



NOTICE OF ANNUAL GENERAL MEETING IN MAGNASENSE AB (PUBL)

Magnasense AB (publ), reg. no. 559222-2953, will hold its Annual General Meeting on June 30, 2025 at 11:00 a.m., at Scheelevägen 27 in Lund.

N.B. The English text is an unofficial translation. In case of any discrepancies between the Swedish text and the English translation, the Swedish text shall prevail.

Notification etc.

Anyone wishing to attend the meeting shall:

- i. be registered as a shareholder in the share register maintained by Euroclear Sweden AB as of the record date, which is 19 June 2025; and
- ii. register for the meeting no later than 24 June 2025. Registration is made by mail to Magnasense AB, Scheelevägen 27, 223 63 Lund or by e-mail to ir@magnasense.com.

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.

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 19 June 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 the second business day after 19 June 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 (1) year, unless a longer period of validity (however, no longer than five (5) 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.



Proposal for the agenda

1. The meeting opens
2. Election of the Chairman of the General Meeting
3. Drafting and approval of the voting list
4. Approval of the agenda
5. Election of one or two persons to countersign the minutes
6. Determination as to whether the meeting has been duly convened
7. Presentation of the annual report and the auditor's report as well as the consolidated annual report and the consolidated auditor's report
8. Address by the CEO
9. Resolutions regarding:
 - a. adoption of the income statement and balance sheet and the consolidated income statement and the consolidated balance sheet
 - b. allocation of profit or loss in accordance with the adopted balance sheet
 - c. discharge from liability for the members of the Board of Directors and the Managing Director
10. Determination of directors' and auditors' fees
11. Election of the Board of Directors and the audit company or auditors
12. Resolution on amendment of the articles of association
13. Resolution on amendment of terms and conditions for convertible bonds of series 2023 /2026
14. Resolution on authorisation to issue shares
15. Resolution on authorisation to issue shares
16. Closure of the meeting

Proposal for a decision

Item 2: Election of the Chairman of the General Meeting

A group of shareholders proposes that the Meeting appoints attorney at law Henric Stråth, Moll Wendén Advokatbyrå AB, as Chairman of the Meeting or, if he is prevented from attending, the person designated by the Board of Directors instead.

Point 9.b): Resolution on the appropriation of profit or loss according to 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 the remuneration of the Board of Directors and auditors

A group of shareholders proposes that the remuneration of the Board of Directors, for each member elected by the AGM who is not an employee of the company, for the period until the end of the next AGM, be distributed as follows: the Chairman of the Board of Directors three (3) price base amounts, ordinary member two (2) price base amounts.



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 audit firm or auditors

A group of shareholders proposes that the Board of Directors shall consist of six (6) ordinary members without deputies and that a registered accounting firm be appointed as auditor.

A group of shareholders proposes the re-election of Jens Umehag, Michael Schwartz, William Ferenczy, Fredrik Häglund, William Vickery and Marco Witteveen. Jens Umehag is proposed for re-election as Chairman of the Board.

Information on the proposed Board members is available on the company's website, www.magnasense.com.

The Board of Directors proposes that the registered auditing firm Göteborgs Revision Kommanditbolag be elected as auditor for the period until the end of the next Annual General Meeting. Göteborgs Revision Kommanditbolag has announced that if the AGM approves the proposal, authorized public accountant Stefan Kylebäck will remain as auditor in charge.

Item 12: 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
<p>§ 4 Share capital and number of shares</p> <p>The share capital shall not be less than SEK 872,752.202 and shall not exceed SEK 3,491,008.808. The number of shares shall be no less than 950,000,000 and shall not exceed 3,800,000,000.</p>	<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>

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.

A resolution in accordance with this proposal requires the support of shareholders representing at least two thirds (2/3) of both the votes cast and the shares represented at the General Meeting

Item 13: Resolution on amendment of terms and conditions for convertible bonds of series 2023/2026

The Board of Directors proposes that the Meeting resolves to amend the terms and conditions for the company's convertible bonds of series 2023/2026, resolved at the Extraordinary General Meeting on 20 January 2023 and amended at the Extraordinary General Meeting on 26 April 2024.



The main changes to the terms and conditions are as follows:

1. the loan's maturity date is changed to 20 January 2028
2. conversion may be requested until 2 January 2028

In accordance with the above, the Board of Directors proposes that the terms and conditions for the 2023/2026 series of convertible bonds be amended mainly as follows.

