



NOTICE OF EXTRAORDINARY GENERAL MEETING IN MAGNASENSE AB (PUBL)

Magnasense AB (publ), reg. no. 559222-2953, will hold an extraordinary general meeting on 5 November 2025, 11.00, at Elite Hotel Ideon, Scheelevägen 27 in Lund.

Notification etc.

Shareholders wishing to attend the meeting shall:

- i. be registered as a shareholder in the share register maintained by Euroclear Sweden AB as of 28 October 2025; and
- ii. register for the meeting no later than 29 October 2025. Registration is made by e-mail to ir@magnasense.com or by mail to Magnasense AB, Attn. Extraordinary general meeting 2025, Scheelevägen 27, 223 63 Lund.

The notification should state full name, personal or corporate identity number, shareholding, address, daytime telephone number and, where applicable, details of representatives, proxies and assistants. The number of advisors may not exceed two (2). The notification should, where applicable, be accompanied by powers of attorney, registration certificates and other authorization documents.

Nominee-registered shares

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 attendance at the meeting, register the shares in its own name with Euroclear Sweden AB so that the shareholder is entered in the share register as of 28 October 2025. Such registration may be temporary (so-called voting rights registration) and 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 by the nominee no later than 30 October 2025 will be taken into account in the preparation of the share register.

Powers of attorney etc.

If a shareholder is to be represented by a proxy, the proxy must bring a written, dated power of attorney signed by the shareholder to the meeting. The power of attorney may not be older than one year, unless a longer period of validity (however, no longer than five years) has been specified in the power of attorney. If the power of attorney is issued by a legal entity, the representative must also bring the current registration certificate or equivalent authorization document for the legal entity. To facilitate registration, a copy of the power of attorney and other authorization documents should be attached to the notification to attend the meeting. A proxy form will be available on the company's website, www.magnasense.com, at the company and will be sent by mail to shareholders who contact the company and provide their postal address.



Proposal for the agenda

0. Opening of the meeting.
1. Election of the chairman of the meeting.
2. Drafting and approval of the voting list.
3. Election of one or two persons to confirm the minutes.
4. Determination as to whether the meeting has been duly convened.
5. Approval of the agenda.
6. Resolution to approve the divestment of the subsidiaries.
7. Resolution to amend the articles of association.
8. Resolution to approve the acquisition of Subgen AI Limited.
9. Election of new board members.
10. Resolution on directed issue of ordinary shares to Atlas.
11. Resolution on directed issue of class A shares.
12. Resolution on directed issue of ordinary shares.
13. Resolution on decrease of the share capital.
14. Resolution on A) amendment of the articles of association, and B) reverse share split.
15. Closing of the meeting.

Proposal for a decision

Item 1: Election of the chairman of the meeting

The board of directors proposes that attorney-at-law Henric Stråth, Moll Wendén Advokatbyrå, is elected as chairman of the meeting.

Item 6: Resolution to approve the divestment of the subsidiaries

Magnasense has entered into a conditional share purchase agreement with ADC Services International Limited regarding the shares in the Company's subsidiaries Aegirbio (UK) Limited, Aegirbio US Inc, Abreos Biosciences LLC, Aegirbio Sweden AB, Viraspec AB and Magnasense Technologies OY. Magnasense will pay EUR 75,000 to ADC Services International Limited as compensation for taking over full responsibility for the subsidiaries as well as the buyer indemnification, i.e. taking over any and all debt and liabilities (whether contingent or otherwise) of the subsidiaries and will indemnify and hold Magnasense harmless from any obligations arising in Magnasense or any of the subsidiaries before completion of the transaction with Subgen AI Limited in accordance with item 8 on the agenda of the meeting, including trade payables, tax liabilities, employee-related obligations and contractual commitments, as well as taking over any and all liability and debt, including any remaining debt to creditors, in Magnasense incurred before or arisen prior to completion of the transaction with Subgen AI Limited, except for debts and liabilities expressly envisaged in the transaction with Subgen AI Limited (including the administrative fine by the Swedish Financial Supervisory Authority on 25 June 2025 and the claim by Atlas Special Opportunities, LLC.). The consideration consists of settlement of the Aegirbio (UK) Limited intercompany debt to Magnasense written down to SEK 16,000,000 and structured as a ten-year loan with annual instalments equal to fifty (50) percent of the Aegirbio (UK) Limited EBITDA, with any outstanding balance due in full by 1 July 2035, and no interest charged.



