

# NOTICE OF ANNUAL GENERAL MEETING IN CELLAVISION AB (publ)

The shareholders of CellaVision AB (publ) reg. no. 556500-0998 (the "Company") are hereby summoned to attend the Annual General Meeting (the "AGM") on 3 May 2024 at 15.00 CEST in the Company's premises at Mobilvägen 12 in Lund. Voting registration starts at 14.30 CEST and continues until the opening of the AGM.

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

## *Right to participate*

Shareholders who wish to participate in the AGM shall be registered in the Company's share register maintained by Euroclear Sweden AB no later than on 24 April 2024 and shall have notified the Company of their intention to participate at the AGM no later than on 26 April 2024. Notice to participate shall be given in writing by e-mail to [cellavision@fredersen.se](mailto:cellavision@fredersen.se) or by post to CellaVision AB (publ), c/o Fredersen Advokatbyrå, Neptunigatan 82, SE-211 18 Malmö. The notice shall contain the shareholder's name, personal identity number or registration number and telephone number and, where applicable, the number of advisors (maximum two).

## *Nominee-registered shares*

Shareholders whose shares are registered in the name of a nominee/custodian must register their shares in their own names in order to be entitled to participate in the AGM. Such registration, which may be temporary, must be executed no later than on 26 April 2024 and shareholders must, therefore, instruct their nominees well in advance thereof.

## *Proxy*

If a shareholder wishes to be represented by proxy, a power of attorney shall be issued to the proxy. The power of attorney is to be in writing, dated and duly signed by the shareholder. If the shareholder is a legal entity, a certificate of incorporation or a corresponding document shall be included with the notification. Please provide the power of attorney in original as well as certificate of incorporation and other documents of authority to the Company to the address mentioned above well in advance before the AGM. If the power of attorney and other documents of authority have not been provided in advance, these documents must be presented at the AGM. Power of attorney forms are available at the Company and on the Company's website, [www.cellavision.com](http://www.cellavision.com), and will be sent upon request to any shareholder who states their postal address.

## *Proposal of agenda*

1. Opening of the meeting
2. Election of Chairman of the AGM
3. Preparation and approval of the voting register
4. Approval of the agenda
5. Election of one or two persons to attest the minutes
6. Determination as to whether the AGM has been duly convened
7. Statement by the Company's CEO
8. Presentation of the annual report and the auditor's report as well as the group accounts and the auditor's report for the group

9. Resolution on adoption of the profit and loss account and the balance sheet as well as of the consolidated profit and loss account and the consolidated balance sheet
10. Resolution on allocation of the Company's profit according to the consolidated balance sheet
11. Resolution on discharge from liability for the Board members and the CEO
12. Resolution as to the number of Board members and auditors
13. Resolution on the remuneration to the Board of Directors and auditor
14. Election of Board members

The Nomination Committee's proposed Board members:

1. Mikael Worning (re-election)
2. Christer Fåhraeus re-election)
3. Stefan Wolf (re-election)
4. Ann-Charlotte Jarleryd (re-election)
5. Louise Armstrong-Denby (re-election)
6. Election of Chairman of the Board

Mikael Worning (re-election)

1. Election of auditor
2. Resolution regarding principles for appointment of Nomination Committee
3. Resolution on approval of remuneration report
4. Closing of the meeting

### *The Nomination Committee's resolution proposals*

#### *Election of Chairman of the meeting, Board members, Chairman of the Board and auditor, resolution on remuneration and resolution regarding principles for appointment of the Nomination Committee (item 2 and 12-17)*

The Nomination Committee, with the Chairman of the Board Mikael Worning (convening and adjunct), Christer Fåhraeus (appointed by Christer Fåhraeus and companies), Nicklas Hansen (appointed by William Demant Invest A/S), Anette Andersson (appointed by SEB Investment Management) and Emil Hjalmarsson (appointed by Grenlunden CEVI AB), proposes the AGM to resolve:

that Anton Walfridsson at Fredersen Advokatbyrå is elected Chairman of the AGM,

that the Board of Directors shall consist of five Board members and no deputy Board members,

that the number of auditors shall be one Auditor with no deputy auditors,

that remuneration to the Board shall be SEK 700,000 (previously 700,000) to the Chairman of the Board and SEK 260,000 (previously 260,000) each to the other Board members, however, that no remuneration shall be paid to Board members who are employed by the Company, additional remuneration shall be SEK 100,000 (previously 100,000) to the Chairman of the Board's Audit Committee and SEK 50,000 (previously 50,000) to the other members of the Audit Committee, and SEK 50,000 (previously 50,000) to the Chairman of the Board's Remuneration Committee, and SEK 25,000 (previously 25,000) to the other members of the Board's Remuneration Committee,

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

that Mikael Worning, Christer Fåhraeus, Stefan Wolf, Ann-Charlotte Jarleryd and Louise Armstrong Denby are re-elected as Board members for the time until the end of the next AGM,

that Mikael Worning is re-elected as Chairman of the Board,

that the registered auditing company KPMG AB is re-elected as Auditor for the period until the end of the annual general meeting to be held in 2025. KPMG AB has notified that the authorized auditor Jonas Nihlberg will continue as principal auditor if the AGM resolves in accordance with the proposal, and

that the principles for the appointment of the Nomination Committee adopted at the Annual General Meeting held in 2020 shall continue to apply also for the appointment of the Nomination Committee ahead of the Annual General Meeting to be held in 2025.

### **The Board of Director's resolution proposals**

#### ***Resolution on allocation of the Company's profit according to the consolidated balance sheet (item 10)***

The Board of Directors proposes a dividend for the financial year 2023 of SEK 2.25 per share. 7 May 2024 is proposed as record date for the dividend. If the AGM resolves in accordance with this proposal, the dividend is expected to be distributed by Euroclear Sweden AB on 13 May 2024.

#### ***Resolution on approval of remuneration report (item 18)***

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

#### ***Further information***

As per the time of this notice, the total number of shares and votes in the Company amounts to 23,851,547. The Company does not hold any own shares.

The annual report, audit report and complete underlying documentation in general will be made available by the Company and at the Company's website at least three weeks before the AGM. The documents will be sent to shareholders who request it and who provide their postal address.

The shareholders are reminded of their right of information according to Chapter 7 Section 32 of the Swedish Companies Act (Sw: aktiebolagslagen).

The Company has its registered office in Lund.

#### ***Processing of personal data***

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

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

Lund in April 2024

CellaVision AB (publ)

*The Board of Directors***Contact**

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**About Us**

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CellaVision is a global medical technology company that develops and sells its own leading systems for routine analysis of blood and other body fluids in health care services. These analyses play a vital role in swift and accurate disease diagnoses, particularly in cases of infections and serious cancer diseases. The products replace manual laboratory work, and secure and support effective workflows and skills development within and between hospitals. The company has leading-edge expertise in sample preparation, image analysis, artificial intelligence and automated microscopy. Sales are via global partners with support from the parent company in Lund and by the company's 12 local market support organizations covering more than 40 countries. In 2023, sales were SEK 677 million and the company's growth target is 15% per year over an economic cycle. CellaVision's registered office is in Lund, Sweden. The share is listed on the Nasdaq Stockholm, Mid Cap list. Read more at [www.cellavision.com](http://www.cellavision.com)

**Attachments**

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