Current wording	Proposed wording
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3.1 Lånets förfallodag är den 20 januari 2026. Om Innehavaren inte har påkallat konvertering av de utestående Konvertibla Skuldebreven innan den 5 januari 2026, ska, baserat på Bolagets önskemål, (i) Bolaget lösa in det utestående beloppet under de Konvertibla Skuldebreven på förfallodagen i kontanter, eller (ii) Bolaget påkalla Konvertering av alla utestående Konvertibla Skuldebrev den 5 januari 2026. Dessutom ska Bolaget ha rätt att återbetala lånet kontant när som helst till ett belopp om 110 procent av dess nominella belopp. Baserat på Innehavarens önskemål får varje Konvertibelt Skuldebrev, istället för att bli återbetalt kontant till ett belopp om 110 procent av dess nominella belopp, konverteras till Aktier i enlighet med punkt 5, varigenom datumet för begäran av förtida inlösen från Bolaget ska anses vara dagen för begäran om Konvertering i förhållande till bestämmandet av Konverteringskursen och tillämplig Konverteringsperiod.

The maturity date of the loan is 20 January 2026. If the Holder has not demanded Conversion of the outstanding Convertible Debentures prior to 5 January 2026, upon the Company's discretion, (i) the Company shall redeem in cash the outstanding principal amount under the Convertible Debentures on the maturity date or (ii) the Company shall demand Conversion of all outstanding Convertible Debentures on 5 January 2026. In addition, the Company shall have the right to early redeem in cash the loan at 110% of its principal amount at any time. At the Holder's discretion, each Convertible Debenture may, instead of being early redeemed in cash at 110% of its principal amount, be converted into Shares in accordance with Section 5, whereby the date of request of early redemption from the Company shall be considered the day for the demand for Conversion with respect to determining the Conversion Price and the applicable Pricing Period.

3.1 Lånets förfallodag är den 20 januari 2028. Om Innehavaren inte har påkallat konvertering av de utestående Konvertibla Skuldebreven innan den 5 januari 2028, ska, baserat på Bolagets önskemål, (i) Bolaget lösa in det utestående beloppet under de Konvertibla Skuldebreven på förfallodagen i kontanter, eller (ii) Bolaget påkalla Konvertering av alla utestående Konvertibla Skuldebrev den 5 januari 2028. Dessutom ska Bolaget ha rätt att återbetala lånet kontant när som helst till ett belopp om 110 procent av dess nominella belopp. Baserat på Innehavarens önskemål får varje Konvertibelt Skuldebrev, istället för att bli återbetalt kontant till ett belopp om 110 procent av dess nominella belopp, konverteras till Aktier i enlighet med punkt 5, varigenom datumet för begäran av förtida inlösen från Bolaget ska anses vara dagen för begäran om Konvertering i förhållande till bestämmandet av Konverteringskursen och tillämplig Konverteringsperiod.

The maturity date of the loan is 20 January 2028. If the Holder has not demanded Conversion of the outstanding Convertible Debentures prior to 5 January 2028, upon the Company's discretion, (i) the Company shall redeem in cash the outstanding principal amount under the Convertible Debentures on the maturity date or (ii) the Company shall demand Conversion of all outstanding Convertible Debentures on 5 January 2028. In addition, the Company shall have the right to early redeem in cash the loan at 110% of its principal amount at any time. At the Holder's discretion, each Convertible Debenture may, instead of being early redeemed in cash at 110% of its principal amount, be converted into Shares in accordance with Section 5, whereby the date of request of early redemption from the Company shall be considered the day for the demand for Conversion with respect to determining the Conversion Price and the applicable Pricing Period.



