

CellaVision AB: Notice of 2021 Annual General Meeting of CellaVision AB (publ)

NOTE: This is an unofficial translation of the original Swedish notice. In case of discrepancies, the Swedish version shall prevail.

NOTICE OF ANNUAL GENERAL MEETING IN CELLAVISION AB (PUBL)

The shareholders of CellaVision AB (publ) reg. no. 556500-0998 are hereby given notice of the Annual General Meeting (the "AGM") to be held on 29 April 2021.

Due to the extraordinary situation resulting from the covid-19 pandemic, CellaVision's annual general meeting will be carried out through advance voting (postal voting) pursuant to temporary legislation. There will be no meeting with the possibility to attend in person or to be represented by a proxy.

CellaVision welcomes all shareholders to exercise their voting rights at the AGM through advance voting as described below. Information on the resolutions passed at the AGM will be published on 29 April 2021 as soon as the result of the advance voting has been finally confirmed.

The shareholders may request in the advance voting form that a resolution on one or several of the matters on the proposed agenda below should be deferred to a so-called continued general meeting, which cannot be conducted solely by way of advance voting. Such general meeting shall take place if the AGM so resolves or if shareholders with at least one tenth of all shares in CellaVision so requests.

Right to participate

Shareholders that wish to participate in the AGM through advance voting, shall be registered in the share register maintained by Euroclear Sweden AB by 21 April 2021; and shall have notified CellaVision of their intention to participate at the AGM no later than on 28 April 2021 by casting their advance vote in accordance with the instructions under the heading "Advance voting".

Shares registered in the name of a nominee

Shareholders whose shares are registered in the name of a nominee/custodian must register their shares in their own names to be entitled to participate at the AGM. Such registration, which may be temporary, must have been effected no later than on 23 April 2021 and shareholders must, therefore, instruct their nominees well in advance thereof.

Advance voting

The shareholders may exercise their voting rights at the AGM only by voting in advance, so-called postal voting in accordance with Section 22 of the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations.

A special form shall be used for advance voting, available at <https://www.cellavision.com/en/for-investors/corporate-governance/annual-general-meetings>. The form is considered as the notification of participation to the AGM.

The completed form must be submitted to CellaVision no later than on 28 April 2021. The completed form shall be sent to CellaVision, c/o Fredersen Advokatbyrå, Lästmakargatan 18, 111 44 Stockholm or by e-mail to cellavision@fredersen.se. If the shareholder votes in advance by proxy, a power of attorney shall be enclosed to the form. If the shareholder is a legal entity, a certificate of incorporation or a corresponding document shall be enclosed to the form. The shareholder may not provide special instructions or conditions in the voting form. If so, the vote (i.e. the advance vote in its entirety) is invalid. Further instructions and conditions are included in the form for advance voting.

Proposal of agenda

1. Election of chairman of the meeting
2. Preparation and approval of the voting register
3. Approval of the agenda
4. Election of one or two persons to attest the minutes
5. Determination as to whether the meeting has been duly convened
6. Presentation of the annual report and the auditor's report as well as the group accounts and the auditor's report for the group
7. Resolution on
 - a. adoption of the profit and loss account and the balance sheet as well as of the consolidated profit and loss account and the consolidated balance sheet
 - b. allocation of the company's profit according to the consolidated balance sheet
 - c. discharge from liability for the board members and the CEO
8. Resolution as to the number of board members and auditors
9. Resolution on the remuneration to the Board of Directors and auditor
10. Election of board members
 1. Mikael Worning (re-election)
 2. Anna Malm Bernsten (re-election)
 3. Christer Fåhraeus (re-election)
 4. Åsa Hedin (re-election)
 5. Niklas Prager (re-election)
 6. Jürgen Riedl (re-election)
 7. Stefan Wolf (re-election)
11. Election of chairman of the board

Mikael Worning (new election)

1. Election of auditor (re-election)
2. Resolution regarding principles for appointment of nomination committee
3. Resolution on approval of remuneration report
4. Resolution on amendments to the articles of association

Resolution proposals

The nomination committee's proposals (items 1 and 8-13)

The nomination committee, with the chairman of the Board Sören Mellstig as a convener of the committee and adjunct on several occasions, has consisted of Christer Fåhraeus, appointed by Christer Fåhraeus och companies (chairman of the nomination committee), Nicklas Hansen appointed by William Demant Invest A / S, Joel Eklund, appointed by Grenlunden CEVI AB, and Daniel Klint, appointed by SEB Investment fonder, proposes the AGM to resolve:

that lawyer Hannes Mellberg is elected chairman of the AGM,
that the Board of Directors shall consist of seven board members and no deputy board members,
that one auditor with no deputy auditors is elected as auditor of the company,
that remuneration to the board shall be SEK 500,000 (500,000) to the chairman of the board and

