

## **BULLETIN FROM THE EXTRAORDINARY GENERAL MEETING OF OPTICEPT TECHNOLOGIES AB (PUBL) ON 18 DECEMBER 2025**

**OptiCept Technologies AB (publ) (the “Company” or “OptiCept”) held an Extraordinary General Meeting on 18 December 2025. At the general meeting, the following resolutions were adopted, among others.**

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.

Determination of the number of Board members any deputy Board members and election of the Board of Directors and any deputy Board members

The general meeting resolved, in accordance with the Nomination Committee's proposal, that the Board shall consist of seven (7) Board members without deputies.

In accordance with the Nomination Committee's proposal, Ulf Hagman, Nicklas Margård, Carlos Fernandez Villena, Kees Jansen van Rosendaal and Eda Demir Westman were re-elected as Board members for the period until the next Annual General Meeting. In accordance with the Nomination Committee's proposal, Mikael Carleson and Jörgen Durban were elected as new Board members.

Ulf Hagman was re-elected as Chairman of the Board and Nicklas Margård was re-elected as Vice Chairman of the Board.

Fees for the Board

The general meeting resolved, in accordance with the Nomination Committee's proposal, that the new Board members shall receive remuneration in accordance with the remuneration levels resolved by the Annual General Meeting on 22 May 2025 and that Board fees shall be paid pro rata for the period during which the member holds the position, calculated from the date of appointment until the end of the next Annual General Meeting.

### **Resolution on the Board of Directors' proposal for a directed issue of warrants to lenders**

The general meeting resolved, in accordance with the Board's proposal, to issue a maximum of 1,878,979 warrants of series TO8, entailing an increase in share capital upon full exercise of a maximum of SEK 169,108.11.

The right to subscribe for the warrants is granted, with deviation from the shareholders' preferential rights, to Rickard Rönblom, JJV Investment Group AB, Vellenova AB, Christer Jönsson, Andreas Jahn, Björn Wetterling, Business Remedy Associates Sweden AB, Mikael Blihhagen, Med Tech Invest Europe AB, JEQ Capital AB, Curam Holding AB and Quantum Leben AG.

The directed issue of warrants is a prerequisite for the loan announced by the Company on 23 November 2025, through which the Company refinanced an existing loan and received additional liquidity (the "**Loan**").

The warrants are issued free of charge. One (1) warrant of series TO8 entitles the holder to subscribe for one (1) new share in the Company during the period from 1 May 2030 to 5 June 2030. Holders of warrants that together holds at least 60 percent of the outstanding warrants of series TO8 may agree with the Company to bring forward the exercise period for the warrants. The subscription price per share upon exercise of the warrants shall be the lower of (i) SEK 7.5 and (ii) the most recent subscription price applied in any of the following cases (a) in a preferential issue of shares in the Company from the date of registration of the warrants with the Swedish Companies Registration Office until 31 December 2025, and (b) applied in a new issue of shares in the Company (both with and without preferential rights for shareholders) from 1 January 2026 up to and including 5 June 2030.

#### **Resolution on the Board of Directors' proposal for a directed issue of warrants to Torsion Invest AB as a lender**

The general meeting resolved, in accordance with the Board's proposal, to issue a maximum of 1,041,279 warrants of series TO8, entailing an increase in share capital upon full exercise of a maximum of SEK 93,715.11.

The right to subscribe for warrants is granted, with deviation from the shareholders' preferential rights, to Torsion Invest AB (Jonas Hagberg).

The directed issue of warrants is a prerequisite for the Loan, in which Torsion Invest AB is one of the lenders.

The warrants are issued free of charge. One (1) warrant of series TO8 entitles the holder to subscribe for one (1) new share in the Company during the period from 1 May 2030 to 5 June 2030. Holders of warrants that together holds at least 60 percent of the outstanding warrants of series TO8 may agree with the Company to bring forward the exercise period for the warrants. The subscription price per share upon exercise of the warrants shall be the lower of (i) SEK 7.5 and (ii) the most recent subscription price applied in any of the following cases (a) in a preferential issue of shares in the Company from the date of registration of the warrants with the Swedish Companies Registration Office until 31 December 2025, and (b) applied in a new issue of shares in the Company (both with and without preferential rights for shareholders) from 1 January 2026 up to and including 5 June 2030.