<p>5.1 Innehavare ska ha rätt att påkalla Konvertering av hela eller delar av sin fordran till nya Aktier i Bolaget under perioden fr.o.m. den 22 mars 2023 t. o.m. den 2 januari 2026. Ingen begäran om Konvertering ska vara för mindre än 500 000 kronor. Sker inte Konvertering av Konvertibel Fordran inom angiven tid upphör all rätt att Konvertera.</p> <p><i>The Holder shall be entitled to demand Conversion of all or parts of their claim into new Shares in the Company during the period commencing on 22 March 2023 up to and including 2 January 2026. No demand for Conversion shall be for less than SEK 500,000. In the event Conversion fails to take place by the stipulated date, all rights to convert the Convertible Debenture shall lapse.</i> Bolaget har, vid Innehavarens Konvertering, rätt att välja att:</p> <p><i>At the Company's option, the Company shall have the right, upon Conversion by the Holder, to:</i></p> <p>(i) leverera nya Aktier i Bolaget till Innehavaren; eller</p> <p><i>(i) deliver new Shares of the Company to the Holder; or</i></p> <p>(ii) betala Innehavaren 100 procent av det nominella värdet för Konvertibla Fordran, beräknat enligt följande formel:</p> <p><i>(ii) pay to the Holder 100% of the nominal value of the Convertible Debenture by way of cash payment calculated as per the following formula:</i> Nominellt konverterat belopp / konverteringskurs x Dagliga volymägda genomsnittskursen vid stängning på Konverteringsdagen</p> <p>$\frac{\text{Nominal converted}}{\text{Conversion Price} \times \text{Closing VWAP of the Conversion Date}}$</p>	<p>5.1 Innehavare ska ha rätt att påkalla Konvertering av hela eller delar av sin fordran till nya Aktier i Bolaget under perioden fr.o.m. den 22 mars 2023 t. o.m. den 2 januari 2028. Ingen begäran om Konvertering ska vara för mindre än 500 000 kronor. Sker inte Konvertering av Konvertibel Fordran inom angiven tid upphör all rätt att Konvertera.</p> <p><i>The Holder shall be entitled to demand Conversion of all or parts of their claim into new Shares in the Company during the period commencing on 22 March 2023 up to and including 2 January 2028. No demand for Conversion shall be for less than SEK 500,000. In the event Conversion fails to take place by the stipulated date, all rights to convert the Convertible Debenture shall lapse.</i> Bolaget har, vid Innehavarens Konvertering, rätt att välja att:</p> <p><i>At the Company's option, the Company shall have the right, upon Conversion by the Holder, to:</i></p> <p>(i) leverera nya Aktier i Bolaget till Innehavaren; eller</p> <p><i>(i) deliver new Shares of the Company to the Holder; or</i></p> <p>(ii) betala Innehavaren 100 procent av det nominella värdet för Konvertibla Fordran, beräknat enligt följande formel:</p> <p><i>(ii) pay to the Holder 100% of the nominal value of the Convertible Debenture by way of cash payment calculated as per the following formula:</i> Nominellt konverterat belopp / konverteringskurs x Dagliga volymägda genomsnittskursen vid stängning på Konverteringsdagen</p> <p>$\frac{\text{Nominal converted}}{\text{Conversion Price} \times \text{Closing VWAP of the Conversion Date}}$</p>
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The terms and conditions for the company's convertible bonds 2023/2026 shall, following the proposed amendments, have the wording set out in "Terms and conditions for convertible bonds in Magnasense AB (publ), series 2023/2028".

Registration and enforcement of the resolution of the meeting in accordance with this paragraph is conditional upon all convertible bondholders agreeing to the amendments to the terms and conditions.



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.

A resolution in accordance with this proposal requires the support of shareholders representing at least two thirds (2/3) of both the votes cast and the shares represented at the General Meeting.

Item 14: Resolution on authorisation to issue shares

The Board of Directors proposes that the Meeting authorizes the Board of Directors, for the period until the next Annual General Meeting, on one or more occasions, to resolve to increase the company's share capital by issuing new shares, warrants and/or convertible bonds. The issue may be made with or without deviation from the shareholders' preferential rights and with or without provisions for contribution in kind, or set-off, in addition to cash payment.

The purpose of the authorization is to secure the company's obligations under the agreement with Atlas Special Opportunities, LLC.

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.

A resolution in accordance with this proposal requires the support of shareholders representing at least two thirds (2/3) of both the votes cast and the shares represented at the General Meeting.

Item 15: Resolution on authorisation to issue shares

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 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.

A resolution in accordance with this proposal requires the support of shareholders representing at least two thirds (2/3) of both the votes cast and the shares represented at the General Meeting.

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, www.magnasense.com, 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's complete proposals for resolutions are set out in the notice.

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).

Number of shares and votes

The total number of shares and votes in the company as of the date of this notice amounts to 1,185,835,780. 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/ES_PUA_Privacy_notice_bolagsstammor.pdf.

Lund in May 2025

Magnasense AB (publ)

The Board of Directors

For further information, please contact:

Marco Witteveen, CEO, Magnasense AB

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.