Marco Witteveen is the sole board member of Aegirbio (UK) Limited and has the intention of becoming a shareholder, directly or indirectly, of Aegirbio (UK) Limited.

It is the board of directors' assessment that the share sale and purchase agreement with ADC Services International Limited is beneficial for Magnasense.

The board of directors proposes that the meeting approves the share purchase agreement.

The board of directors' proposal for a resolution under this item is conditional upon the meeting also resolving in accordance with items 7-14 in accordance with the agenda for the meeting. Further, the execution of the board of directors' proposal for a resolution under this item is conditional upon the company obtaining approval for continued listing on Nasdaq First North Growth Market.

Item 7: Resolution on amendment of the articles of association

The board of directors proposes that the meeting resolve to amend the company's articles of association in accordance with the following.

Current wording	Proposed wording
§ 1 Name of company The name of the company is Magnasense AB. The company is public (publ).	§ 1 Name of company The name of the company is Subgen AI AB. The company is public (publ).
§ 2 Registered office of the company The registered office of the company is situated in Lund.	§ 2 Registered office of the company The registered office of the company is situated in Stockholm.
§ 3 Objects of the company The company shall, based on innovative and precise technology, contribute to an improved treatment of patients who need biological drugs as part of their treatment. The business of the company shall be based on technology and enable diagnosis and monitoring of drugs dosage from the central laboratory to the home environment.	§ 3 Objects of the company The company shall own and manage securities, shares and rights, and conduct any other activities compatible therewith.



<p>§ 4 Share capital and number of shares</p> <p>The share capital shall not be less than SEK 1,187,021.61578 and shall not exceed SEK 4,748,086.46312. The number of shares shall be no less than 1,185,835,780 and shall not exceed 4,743,343,120.</p>	<p>§ 4 Share capital and number of shares</p> <p>The share capital shall not be less than SEK 2,600,000 and shall not exceed SEK 10,400,000. The number of shares shall be no less than 1,018,000,000,000 and shall not exceed 4,072,000,000,000.</p>
-	<p>§ 5 Share classes</p> <p>Shares may be issued in two classes, ordinary shares and class A shares. The ordinary shares shall carry one vote per share and class A shares shall carry ten votes per share. Shares of either share class may be issued up to an amount corresponding to the full share capital.</p> <p>If the company resolves to issue new ordinary shares and class A shares, against payment other than contribution in kind, owners of ordinary shares and class A shares shall have pre-emption rights to subscribe for new shares of the same class pro rata to the number of shares previously held by them (primary pre-emption right). Shares which are not subscribed for pursuant to the primary pre-emption rights shall be offered to all shareholders for subscription (secondary pre-emption right). If the shares thus offered are not sufficient for the subscription pursuant to the secondary pre-emption rights, the shares shall be allocated between the subscribers pro rata to the number of shares previously held and, to the extent such allocation cannot be effected, by the drawing of lots.</p> <p>If the company resolves to issue new shares of either solely ordinary shares or class A shares, against payment other than contribution in kind, all shareholders shall, irrespective of whether their shares are ordinary shares or class A shares, have pre-emption rights to subscribe for new shares pro rata to the number of shares previously held by them.</p> <p>What is set out above with regard to pre-emption rights shall apply mutatis mutandis in the event of issues of warrants and convertible bonds, and shall not limit the right to resolve upon an issue with deviation from the shareholders' pre-emption rights.</p> <p>In the event of a bonus issue, new shares of each class shall be issued pro rata to the number of shares of the same class previously issued. In connection therewith, the owners of existing shares of a certain class shall entitle the holder to new shares of the same class. This shall not entail any restrictions on the possibility of issuing new shares of a new class by means of a bonus issue, following the required amendments of the Articles of Association.</p>



Owners of class A shares shall be entitled to demand that a class A share is converted into an ordinary share. The request for conversion shall be made in writing to the board of directors of the company. The request shall state how many shares the shareholder wishes to convert and, where the conversion does not apply to the owner's entire holding of class A shares, which of these are subject to the conversion. The conversion is effected when it has been registered and noted in the CSD register.

The company will take the necessary measures for conversion free of charge for shareholders four times a year. Such measures will be taken at the end of each quarter for requests received by the company no later than seven days prior to the end of the quarter.