**Resolution on the Board of Directors' proposal for a directed issue of warrants to Torsion Invest AB as issuer of the credit facility**

The general meeting resolved, in accordance with the Board's proposal, to issue a maximum of 750,000 warrants of series TO8, entailing an increase in share capital upon full exercise of a maximum of SEK 67,500.

The right to subscribe for warrants is granted, with deviation from the shareholders' preferential rights, to Torsion Invest AB (Jonas Hagberg).

The directed issue of warrants is a prerequisite for the conclusion of the credit facility that the Company announced together with the Loan on 23 November 2025.

The warrants are issued free of charge. One (1) warrant of series TO8 entitles the holder to subscribe for one (1) new share in the Company during the period from 1 May 2030 to 5 June 2030. Holders of warrants that together holds at least 60 percent of the outstanding warrants of series TO8 may agree with the Company to bring forward the exercise period for the warrants. The subscription price per share upon exercise of the warrants shall be the lower of (i) SEK 7.5 and (ii) the most recent subscription price applied in any of the following cases (a) in a preferential issue of shares in the Company from the date of registration of the warrants with the Swedish Companies Registration Office until 31 December 2025, and (b) applied in a new issue of shares in the Company (both with and without preferential rights for shareholders) from 1 January 2026 up to and including 5 June 2030.

**Resolution on the Board of Directors' proposal on authorisation**

The general meeting resolved, in accordance with the Board's proposal, to authorise the Board of Directors to resolve, on one or more occasions, during the period until the next Annual General Meeting, with or without deviation from the shareholders' preferential rights, on the issue of shares, warrants and/or convertibles. The company's share capital and number of shares may, based on the authorisation, be increased by an amount and number that does not exceed the limits specified in the Articles of Association in force at any given time. The Board of Directors shall have the right to resolve on the detailed terms and conditions of the issue. Payment may be made in cash, in kind or by set-off, or otherwise on terms and conditions.

The purpose of the authorisation is to increase the company's financial flexibility and the Board of Directors' scope for action. If the Board of Directors resolves on an issue that deviates from the shareholders' preferential rights, the reason shall be to provide the company with working capital and/or new owners of strategic importance to the company and/or the acquisition of other companies or businesses. In the event of such deviation from the shareholders' preferential rights, the issue shall be carried out on market terms.

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For more detailed information on the content of the resolutions, please refer to the press release published on 1 December 2025 and the complete notice to the extraordinary general meeting. The notice to the extraordinary general meeting and the complete proposals regarding the resolutions of the extraordinary general meeting are available on the company's website, [www.opticept.se](http://www.opticept.se).

## **Contacts**

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## **About Us**

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OptiCept Technologies AB (publ) provides the food and plant industry with technological solutions that contribute to a more sustainable world and enable climate-smart economic growth. OptiCept optimizes biological processes - Increased extraction from raw material, extended shelf life, reduced waste, and improved quality (taste, aroma, color, nutritional content) of the final product.

The positive effects of technology increase efficiency for our customers, provide better products for the consumers, and minimal impact on our environment. Through patented technology in PEF (pulsed electric field) and VI (Vacuum Infusion), the technology opens up new business opportunities for the food and plant industry worldwide. OptiCept's vision is to contribute to a sustainable world by offering efficient, green, cutting-edge technology that is easy to use in the areas of FoodTech and PlantTech.

The company is located in Lund and the share is traded on the Nasdaq First North Growth Market (ticker: OPTI). The Company's Certified Adviser is Tapper Partners AB.

For further information visit:

[OptiCept Technologies Official Website](http://www.opticept.se)

#### Attachments

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