



## NOTICE OF ANNUAL GENERAL MEETING IN SUBGEN AI AB

The annual general meeting of Subgen AI AB (publ), reg. no. 559222-2953, will be held on 21 May 2026 at 10:00 a.m., at 7A Posthuset, Vasagatan 28, 111 20 Stockholm, Sweden.

### Notification etc.

Those who wish to participate in the meeting must:

- i. be listed as a shareholder in the share register prepared by Euroclear Sweden AB concerning the circumstances as per the record date of 12 May 2026; and
- ii. give notice of intent to participate no later than on 15 May 2026. Notification shall be made either by e-mail to [subgen@mollwenden.se](mailto:subgen@mollwenden.se) or by mail to Moll Wendén, Attn. Subgen AGM 2026, Stortorget 8, 211 34 Malmö, Sweden.

The notice should include full name, personal identification number or corporate registration number, address and daytime telephone number and, where appropriate, information about representative, proxy and assistants. The number of assistants may not be more than two (2). The notification should, where appropriate, be accompanied by proxies, registration certificates and other documents of authority.

In order to be entitled to participate in the 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 participation in the annual general meeting, register its shares in its own name at Euroclear Sweden AB so that the shareholder is listed in the share register as of the record date of 12 May 2026. Such re-registration may be temporary (so called voting rights registration), and a request for such voting rights registration shall be made to the nominee, in accordance with the nominee's routines, at such time in advance as decided by the nominee. Voting rights registration that has been made by the nominee no later than the second banking day after 12 May 2026, will be taken into account in the presentation of the share register.

### Proxies etc.

If a shareholder is to be represented by a proxy, a written, dated and signed proxy by the shareholder must be provided at the general meeting. The proxy may not be older than one (1) year, unless longer validity (maximum of five (5) years) is stated in the proxy. If the proxy is issued by a legal entity, the current registration certificate or equivalent authorisation document for the legal entity must also be provided. To facilitate the proceedings, a copy of the proxy and other documents of authority should be enclosed with the registration for the general meeting. Proxy forms will be kept available on the company's website, <https://subgen.ai/>, and at the company's head office and will be sent by post to shareholders who contact the company and provide their postal address.



## Proposed agenda

1. Opening of the meeting
2. Election of chairman of the general meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of one or two persons to verify the minutes of the meeting
6. Determination of whether the meeting was duly convened
7. Presentation of the annual report and the auditor's report as well as the consolidated accounts and the auditor's report on the consolidated accounts
8. Address by the CEO
9. Resolutions regarding
  - a. the adoption of the income statement and the balance sheet and the consolidated income statement and consolidated balance sheet;
  - b. allocation of the company's result in accordance with the adopted balance sheet; and
  - c. the discharge from liability of the board members and the CEO
10. Determination of fees to the board of directors and the auditor
11. Election of the board of directors and the auditors
12. Resolution to amend the articles of association
13. Resolution on authorisation for the board of directors to issue new shares, warrants and/or convertible debentures
14. Close of the general meeting

### **Item 2 – Election of chairman of the general meeting**

A group of shareholders proposes that Rasmus Nordfäldt Laws, Moll Wendén Advokatbyrå AB, or, in his absence, the person appointed by the board of directors, is elected as chairman of the meeting.

### **Item 9(b) – Allocation of the company's result in accordance with the adopted balance sheet**

The board of directors proposes that the meeting resolves that no dividend be paid and that the amounts at the disposal of the meeting be carried forward.

### **Item 10 – Determination of fees to the board of directors and the auditor**

A group of shareholders proposes that the remuneration of the board of directors, for each member elected by the annual general meeting who is not an employee of the company, for the period until the end of the next annual general meeting, be distributed as follows: the chairman of the board of directors three (3) price base amounts, ordinary member two (2) price base amounts (unchanged since the previous year).



A group of shareholders proposes that the auditor's fees be paid according to approved invoices.

#### **Item 11 – Election of the board of directors and the auditors**

A group of shareholders proposes that the number of auditors shall be one (1) without any deputy auditor.

A group of shareholders proposes that the board of directors shall consist of six (6) ordinary members without deputies until the end of the next annual general meeting. A group of shareholders proposes the re-election of Lorenzo Serratosa Gallardo, José Iván Garcia, Christopher Dembik, Leandro Harillo, Fredrik Häglund and Eduardo Montes as ordinary members. Furthermore, a group of shareholders proposes the re-election of José Iván Garcia as chairman of the board.

Information on the board members proposed for re-election is available on the company's website, <https://subgen.ai/>.

The board of directors proposes re-election of the registered auditing firm Ernst & Young Aktiebolag as auditor in the company for the period until the end of the next annual general meeting. Ernst & Young Aktiebolag has announced that the authorized public accountant Johan Andersson will continue to serve as the auditor-in-charge.