The board of directors proposes that the meeting resolves to change the company name. If the Swedish Companies Registration Office considers that there is an impediment to the registration of Subgen AI AB, the board of directors, or a person appointed by the board of directors, shall have the right to propose additional alternative company names to the Swedish Companies Registration Office by way of additions or adjustments to the proposed company name.

The board of directors' proposal for a resolution under this item is conditional upon the meeting also resolving in accordance with items 6 and 8-14 in accordance with the agenda for the meeting. Further, the execution of the board of directors' proposal for a resolution under this item is conditional upon the company obtaining approval for continued listing on Nasdaq First North Growth Market.

The board of directors, the CEO, or the person appointed by the board of directors or the CEO is authorized 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.

Item 8: Resolution to approve the acquisition of Subgen AI Limited

The company has entered into an agreement to acquire all shares in Subgen AI Limited, reg. no. 15374966 ("Subgen").

Information about Subgen

Subgen 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 is experiencing rapid growth, building data centers and delivering services to clients in sectors such as healthcare, energy, legal, and human resources.



Subgen operates across Europe, Latin America, and the United States. Through its wholly and partially owned subsidiaries, the company reports consolidated total operating revenues of approximately EUR 25.5 million in 2024 and an EBITDA of around EUR 6 million, driven by strong underlying growth. Headquartered in London, United Kingdom, Subgen also maintains commercial offices in the United States, France, Uruguay, and Brazil.

The transaction

Magnasense has on 22 July 2025 entered into an agreement with all shareholders in Subgen to acquire all shares in Subgen.

Provided that the aforementioned conditions are fulfilled, acquisition of all shares in Subgen is expected to be effected shortly after the meeting. The purchase price for the shares amounts to a total of approximately SEK 2,182 million and shall be paid in connection with obtaining possession of the shares in Subgen through a promissory note comprising the total purchase price which immediately thereafter, in accordance with items 11-12 on the agenda of the meeting, will be set off in its entirety against 498,987,606,931 newly issued class A shares and 499,081,015,965 newly issued ordinary shares in Magnasense at a subscription price of SEK 0.002186523 per share. To the extent the purchase price is not evenly divisible by the subscription price, the sellers of Subgen waive each respective excess amount in connection with the subscription.

The transaction is a so-called reverse takeover. Through the acquisition of all shares in Subgen, by completion of the set off issue, a maximum of 498,987,606,931 new class A shares and 499,081,015,965 new ordinary shares will be issued in Magnasense, whereby the share capital may increase by a maximum of SEK 999,066,691.518896. Following the transaction, the sellers of Subgen will jointly hold a maximum of approximately 98.0 percent of the total number of shares and a maximum of approximately 99.6 percent of the total votes in Magnasense. In the transaction, Magnasense has thus been valued at approximately SEK 44.5 million.

In light of the above, the board of directors believes that the transaction is beneficial for the company's shareholders.

Based on the above, the board of directors proposes that the meeting resolves to approve the acquisition of Subgen.

The board of directors' proposal for a resolution under this item is conditional upon the meeting also resolving in accordance with items 6-7 and 9-14 in accordance with the agenda for the meeting. Further, the execution of the board of directors' proposal for a resolution under this item is conditional upon the company obtaining approval for continued listing on Nasdaq First North Growth Market.

**Item 9: Election of new board members**

A group of shareholders proposes that the board of directors shall consist of six (6) ordinary members without deputies.

A group of shareholders proposes that the current board members Jens Umehag, Michael Schwartz, William Ferenczy, William Vickery and Marco Witteveen are dismissed as board members. It is further proposed that José Iván García, Lorenzo Serratosa Gallardo, Leandro Harillo, Eduardo Montes and Christopher Dembik are elected as new board members alongside the current board member Fredrik Häglund. José Iván García is proposed to be elected as the new chairman of the board.

José Iván García, born 1978, founded in 2010, together with Lorenzo Serratosa, KAU Gestión de Activos, S.L. (currently called KAU Markets EAF, S.L.), and Substrate AI. He has been Director of Strategic Management and member of the Investment Committee of KAU Markets EAF and has worked as an advisor to several financial institutions such as Renta 4 Banco, Inversis and Andbank. He currently advises Fonvalcem FI and the three funds of the Formula KAU range and is CEO of Substrate AI and partner of GBR Almazaf, S.L., a company specialized in the real estate sector. José holds a degree in Business Administration and Management from the University of Valencia, with a specialization in Financial Management.

