

# NOTICE TO ATTEND AN EXTRAORDINARY GENERAL MEETING IN COALA-LIFE GROUP AB (PUBL)

The shareholders in Coala-Life Group AB (publ), reg. no. 556495-4682, are hereby given notice to attend an extraordinary general meeting at 10:00 a.m. on Thursday 26 January 2023 at Setterwalls Advokatbyrå's offices at address Sturegatan 10 in Stockholm. Registration for the meeting commences 30 minutes before the opening of the meeting.

The board of directors has decided, pursuant to Chapter 7, Section 4, Paragraph 2 of the Swedish Companies Act and the company's articles of association, to apply the possibility of proxy collection in conjunction with the extraordinary general meeting (see section *proxy collection* below for more information).

## Notice

Shareholders wishing to participate at the meeting must:

(i) be entered in the shareholders' register, kept by Euroclear Sweden AB (the Swedish Central Securities Depository & Clearing Organisation), on the record day which is Wednesday 18 January 2023; and

(ii) notify the company of their attendance and any assistant no later than Friday 20 January 2023. Notification can be made in writing to Setterwalls Advokatbyrå AB, Attn: Johan Tønnesen, P.O. Box 1050, SE-101 39 Stockholm, Sweden or by e-mail to johan.tonnesen@setterwalls.se.

Notification shall include full name, personal identification number or corporate registration number, address, daytime telephone number and, if appropriate, information about representative, proxy, and assistants. The number of assistants may not be more than two. In order to facilitate entry to the meeting, notification should, where appropriate, be accompanied by powers of attorney, registration certificates and other documents of authority.

## Nominee registered shares

In order to be entitled to participate and vote at the meeting, shareholders who have their shares registered in the name of a nominee must have their shares registered in their own name, so that the shareholder will be included in the transcription of the share register as of Wednesday 18 January 2023. Such registration may be temporary (so-called

voting rights registration) and is requested to the nominee in accordance with the nominee's routines at such time in advance as the nominee determines. Voting rights registrations made by the nominee no later than Friday 20 January 2023 will be taken into account in the preparation of the share register.

## Proxy

A shareholder represented by proxy shall issue a power of attorney which shall be dated and signed by the shareholder. If issued by a legal entity, the power of attorney shall be accompanied by registration certificate or, if not applicable, equivalent documents of authority. Power of attorney forms for those shareholders wishing to participate by proxy will be available on the company's website [www.coalalife.com](http://www.coalalife.com). The original version of the power of attorney shall also be presented at the meeting.

## Proxy collection

The board of directors has decided, pursuant to Chapter 7, Section 4, Paragraph 2 of the Swedish Companies Act and the company's articles of association, to apply the possibility of proxy collection in conjunction with the extraordinary general meeting. This means that shareholders who do not wish to participate in person at the meeting can submit a power of attorney to a representative appointed by the company, who participates in the meeting on behalf of the shareholder and votes in accordance with the shareholder's instructions. The representative appointed by the company may not be a member of the board of directors or the CEO of the company. Shareholders who wish to make use of this opportunity must complete and sign a special power of attorney form which will be available on the company's website, [www.coalalife.com](http://www.coalalife.com). If issued by a legal entity, the power of attorney shall be accompanied by registration certificate or, if not applicable, equivalent documents of authority.

## Processing of personal data

For information regarding how your personal data is processed in connection with the extraordinary general meeting, please refer to the privacy policy on Euroclear Sweden AB's website, <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

## Proposed agenda

- Opening of the meeting and election of chairman of the meeting
- Preparation and approval of the voting list
- Approval of the agenda
- Election of one or two persons who shall approve the minutes of the meeting
- Determination of whether the meeting has been duly convened
- Determination of the number of members of the board of directors
- Election of a new member of the board of directors
- Determination of the fees payable to the members of the board of directors
- Resolution regarding changes to the articles of association and issuance of units consisting of new shares and warrants with preferential rights for the company's shareholders (the "**Rights Issue**")
- Resolution regarding issuance of additional units consisting of new shares and warrants with deviation from the shareholders' preferential rights to enable set-off of convertible loan and additional allocation in the event of oversubscription in the Rights Issue (the "**Expansion Option**")
- Resolution regarding issuance of new shares with deviation from the shareholders' preferential rights to enable payment of commitment consideration to guarantors in the Rights Issue in the form of new shares (the "**Commitment Consideration Issue**")

## • Closing of the meeting

The nomination committee's proposed resolutions

The nomination committee consists of Anders Rodebjer (representing 20 North Street CO AB), Nils-Holger Olsson (representing Åke Sundvall Holding AB), Magnus Sörlander and the chairman of the board of directors (Per Carendi). The nomination committee has presented the following proposed resolutions in relation to items 1 and 6-8 in the proposed agenda.