SEK 225,000 (225,000) each to the board members and that there shall be no remuneration to board members that are full time employees of the company, additional remuneration shall be SEK 40,000 (40,000) to the chairman of the board's audit committee and SEK 20,000 (20,000) to the other members of the board's audit committee, and SEK 40,000 (40,000) to the chairman of the board's remuneration committee and SEK 20,000 (20,000) to the other members of the board's remuneration committee,

that remuneration to the auditor shall be in accordance with approved invoicing,

that Mikael Worning, Anna Malm Bernsten, Christer Fåhraeus, Åsa Hedin, Niklas Prager, Jürgen Riedl, and Stefan Wolf are re-elected as board members for the period until the end of the next AGM. Sören Mellstig has declined re-election,

that Mikael Worning is elected as chairman of the Board,

that Deloitte AB is re-elected as auditor with the authorized auditor Jeanette Roosberg as the appointed principal auditor, and

that the principles for the appointment of the nomination committee adopted on the AGM 2020 shall continue to apply also for the appointment of the nomination committee ahead of the AGM 2022.

The Board's proposals

Preparation and approval of the voting register (item 2)

The voting list proposed to be approved is the voting list prepared by Fredersen Advokatbyrå on behalf of CellaVision, based on the AGM share register and received postal votes, controlled and checked by the persons assigned to check the minutes.

Election of one or two persons to attest the minutes (item 4)

The Board of Directors proposes Martin Gren, or if this person is prevented from participating, the person appointed by the Board of Directors, to attest the minutes. The assignment to attest the minutes also include checking the voting list and that the received postal votes are correctly reflected in the minutes of the meeting.

Dividend (item 7.b)

The Board of Directors proposes a dividend for the fiscal year 2020 of SEK 0.75 per share. The dividend is proposed to be paid with record date 3 May 2021. Subject to resolution by the AGM in accordance with this proposal, the dividend is expected to be distributed by Euroclear Sweden AB on 6 May 2021.

Resolution on approval of remuneration report (item 14)

The Board of Directors proposes that the AGM resolves to approve the Board of Directors' report on remuneration pursuant to Chapter 8, Section 53 a of the Swedish Companies Act.

Resolution on amendments to the articles of association (item 15)

Due to changes in the Swedish Companies Act, the Board of Directors proposes that the AGM resolves to amend 9 § of the articles of association in accordance with the following: "Shareholders that would like to participate at a general meeting shall give notice to the company no later than the day stated in the notice of the general meeting, whereby the number of advisors shall be stated. This day may not be a Sunday, any another public holiday, Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve and may not fall before the fifth weekday prior to the meeting."

Furthermore, the Board of Directors proposes two minor amendments in § 1 and § 10, also due to legislative changes.

§ 1 is amended so that "name" is replaced by "company name".

§ 10 is amended to the following: "The company's shares shall be registered in a central securities depository register pursuant to the Central Securities Depositories and Financial Instruments Accounts Act (1998:1479)".

Majority requirements

Resolutions in accordance with item 15 requires approval of at least two thirds (2/3) of the shares represented and votes cast at the AGM.

Further information

At the time of the issue of this notice, the total number of shares and votes in CellaVision amounts to 23,851,547. CellaVision does not hold any own shares.

The annual report, audit report, notification and proxy forms, the board's complete proposals as well as complete underlying documentation in general, shall be made available by CellaVision and at CellaVision's website at least three weeks before the AGM. The documents will be sent to shareholders who request it and who provide their postal address.

The Board of Directors and the CEO shall, if any shareholder so requests and the Board of Directors believes that it can be done without material harm to CellaVision, provide information regarding circumstances that may affect the assessment of an item on the agenda and circumstances that can affect the assessment of CellaVision's or its subsidiaries' financial situation and CellaVision's relation to other companies within the Group. A request for such information shall be made in writing to CellaVision no later than 19 April 2021, to CellaVision, c/o Fredersen Advokatbyrå, Lästmakargatan 18, 111 44 Stockholm, Sweden, or via e-mail to cellavision@fredersen.se. The information will be made available on CellaVision's website and at CellaVision's head office, no later than 24 April 2021. The information will also be sent to the shareholder who has requested the information and stated its address.

CellaVision has its registered office in Lund.

Processing of personal data

For information on how your personal data is processed, see:

<https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>

Lund, March 2021

CellaVision AB (publ)

The Board of Directors

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About Us

CellaVision is an innovative, global medical technology company that develops and sells its own leading systems for routine analysis of blood and other body fluids in health care services. The products replace manual laboratory work, and secure and support effective workflows and skills development within and between hospitals. The company has leading-edge expertise in sample preparation, image analysis, artificial intelligence and automated microscopy. Sales are via global partners with support from the parent company in Lund and by the company's 18 local market support organizations covering more than 40 countries. In 2020, sales were SEK 471 million and the company's growth target is 15% per year over an economic cycle. CellaVision's registered office is in Lund, Sweden. The share is listed on the Nasdaq Stockholm, Mid Cap list. Read more at www.cellavision.com

Attachments

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