Lorenzo Serratosa Gallardo, born 1969, has more than 25 years of experience in the financial sector and business management. In 2010 he founded together with José Iván García, KAU Gestión de Activos, S.L. (currently KAU Markets EAF, S.L.), a financial advisory firm exclusively for Andbank Wealth Management's investment fund Fonvalcem FI, and Substrate AI where he has provided financial training and regulated advice. He is currently a director of Valpisan, S.L., a family office focused on the real estate, agricultural and industrial sectors, and Substrate AI. Lorenzo holds a degree in Philosophy from the University of Valencia.

Leandro Harillo, born 1981, is a systems engineer and technology entrepreneur with more than 20 years of experience in product development and the creation of technology-based companies in sectors such as agrotech, collaborative economies, medical education and retail automation with IoT. Currently, he is Head of Technology at Subgen AI. Previously, he co-founded BINIT, a technology partner with more than 150 employees and a presence in Spain, Brazil, Argentina and Uruguay. He has also co-founded CIBIT and Bluedoter. His experience includes collaborations with AGC, RIMA, Medisoft and UNHCR, where he has contributed with technological solutions in different fields. He has worked as a professor at the School of Industrial Organization (EOI), teaching in master's degrees and graduate programs. He has also been director of undergraduate and postgraduate theses at the Technological Institute of Buenos Aires (ITBA), guiding research projects in innovation and technology.



Eduardo Montes, born 1951, is an industrial engineer from Universidad Politécnica de Madrid and has an extensive professional career, in countries such as Spain, France, the United Kingdom and Germany. Eduardo Montes has held senior management positions in several Spanish and multinational industrial companies. Specifically, Montes was the general manager of Alcatel, president of Alstom Transport and had an extensive career in Siemens, culminating in the executive vice-presidency of Siemens AG. Subsequently, he was chairman of Ferrotlántica, of UNESA, the Spanish electricity companies' employer's association, and of the Wamow tourism group. Montes has been publicly recognised and awarded on many occasions for his leadership, work and dedication by various organisations, such as the Best Manager of the Year award granted by Actualidad Económica and the consultancy firm AT Kearney, the Best Businessman Award and the Knight's Cross of the Order of Merit of the Federal Republic of Germany.

Christopher Dembik, born 1987, is an economist with over 10 years of experience in finance and economics. He also has experience in banking and public policy and is currently Head of Macroeconomic Analysis at the investment bank Saxo Bank in Paris. He is a member of the Polish economic think tank Centre for Social and Economic Research (CASE) and a former advisor to several French MPs and presidential candidates. Prior to joining Saxo Bank, he worked as an analyst for the German investment bank Berenberg, for an Israeli financial start-up and for the French Treasury. Christopher Dembik holds a Master's degree in International Affairs from Sciences Po Paris and an MBA from the Institute of Economics of the Polish Academy of Sciences.

The proposal for a resolution under this item is conditional upon the meeting also resolving in accordance with items 6-8 and 10-14 in accordance with the agenda for the meeting. Further, the execution of the proposal for a resolution under this item is conditional upon the company obtaining approval for continued listing on Nasdaq First North Growth Market.

Item 10: Resolution on directed issue of ordinary shares to Atlas

The board of directors proposes that the meeting resolves to carry out a directed share issue of a maximum 17,722,664,794 ordinary shares, entailing an increase in the share capital of no more than SEK 17,740,387.458794. The following terms and conditions shall apply to the directed share issue.

1. SEK 0.002426 shall be paid for each newly issued ordinary shares. The part of the subscription price that exceeds the quota value shall be added to the unrestricted share premium reserve.
2. With deviation from the shareholders' preferential rights, the right to subscribe for ordinary shares shall only be granted to the existing shareholder Atlas Special Opportunities, LLC.
3. Oversubscription cannot take place.