### *Item 1. Election of chairman of the meeting*

The nomination committee proposes Olof Reinholdsson (lawyer at Setterwalls Advokatbyrå AB) as chairman of the meeting.

### *Item 6-8. Determination of the number of members of the board of directors, election of a new member of the board of directors and determination of the fees payable to the members of the board of directors*

The board of directors today consists of the following four (4) ordinary members without deputy members: Per Carendi (chairman), Ebba Fåhraeus, Peter Troija and Christian Jørgensen.

The nomination committee proposes that the board of directors shall consist of five (5) ordinary members without deputy members until the end of the next annual general meeting. Furthermore, it is proposed that Per Lindeberg is to be new-elected as ordinary board member until the end of the next annual general meeting, which means that the board of directors will consist of Per Carendi (chairman), Ebba Fåhraeus, Peter Troija, Christian Jørgensen and Per Lindeberg.

Per Lindeberg is independent in relation to the company and its senior management as well as in relation to the company's major shareholders. Information regarding Per Lindeberg's principal education and work experience and any other significant professional commitments etc. will be kept available on the company's website at [www.coalalife.com](http://www.coalalife.com).

The annual general meeting held on 30 May 2022 resolved that the fees payable to the board of directors for the period until the end of the next annual general meeting shall amount to a total of SEK 1,000,000 out of which SEK 400,000 shall be paid to the chairman and SEK 200,000 to each of the other ordinary members.

The nomination committee proposes that the new board member is to be entitled to remuneration (board fees) as resolved by the annual general meeting (*i.e.* SEK 200,000 reduced proportionally taking into account that the new board member will not serve the entire time period between the annual general meeting held on 30 May 2022 and the next annual general meeting).

The board of directors' proposed resolutions

The board of directors of the company has presented the following proposed resolutions in relation to items 9-11 in the proposed agenda.

*Item 9. Resolution regarding changes to the articles of association and issuance of units consisting of new shares and warrants with preferential rights for the company's shareholders (the "Rights Issue")*

The board of directors of Coala-Life Group AB (publ) proposes that the extraordinary general meeting resolves on (i) changes to the articles of association and (ii) issuance of so-called units, in the form of new shares and warrants giving right to subscribe for new shares, with preferential rights for the company's shareholders as set forth below. The proposals shall be deemed as one proposal and therefore be adopted by the meeting as the same resolution.

*(i) Changes to the articles of association*

The board of directors proposes that the extraordinary general meeting resolves on changes to the limits of the share capital and the number of shares in sections 4 and 5 in the articles of association.

The board of directors proposes that the wording of section 4 in the articles of association is revised from "The Company's share capital shall be no less than SEK 18,750,000 and no more than SEK 75,000,000" to "The Company's share capital shall be no less than SEK 37,500,000 and no more than SEK 150,000,000".

The board of directors furthermore proposes that the wording of section 5 in the articles of association is revised from "The number of shares shall be no less than 75,000,000 and no more than 300,000,000" to "The number of shares shall be no less than 150,000,000 and no more than 600,000,000".

(ii) Issuance of so-called units, in the form of new shares and warrants giving right to subscribe for new shares, with preferential rights for the company's shareholders  
The board of directors proposes that the extraordinary general meeting resolves on issuance of units consisting of new shares and warrants with preferential rights for the company's shareholders as set forth below.

*Number of units and share capital increase*

The issue comprises no more than 198,704,085 new shares, each with a quotient value of SEK 0.25, and no more than 198,704,085 warrants, which may only be subscribed for and allotted together in the form of units where each unit consists of one (1) share and one (1) warrant. After the issue, the shares and the warrants will be separated. Three (3) warrants entitle to subscription of one (1) new share in the company.

The company's share capital may be increased through subscription of the new shares and through exercise of the warrants for subscription of new shares. The company's share capital may be increased by no more than SEK 66,234,695, out of which no more than SEK 49,676,021.25 is from the new shares and no more than SEK 16,558,673.75 is from the new shares that may be subscribed for through exercise of the warrants.