#### **Item 12 – Resolution to amend the articles of association**

The board of directors proposes that the meeting resolves on the following amendments to the articles of association.

<b>Current wording</b>	<b>Proposed wording</b>
<b>§ 2 Styrelsens säte / Registered office of the company</b> Styrelsen har sitt säte i Stockholm. <i>The registered office of the company is situated in Stockholm.</i>	<b>§ 2 Styrelsens säte / Registered office of the company</b> Styrelsen har sitt säte i Stockholm. Bolagsstämma får även hållas i Malmö. <i>The registered office of the company is situated in Stockholm. General meetings may also be held in Malmö.</i>

The board of directors, the CEO, or the person appointed by the board of directors or the CEO is authorised to make the minor adjustments required for the registration of the resolution with the Swedish Companies Registration Office or Euroclear Sweden AB or due to other formal requirements.

For a valid resolution on the proposal in this item, the proposal has to be supported by shareholders representing at least two-thirds (2/3) of both the votes cast and the shares represented at the meeting.



### **Item 13 – Resolution on authorisation for the board of directors to issue new shares, warrants and/or convertible debentures**

The board of directors proposes that the meeting authorises the board of directors, for the period up to the next annual general meeting, on one or more occasions, with or without pre-emption rights for the shareholders, to adopt resolutions to issue new shares, warrants and/or convertible debentures. Such new issue resolutions may include provisions of payment in cash and/or payment by way of contribution of non-cash consideration or by set-off of a claim or that subscription shall be subject to other conditions. The company's share capital and number of shares may, by virtue of the authorisation, be increased by an amount and number that does not exceed the limits set out in the articles of association in force at any given time or as adopted by the general meeting.

The reason for the board of directors' authorisation to deviate from the shareholders' preferential rights is to enable the company to raise new capital, and/or strengthen the company's financial position and/or to take advantage of future opportunities to attract new long-term owners. At a deviation from the shareholders' preferential rights, the issue rate shall be determined in accordance with market conditions, taking into account any discount on market terms.

The board of directors, the CEO, or the person appointed by the board of directors or the CEO is authorised to make the minor adjustments required for the registration of the resolution with the Swedish Companies Registration Office or Euroclear Sweden AB or due to other formal requirements.

For a valid resolution on the proposal in this item, the proposal has to 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**

Complete proposals for resolutions and other documents to be provided prior to the meeting in accordance with the Swedish Companies Act will be available at the company and on the company's website, <https://subgen.ai/>, at least three weeks prior to the date of the meeting and will be sent free of charge to shareholders who so request and state their postal address.

Otherwise, the board of directors' complete proposals for resolutions are set out in the notice. Copies of the documents will also be available at the meeting.

#### **Information at the meeting**

Shareholders present at the annual general meeting have the right to request information in accordance with Chapter 7, Section 32 of the Swedish Companies Act (2005:551).



Shareholders who wish to submit a question in advance may do so by mail to Moll Wendén, Attn. Subgen AGM 2026, Stortorget 8, 211 34 Malmö, Sweden or by e-mail to [subgen@mollwenden.se](mailto:subgen@mollwenden.se). Submissions should include the name of the shareholder including such shareholder's personal or organisation number. It is also recommended that the submission includes the shareholder's postal address, email address and telephone number.

#### **Shares and votes in the company**

The total number of shares in the company amounts to 1,018,437,369 shares, of which 519,449,763 are ordinary shares with one vote each and 498,987,606 are class A shares with ten votes each. The total number of votes in the company amounts to 5,509,325,823 votes. The company holds no own shares.

#### **Processing of personal data**

For information on how your personal data is processed in connection with the general meeting, see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

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Stockholm in April 2026  
**Subgen AI AB (publ)**  
*The board of directors*

#### **For further information, please contact:**

Lorenzo Serratosa, CEO, Subgen AI AB  
Email: [info@subgen.ai](mailto:info@subgen.ai)

The company's Certified Adviser is Eminova Fondkommission AB | [adviser@eminova.se](mailto:adviser@eminova.se)

#### **About Subgen AI**

Subgen AI is an enterprise artificial intelligence company that develops both infrastructure and proprietary agent-centric AI-as-a-Service software, branded as Serenity Star. Its solutions are designed to scale and accelerate the adoption of AI across organizations. Subgen AI is experiencing rapid growth, building data centers and delivering services to clients in sectors such as healthcare, energy, legal, and human resources. Subgen AI operates across Europe, Latin America, and the United States. For more information, see Subgen AI's website <https://subgen.ai/>.

#### **Attachments**

[Subgen AI AB Notice To AGM 2026 ENG](#)