4. Subscription of ordinary shares shall be made on a separate subscription list on the date of closing regarding the company's acquisition of Subgen, but no later than one week after the resolution. Payment for subscribed ordinary shares shall be made no later than the same day. The board of directors shall have the right to extend the last day for subscription and payment.
5. Atlas Special Opportunities, LLC shall have the right and obligation to make payment by set-off against the claims that Atlas Special Opportunities, LLC has towards the company in accordance with what is stated in the board of directors' separate statement on set-off. Set-off is executed through subscription of ordinary shares.
6. The reason for the deviation from the shareholders' preferential rights is that the company, especially taking into account the company's existing capital structure, could not fulfil its capital requirements in any other way than through the directed share issue to Atlas Special Opportunities, LLC together with the transaction with Subgen in accordance with item 8 on the agenda. The board of directors has assessed that a rights issue would require significant underwriting commitments from an underwriting consortium, which has not been deemed possible for the company to obtain. In addition, the transaction with Subgen in accordance with item 8 on the agenda is conditional upon the company settling its debt towards Atlas Special Opportunities, LLC. The board of directors' overall assessment is thus that the reasons for carrying out a directed share issues to Atlas Special Opportunities, LLC outweigh the reasons that justify the main rule of issuing shares with preferential rights for existing shareholders, and that a new share issue with deviation from the shareholders' preferential rights in accordance with the resolution in this item 10 is in the interest of the company and all shareholders. The reason why the issue is directed to an existing shareholder is to settle the debt that Magnasense has towards Atlas Special Opportunities, LLC which has become a shareholder through previously completed share issues resolved to fulfil the company's obligations to Atlas Special Opportunities, LLC under a loan facility agreements and convertible bond agreements. The basis for the calculation of the subscription price has, in consultation with a financial advisor and by analysing the company's existing indebtedness and several market factors, been determined through arm's length negotiations with Atlas Special Opportunities, LLC upon entering the loan facility agreement. It is the board of directors' assessment that the subscription price hence reflects the current market conditions as well as demand and that it thereby is market-based.
7. The new ordinary shares shall entitle to dividends for the first time on the record date for dividend that occurs immediately after the new ordinary shares have been registered with the Swedish Companies Registration Office.
8. The resolution requires an amendment of the Articles of Association in accordance with item 7 on the proposed agenda.



The board of directors' proposal for a resolution under this item is conditional upon the meeting also resolving in accordance with items 6-9 and 11-14 on the agenda for the meeting. Further, the execution of the board of directors' proposal for a resolution under this item is conditional upon the company obtaining approval for continued listing on Nasdaq First North Growth Market.

The board of directors, the CEO, or a person appointed by the board of directors or the CEO shall be authorised to make such minor amendments required to register the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB or due to other formal requirements.

Item 11: Resolution on directed issue of class A shares

The board of directors proposes that the meeting resolves to carry out a directed share issue of a maximum 498,987,606,931 class A shares, entailing an increase in the share capital of no more than SEK 499,486,594.537931. The following terms and conditions shall apply to the directed share issue.

1. SEK 0.002186523 shall be paid for each newly issued class A share. The part of the subscription price that exceeds the quota value shall be added to the unrestricted share premium reserve.
2. With deviation from the shareholders' preferential rights, the right to subscribe for the class A shares shall only be granted to the sellers of Subgen listed below, directly or indirectly through a company wholly owned by the seller, with the following distribution:

Name	Number of class A shares
Subgen AI Foundation	396,437,173,744
JMSAN Agentes Financieros Globales	102,550,433,187
Total:	498,987,606,931



1. Oversubscription cannot take place.
2. Subscription of class A shares shall be made on a separate subscription list on the date of closing regarding the company's acquisition of Subgen, but no later than one week after the resolution. Payment for subscribed class A shares shall be made no later than the same day. The board of directors shall have the right to extend the last day for subscription and payment.
3. Payment shall be made in cash. However, it is noted that the board of directors can allow set-off in accordance with the conditions specified in Chapter 13, Section 41 of the Swedish Companies Act.
4. The reason for the deviation from the shareholders' preferential rights is that the board of directors deems it advantageous for the company that the sellers claim on the company can be set off against new class A shares in the company, as such set-off can be made without harm to the company or its creditors. The board of directors believes that the subscription price is market-based, determined through arm's length negotiations with the sellers of Subgen regarding the company's value.
5. The new class A shares shall entitle to dividends for the first time on the record date for dividend that occurs immediately after the new class A shares have been registered with the Swedish Companies Registration Office.
6. The resolution requires an amendment of the Articles of Association in accordance with item 7 on the proposed agenda.

The board of directors' proposal for a resolution under this item is conditional upon the meeting also resolving in accordance with items 6-10 and 12-14 on the agenda for the meeting. Further, the execution of the board of directors' proposal for a resolution under this item is conditional upon the company obtaining approval for continued listing on Nasdaq First North Growth Market.