*Right to subscribe for units*

Those who on the record date are registered as holders of shares in the CSD register kept by Euroclear Sweden AB are entitled to subscribe for units with preferential rights. The record date for receipt of unit rights and a right to participate in the issue with preferential rights shall be Thursday 2 February 2023. Each share entitles to five (5) unit rights and two (2) unit rights entitle to subscription of one (1) unit.

Subscription may also take place without unit rights. In the event that not all units are subscribed for by exercise of unit rights, the board of directors shall, within the framework of the maximum amount for the issue, resolve on allotment of units to those who have subscribed without unit rights in accordance with the following principles:

- Firstly, allotment of unit that have been subscribed for without unit rights is to be made to those who have subscribed for units by exercise of unit rights, irrespective of whether the subscriber was holder of shares on the record date or not and, in the event of oversubscription, pro rata in relation to the number of unit rights that have been exercised for subscription of units and, to the extent not possible, by drawing of lots.

- Secondly, allotment of units that have been subscribed for without unit rights is to be made to those who have subscribed for units without exercise of unit rights, irrespective of whether the subscriber was holder of shares on the record date or not and, in the event of oversubscription, pro rata in relation to the number of units for which each of them have applied for subscription and, to the extent not possible, by drawing of lots.

- Thirdly and lastly, allotment of shares is to be made to those who have entered into guarantee commitments in the capacity as guarantors and, in the event that full allotment is not possible, allocation will be made in accordance with the principles agreed with each guarantor and, to the extent not possible, by drawing of lots.

#### *Subscription price of units*

The subscription price for a unit shall amount to SEK 0.51 and refers to the share. The part of the subscription price exceeding the quotient value of the shares shall be allocated to the unrestricted share premium fund. The warrants are issued free of charge.

#### *Subscription and payment of units*

Subscription of units, with or without exercise of unit rights, is to take place during the period from and including 7 February 2023 until and including 21 February 2023.

Subscription through exercise of unit rights shall be made by simultaneous cash payment to an account designated by the company during the period from and including 7 February 2023 until and including 21 February 2023.

Subscription of units without unit rights shall be made on a special subscription list. Payment for units subscribed for without exercise of unit rights is to be made to an account designated by the company not later than three (3) banking days after notice of allotment.

The board of directors shall have the right to prolong the period for subscription and payment.

To the extent deemed appropriate by the board of directors, and provided that it may take place without detriment to the company or its creditors, the board of directors may allow payment by way of set-off in accordance with Chapter 13 Section 41 of the Swedish Companies Act.

#### *Subscription and subscription price of new shares subscribed for through exercise of warrants*

Subscription of new shares through exercise of warrants may be made during the period from and including 11 September 2023 up to and including 22 September 2023.

Three (3) warrants entitle the holder to subscribe for one (1) new share in the company at a subscription price per share (the "**Exercise Price**") corresponding to 70 percent of the volume weighted average trading price of the company's share on Nasdaq First North Growth Market during a period of 10 trading days immediately preceding 8 September 2023 (8 September 2023 included), however no less than SEK 0.25 and no more than SEK 0.70 per share. The part of the Exercise Price exceeding the quotient value of the Company's shares shall be allocated to the unrestricted share premium fund. If no trading price is recorded for a particular trading day within the specified period, such day shall not be taken into account, but the period shall instead be extended backwards in time with the number of previous trading days required for the period to comprise a total of 10 trading days with a recorded trading price. The Exercise Price calculated above shall be rounded off to two decimals, where SEK 0.005 shall be rounded upwards.

#### *Other terms and conditions for the warrants*

The warrants are also subject to the terms and conditions, including customary terms and conditions for recalculation, stated in the board of directors' complete resolution.

#### *Right to dividends of new shares*

The new shares shall entitle to dividends as from the first time on the record date for dividend occurring after the shares have been registered with the Swedish Companies Registration Office and entered in the share register kept by Euroclear Sweden AB.

#### *Miscellaneous*

The chairman of the board of directors, the CEO, or anyone appointed by the board of directors shall have the right to make any minor adjustments required to register the resolution.

