on request to shareholders who provide their postal address.

Information at the meeting

The shareholders are informed of their right to request information in accordance with chapter 7, paragraph 32 of the Swedish Companies Act (2005:551) regarding circumstances that may affect the assessment of an item on the agenda or the assessment of the Company's financial situation.

Processing of personal data

For information on how your personal data is processed in the context of the general meeting, see:
<https://www.euroclear.com/dam/ESw/Legal/Privacy%20Notice%20Boss%20-%20Final%20SWE%20220324.pdf>.

Lund, May 2024
BrainCool AB (publ)
BOARD OF DIRECTORS

CONTACT US

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The Company is listed on Nasdaq First North Growth Market.
The Company's Certified Adviser is Eminova Fondkommission AB.

ABOUT BRAINCOOL AB

BrainCool AB (publ) is an innovative medical technology company that develops, markets and sells leading medical cooling systems for indications and areas with significant medical added value in healthcare. BrainCool AB (publ) is headquartered in Lund, Sweden.

Attachments

[Notice of annual general meeting in BrainCool AB \(publ\)](#)