The shareholder Subgen AI Foundation may as the largest shareholder in Subgen AI Limited, through the new share issue, receive approximately 38.9 percent of the capital and 72.0 percent of the votes in the company, which gives rise to a mandatory bid obligation in accordance with the takeover rules for certain trading platforms. Subgen AI Foundation will apply for exemption from the mandatory bid obligation from the Swedish Securities Council during the notice period.

The board of directors, the CEO, or a person appointed by the board of directors or the CEO shall be authorised to make such minor amendments required to register the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB or due to other formal requirements.

Item 12: Resolution on directed issue of ordinary shares

The board of directors proposes that the meeting resolves to carry out a directed share issue of a maximum 499,081,015,965 ordinary shares, entailing an increase in the share capital of no more than SEK 499,580,096.980965. The following terms and conditions shall apply to the directed share issue.



1. SEK 0.002186523 shall be paid for each newly issued ordinary shares. The part of the subscription price that exceeds the quota value shall be added to the unrestricted share premium reserve.
2. With deviation from the shareholders' preferential rights, the right to subscribe for ordinary shares shall only be granted to the sellers of Subgen, excluding Subgen AI Foundation and JMSAN Agentes Financieros Globales, directly or indirectly through a company wholly owned by the seller.
3. Oversubscription cannot take place.
4. Subscription of ordinary shares shall be made on a separate subscription list on the date of closing regarding the company's acquisition of Subgen, but no later than one week after the resolution. Payment for subscribed ordinary shares shall be made no later than the same day. The board of directors shall have the right to extend the last day for subscription and payment.
5. Payment shall be made in cash. However, it is noted that the board of directors can allow set-off in accordance with the conditions specified in Chapter 13, Section 41 of the Swedish Companies Act.
6. The reason for the deviation from the shareholders' preferential rights is that the board of directors deems it advantageous for the company that the sellers claim on the company can be set off against new ordinary shares in the company, as such set-off can be made without harm to the company or its creditors. The board of directors believes that the subscription price is market-based, determined through arm's length negotiations with the sellers of Subgen regarding the company's value.
7. The new ordinary shares shall entitle to dividends for the first time on the record date for dividend that occurs immediately after the new ordinary shares have been registered with the Swedish Companies Registration Office.
8. The resolution requires an amendment of the Articles of Association in accordance with item 7 on the proposed agenda.

The board of directors' proposal for a resolution under this item is conditional upon the meeting also resolving in accordance with items 6-11 and 13-14 on the agenda for the meeting. Further, the execution of the board of directors' proposal for a resolution under this item is conditional upon the company obtaining approval for continued listing on Nasdaq First North Growth Market.

The board of directors, the CEO, or a person appointed by the board of directors or the CEO shall be authorised to make such minor amendments required to register the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB or due to other formal requirements.

Item 13: Resolution on decrease of the share capital

The board of directors proposes that the meeting resolves to decrease the company's share capital with a maximum of SEK 1,016,807,078.977690. The reduction of the share capital shall be set at an amount which corresponds to the maximum share capital increase following the board of directors' proposal on resolution on directed issue of ordinary shares to Atlas in accordance



with item 10, the board of directors' proposal on resolution on directed issue of class A shares in accordance with item 11 and the board of directors' proposal on resolution on directed issue of ordinary shares in accordance with item 12. The reason for the board of directors' proposal to decrease the share capital is to achieve a capital structure that is more appropriate for the company and to improve the relation between the share capital and unrestricted equity. The reduction of the share capital is proposed to be made for allocation to non-restricted equity and carried out without redemption of shares.

As a statement under Chapter 20, Section 13 of the Swedish Companies Act (Sw. aktiebolagslagen (2005:551)) the board of directors states the following. The resolution on share capital decrease in accordance with the proposal in this item 13 can be implemented without an authorization from the Swedish Companies Registration Office (Sw. Bolagsverket) or the general court, since the company will at the same time carry out a directed issue of class A shares in accordance with item 11 and directed issues of ordinary shares in accordance with items 10 and 12, which results in that neither the company's restricted equity nor share capital will decrease.

The board of directors' proposal for a resolution under this item is conditional upon the meeting also resolving in accordance with items 6-12 and 14 on the agenda for the meeting. Further, the execution of the board of directors' proposal for a resolution under this item is conditional upon the company obtaining approval for continued listing on Nasdaq First North Growth Market.