#### *Item 10. Resolution regarding issuance of additional units consisting of new shares and warrants with deviation from the shareholders' preferential rights to enable set-off of convertible loan and additional allocation in the event of oversubscription in the Rights Issue (the "**Expansion Option**")*

The board of directors of Coala-Life Group AB (publ) proposes that the extraordinary general meeting resolves on issuance of so-called units, in the form of new shares and warrants giving right to subscribe for new shares, with deviation from the shareholders' preferential rights as set forth below.

#### *Number of units and share capital increase*

The issue comprises no more than 19,870,410 new shares, each with a quotient value of SEK 0.25, and no more than 19,870,410 warrants, which may only be subscribed for and allotted together in the form of units where each unit consists of one (1) share and one (1) warrant. After the issue, the shares and the warrants will be separated. Three (3) warrants entitle to subscription of one (1) new share in the company.

The company's share capital may be increased through subscription of the new shares and through exercise of the warrants for subscription of new shares. The company's share capital may be increased by no more than SEK 6,623,470 out of which no more than SEK 4,967,602.50 is from the new shares and no more than SEK 1,655,867.50 is from the new shares that may be subscribed for through exercise of the warrants.

#### *Right to subscribe for units*

The right to subscribe for units shall with deviation from the shareholders' preferential rights only belong to the creditors of the convertible loan raised by the company in the fourth quarter of 2022 and subscribers in the Rights Issue.

#### *Subscription price of units*

The subscription price for a unit shall amount to SEK 0.51 and refers to the share. The part of the subscription price exceeding the quotient value of the shares shall be allocated to the unrestricted share premium fund. The warrants are issued free of charge.

#### *Subscription and payment of units*

Subscription of units shall be made in a special subscription list no later than 13 March 2023.

Payment for subscribed units shall be made in cash to an account designated by the Company not later than 13 March 2023.

The board of directors shall be entitled to extend the subscription period and the period of time for payment.

To the extent deemed appropriate by the board of directors, and provided that it may take place without detriment to the company or its creditors, the board of directors may allow payment by way of set-off in accordance with Chapter 13 Section 41 of the Swedish Companies Act.

#### *Subscription and subscription price of new shares subscribed for through exercise of warrants*

Subscription of new shares through exercise of warrants may be made during the period from and including 11 September 2023 up to and including 22 September 2023.

Three (3) warrants entitle the holder to subscribe for one (1) new share in the company at a subscription price per share (the "**Exercise Price**") corresponding to 70 percent of the volume weighted average trading price of the company's share on Nasdaq First North Growth Market during a period of 10 trading days immediately preceding 8 September 2023 (8 September 2023 included), however no less than SEK 0.25 and no more than SEK 0.70 per share. The part of the Exercise Price exceeding the quotient value of the Company's shares shall be allocated to the unrestricted share premium fund. If no trading price is recorded for a particular trading day within the specified period, such day shall not be taken into account, but the period shall instead be extended backwards in time with the number of previous trading days required for the period to comprise a total of 10 trading days with a recorded trading price. The Exercise Price calculated above shall be rounded off to two decimals, where SEK 0.005 shall be rounded upwards.

### *Other terms and conditions for the warrants*

The warrants are also subject to the terms and conditions, including customary terms and conditions for recalculation, stated in the board of directors' complete resolution.

### *Right to dividends of new shares*

The new shares shall entitle to dividends as from the first time on the record date for dividend occurring after the shares have been registered with the Swedish Companies Registration Office and entered in the share register kept by Euroclear Sweden AB.

### *Reasons for the deviation from the shareholders' preferential rights and basis for subscription price*

The reasons for the deviation from the shareholders' preferential rights are to enable full set-off of the convertible loan raised by the company during the fourth quarter of 2022 and additional allocation in the event of oversubscription in the Rights Issue.

The subscription price corresponds to the subscription price in the Rights Issue.

### *Miscellaneous*

The chairman of the board of directors, the CEO, or anyone appointed by the board of directors shall have the right to make any minor adjustments required to register the resolution.

### *Item 11. Resolution regarding issuance of new shares with deviation from the shareholders' preferential rights to enable payment of commitment consideration to guarantors in the Rights Issue in the form of new shares (the "**Commitment Consideration Issue**")*

The board of directors of Coala-Life Group AB (publ) proposes that the extraordinary general meeting resolves on issuance of new shares with deviation from the shareholders' preferential rights as set forth below.

### *Share capital increase and number of new shares to be issued*

The Company's share capital may be increased with not more than SEK 4,768,897.75 through the issuance of no more than 19,075,591 new shares, each with a quotient value of SEK 0.25.

