

# Notice of Extraordinary General Meeting in Ortivus AB (publ) on 19 September 2025

**The shareholders of Ortivus AB (publ), company registration number 556259-1205, are hereby invited to an Extraordinary General Meeting to be held on Friday, 19 September 2025 at 15:00 CET. The meeting will take place at the Company's premises, Svärdvägen 19 (3rd floor), Danderyd.**

## **Right to participate in the Meeting**

Shareholders wishing to attend the Extraordinary General Meeting must:

- be entered as a shareholder in the share register maintained by Euroclear Sweden AB as of 11 September 2025, and
- notify the Company of their intention to participate no later than 16:00 CET on 15 September 2025, by post to Ortivus AB, Box 713, 182 33 Danderyd, or by email to [info@ortivus.com](mailto:info@ortivus.com). Such notification should include name, personal or corporate identification number, registered shareholding, as well as details of any proxy or advisors (maximum two), together with contact information.

For information on the processing of personal data, please view: [Euroclear Sweden – Integrity Policy for General Meetings \(Swedish\)](#).

## **Nominee-registered shares**

Shareholders whose shares are nominee-registered must, in order to participate in the meeting, temporarily register their shares in their own name in the share register maintained by Euroclear Sweden AB. Such re-registration, so-called voting registration, must be completed no later than 11 September 2025. Shareholders should therefore instruct their nominees well in advance of this date. Voting registrations effected no later than 15 September 2025 will be considered in the preparation of the share register.

## **Proxies and power of attorney**

Shareholders may exercise their rights at the meeting through a proxy. A power of attorney must be dated, duly signed and submitted in its original form to the Company at the above address in good time before the meeting. A form of proxy is available from the Company and on the Company's website, [www.ortivus.com](http://www.ortivus.com).

Representatives of legal entities must present a certificate of registration or equivalent authorisation documents in original or certified copy, as appropriate, in addition to any power of attorney.

## Proposed agenda

1. Opening of the meeting
2. Election of the Chairman of the meeting
3. Preparation and approval of the voting list
4. Approval of the agenda proposed by the Board of Directors
5. Election of one or two persons to verify the minutes
6. Determination of whether the meeting has been duly convened
7. Resolution on a rights issue of class B shares
8. Any other business
9. Closing of the meeting

## Board of Directors' proposal

### *Item 7 – Resolution on a rights issue of class B shares*

The Board of Directors proposes that the Extraordinary General Meeting resolves to carry out a rights issue of up to 44,307,468 new class B shares, entailing an increase in the Company's share capital of up to SEK 15,507,613.80. The following main terms and conditions shall apply:

- The right to subscribe for new class B shares shall vest, with preferential rights, in those shareholders who are recorded in the share register maintained by Euroclear Sweden AB on the record date of the rights issue. Each existing share (whether class A or class B) entitles the holder to one (1) subscription right. One (1) subscription right entitles the holder to subscribe for one (1) new class B share.
- The record date for participation in the rights issue shall be 26 September 2025.
- Should all shares not be subscribed for with subscription rights, the Board of Directors shall, within the maximum amount of the rights issue, determine the allocation of shares subscribed for without subscription rights in accordance with the following principles:

a) Firstly, to those who have subscribed for shares with subscription rights, regardless of whether they were shareholders on the record date, pro rata in relation to the number of subscription rights exercised, and where this is not possible, by drawing of lots.

b) Secondly, to those who have subscribed for shares without subscription rights, pro rata in relation to the number of shares subscribed for, and where this is not possible, by drawing of lots.

c) Thirdly and lastly, to the party providing guarantee undertakings in respect of the rights issue.

- The subscription price is SEK 1.22 per new class B share. Payment shall be made in cash. Any amount more than the quota value of the share shall be allocated to the unrestricted share premium reserve.
- Subscription for new class B shares shall take place during the period from 1 October 2025 up to and including 15 October 2025. Subscription with preferential rights (i.e. by exercise of subscription rights) shall be made through simultaneous cash payment. Subscription without preferential rights shall be made on a separate subscription list. The Board reserves the right to extend the subscription period.

- Payment for shares subscribed for without subscription rights shall be made in cash no later than three (3) banking days after notification of allotment in accordance with a settlement note sent to the subscriber. The Board reserves the right to extend the payment deadline. The Board also notes its right to allow set-off in accordance with Chapter 13, Section 41 of the Swedish Companies Act (2005:551).
- The new class B shares issued through the rights issue shall carry entitlement to dividends as from the first record date for dividends following the registration of the new shares with the Swedish Companies Registration Office and their entry into the share register maintained by Euroclear Sweden AB.

### **Subscription commitments and guarantee undertakings**

The rights issue is fully underwritten (100%) by the Company's principal shareholder Ponderus Invest AB, which has undertaken to subscribe for its pro rata share of the rights issue and, through a guarantee undertaking, ensure that the issue is fully subscribed.

Ponderus Invest AB's guarantee undertaking may entail that its principal owner, Peter Edwall (directly or indirectly), will exceed 30 per cent of the voting rights in the Company upon fulfilment of the guarantee. Any such fulfilment that requires approval from the Swedish Inspectorate of Strategic Products (ISP) under the Foreign Direct Investment Screening Act (2023:560) is conditional upon the ISP issuing a decision permitting the allotment.

### **Documentation**

The Board's complete proposal regarding the rights issue, together with other required documents, will be available at the Company's offices and on the Company's website in accordance with the provisions of the Swedish Companies Act. Copies of the documents will be sent to shareholders upon request, stating their postal address.

Shareholders are reminded of their right to request information from the Board of Directors and the Chief Executive Officer in accordance with Chapter 7, Section 32 of the Swedish Companies Act.

As of the date of this notice, the Company has 44,307,468 outstanding shares, of which 1,662,682 are class A shares (each carrying ten votes) and 42,644,786 are class B shares (each carrying one vote), corresponding to a total of 59,271,606 votes.

**Danderyd, 25 August 2025**

**Ortivus AB (publ)**

**The Board of Directors**

## Contacts

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For further information, please contact

Gustaf Nordenhök, CEO

Telefon +46 8 446 45 00

## About Ortivus

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Ortivus has extensive experience in mobile communication solutions and a unique understanding of clinical healthcare. We develop interactive and user-friendly solutions that support diagnostics, increase efficiency, and deliver long-term cost savings for healthcare providers. By integrating our solutions with electronic health records, dispatch systems, and national registries, we ensure fast and secure information management, a crucial factor in creating a more integrated care process.

Our solutions save valuable time for healthcare professionals, optimise resource use, and reduce the need for avoidable patient transports, resulting in more cost-effective and patient-centred care. With our combination of advanced technology and deep clinical expertise, we support our customers in meeting the healthcare challenges of today and tomorrow.

Ortivus Class A and Class B shares are listed on the NASDAQ First North Growth Market and the company's Certified Adviser is FNCA Sweden AB.

Read more about our solutions at [www.ortivus.com](http://www.ortivus.com)

## Attachments

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