The board of directors, the CEO, or a person appointed by the board of directors or the CEO shall be authorised to make such minor amendments required to register the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB or due to other formal requirements.

Item 14: Resolution on A) amendment of the articles of association, and B) reverse share split

The board of directors proposes that the meeting resolves on a consolidation of ordinary shares (so-called reversed share split) whereby one thousand (1,000) existing ordinary shares are consolidated into one (1) ordinary share (1:1,000) as well as a consolidation of class A shares whereby one thousand (1,000) existing class A shares are consolidated into one (1) class A share (1:1,000) in accordance with B below. The purpose of the reverse share split is to achieve an appropriate number of shares for the company following the proposed share issues in items 10-12 on the agenda of the meeting. In order to enable the reverse share split of ordinary shares and class A shares, the board of directors further proposes that the meeting resolves to amend the company's articles of association in accordance with A below.

A) Resolution on amendment of the articles of association



Current wording*	Proposed wording
§ 4 Share capital and number of shares The share capital shall not be less than SEK 2,600,000 and shall not exceed SEK 10,400,000. The number of shares shall be no less than 1,018,000,000,000 and shall not exceed 4,072,000,000,000.	§ 4 Share capital and number of shares The share capital shall not be less than SEK 2,600,000 and shall not exceed SEK 10,400,000. The number of shares shall be no less than 1,018,000,000 and shall not exceed 4,072,000,000.

* After the resolution in item 7 on the agenda of the meeting.

B) Resolution on reverse share split

The board of directors proposes that the meeting resolves to carry out a reverse share split in the ratio 1:1,000, resulting in one thousand (1,000) ordinary shares being consolidated into one (1) ordinary share and one thousand (1,000) class A shares being consolidated into one (1) class A share.

The reason for the reverse share split is that the board of directors wants to achieve a number of shares that are appropriate for the company.

The resolution on the reverse share split shall be conditional upon one of the major shareholders agreeing, free of charge, to contribute shares to shareholders whose number of shares is not evenly divisible by one thousand (1,000).

The proposed reverse share split means that the quota value of the share increases from approximately SEK 0.000002 (after the resolution to decrease the share capital in accordance with item 13) to approximately SEK 0.002601.

The board of directors shall be authorized to determine the record date for the reverse share split, which may not, however, be earlier than the date on which the resolution on the reverse share split has been registered with the Swedish Companies Registration Office. Further information on the procedure for the reverse share split will be published in connection with the board of directors' decision regarding the record date.

The board of directors' proposals under A - B above constitute a combined proposal and shall be made as a joint resolution.

The board of directors' proposal for a resolution under this item is conditional upon the meeting also resolving in accordance with items 6-13 on the agenda for the meeting. Further, the execution of the board of directors' proposal for a resolution under this item is conditional upon the company obtaining approval for continued listing on Nasdaq First North Growth Market.



The board of directors, the CEO, or a person appointed by the board of directors or the CEO shall be authorised to make such minor amendments required to register the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB or due to other formal requirements.

Majority requirements

For valid resolutions on the proposals pursuant to items 7-8 and 10-14, the proposals have to be supported by shareholders representing at least two-thirds of the votes cast as well as of all shares represented at the meeting, whereby any shares in the company held by Subgen AI Foundation shall be disregarded in the vote count regarding item 11.

Documents

Documents pursuant to the Swedish Companies Act will be available at the company and on the company's website, www.magnasense.com, at least three weeks prior to the date of the meeting and will be sent to shareholders who request it and provide their postal address. Otherwise, the 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 meeting have the right to request information in accordance with Chapter 7, Section 32, Item 1 of the Swedish Companies Act (2005:551).

Number of shares and votes

The total number of shares and votes in the company as of the date of this notice amounts to 2,646,082,293. The company holds no own shares.

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 in October 2025

Magnasense AB (publ)

The Board of Directors

For further information, please contact:

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E-mail: ir@magnasense.com

The Company's Certified Adviser is Eminova Fondkommission AB | adviser@eminova.se

**About Magnasense**

Magnasense is a Swedish diagnostics company founded in 2019 to offer tests to monitor and optimize the dosage of biological drugs via its unique patented technology platform. In June 2020, Magnasense was listed on the Nasdaq First North Growth Market. The company's ambition is, in addition to bringing innovative diagnostic technology to the market, to make diagnostics more accessible, easier to use and to provide accurate and easily transferable results. For more information, see Magnasense's website www.magnasense.com.