### *Right to subscribe for new shares*

The right to subscribe for the new shares shall with deviation from the shareholders' preferential rights only belong to a limited number of investors (no more than 50) who have entered guarantee commitments with the company in respect of the Rights Issue.

### *Subscription price*

The new shares are issued against a subscription price per share corresponding to the higher of (i) SEK 0.51 and (ii) 90 percent of the volume weighted average trading price (VWAP) of the company's share on Nasdaq First North Growth Market during the period from and including 7 February 2023 until and including 21 February 2023 (*i.e.* corresponding to the subscription period in the Rights Issue).



### *Subscription and payment*

Subscription of new shares shall be made in a special subscription list during the period from and including 22 February 2023 until and including 13 March 2023.

Payment for new shares shall be made in cash to an account designated by the Company during the period from and including 22 February 2023 until and including 13 March 2023.

The board of directors shall be entitled to extend the subscription period and the period of time for payment.

To the extent deemed appropriate by the board of directors, and provided that it may take place without detriment to the company or its creditors, the board of directors may allow payment by way of set-off in accordance with Chapter 13 Section 41 of the Swedish Companies Act.

### *Right to dividends*

The new shares shall entitle to dividends from and including the first record date for dividends decided after the new shares have been registered with the Swedish Companies Registration Office and in the share register kept by Euroclear Sweden AB

### *Reasons for the deviation from the shareholders' preferential rights and basis for subscription price*

The reasons for the deviation from the shareholders' preferential rights are to enable payment of commitment consideration to guarantors in the Rights Issue in the form of shares.

The subscription price has been determined by the board of directors in consultation with the company's financial advisor following negotiations with the guarantors and is considered to be in line with market conditions in light of the purpose of the issue, *i.e.* to enable payment of commitment consideration to guarantors in the Rights Issue in the form of shares having a value equal to the cash consideration offered as an alternative.

### *Miscellaneous*

The chairman of the board of directors, the CEO, or anyone authorized by the board of directors, shall have the right to make any minor adjustments required in order to register this resolution.

### *Majority requirements*

A valid resolution in accordance with items 9, 10 and 11 require that the proposals are supported by shareholders representing at least two-thirds (2/3) of the votes cast as well as of all shares represented at the meeting.

### *Number of shares and votes in the company*

The total number of shares and votes in the company at the time of issuance of this notice is 79,481,634. The company does not hold any of its own shares.

## Shareholders' right to request information

Pursuant to Chapter 7 section 32 of the Swedish Companies Act (*Sw. aktiebolagslagen* (2005:551)) the board of directors and the CEO are under a duty to, if any shareholder so requests and the board of directors deems that it can be made without material damage to the company, provide information, regarding circumstances which may affect the assessment of a matter on the agenda.

## Documentation

Complete proposal and documents pursuant to Chapter 13 Section 6 and Chapter 14 Section 8 of the Swedish Companies Act (*Sw. aktiebolagslagen* (2005:551)) will be kept available at the company's office not later than two weeks before the meeting. The documents will be sent free of charge to shareholders who so request and state their postal address. The documents will also be made available not later than the aforementioned date on the company's website [www.coalalife.com](http://www.coalalife.com). All the above-mentioned documents will also be presented at the general meeting.

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Stockholm, December 2022

## The board of directors

### About us

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Coala-Life Group AB ("Coala Life" or the "Company") founded in 2015, is a Cloud Based Software as a Service provider, and medical device developer and reseller, listed on Nasdaq First North Growth Market. The Company focuses on B2B solutions for managed Remote Patient Monitoring ("RPM"), offering medical care providers, primarily in the US, with a highly scalable, cost-efficient platform to remotely and virtually manage large volumes of patients suffering from chronic diseases. The company offers care providers a comprehensive solution and lifts the administrative work from the care providers regarding, amongst other things, follow-up, 24/7 monitoring, as well as the reimbursement process from state and private health insurance companies. Patients are monitored long-term in everyday life and typically have diabetes, obesity, and /or cardiovascular disease.

For more information see [www.coalalife.com](http://www.coalalife.com)

### For more information, please contact:

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### Certified Adviser

The company's Certified Adviser is Erik Penser Bank AB.

## Attachments

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**NOTICE TO ATTEND AN EXTRAORDINARY GENERAL MEETING IN COALA-LIFE GROUP AB  
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