

# Notice of Extraordinary General Meeting in Cell Impact AB (publ)

---

**Cell Impact AB (publ), Reg. No. 556576-6655, with its registered office in Karlskoga, gives notice of the Extraordinary General Meeting to be held on 3 November 2023 at 10 a.m. CET in Advokatfirman Vinge's premises on Smålandsgatan 20, 111 46 Stockholm, Sweden. Registration starts at 9.30 a.m. CET.**

## Right to participate in the Extraordinary General Meeting and notice of participation

### Participation at the venue

A shareholder who wishes to participate in the General Meeting at the venue in person or represented by a proxy must (i) be recorded as a shareholder in the share register maintained by Euroclear Sweden AB relating to the circumstances on 26 October 2023, and (ii) no later than 30 October 2023 give notice by post to Cell Impact AB (publ), Att. Anna Svensson, c/o Advokatfirman Vinge, Box 1703, 111 87 Stockholm, Sweden, or via e-mail to [cellimpact.generalmeetings@vinge.se](mailto:cellimpact.generalmeetings@vinge.se). When providing such notice, the shareholder shall state name, personal or corporate registration number, address, telephone number and the number of any accompanying assistant(s) (maximum two assistants), as well as information about any proxy.

If a shareholder is represented by proxy, a written, dated proxy for the representative must be issued. A proxy form is available on the company's website, [www.cellimpact.com](http://www.cellimpact.com). If the proxy is issued by a legal entity, a certificate of registration or equivalent certificate of authority should be enclosed. To facilitate the registration at the General Meeting, the proxy and the certificate of registration or equivalent certificate of authority should be sent to the company as set out above so that it is received no later than 2 November 2023.

### Participation by postal voting

A shareholder who wishes to participate in the General Meeting by postal voting must (i) be recorded as a shareholder in the share register maintained by Euroclear Sweden AB relating to the circumstances on 26 October 2023, and (ii) no later than 30 October 2023 give notice by casting its postal vote in accordance with the instructions below so that the postal vote is received by the company no later than on that day.

A shareholder who wishes to participate in the General Meeting at the venue in person or represented by a proxy must give notice thereof in accordance with what is set out under *Participation at the venue* above. This means that a notification by postal vote is not sufficient for a person who wishes to participate at the venue.

A special form shall be used for postal voting. The postal voting form is available on the company's website [www.cellimpact.com](http://www.cellimpact.com). A completed and signed form may be submitted by post to Cell Impact AB (publ), Att. Anna Svensson, c/o Advokatfirman Vinge, Box 1703, 111 87 Stockholm, Sweden, or via e-mail to [cellimpact.generalmeetings@vinge.se](mailto:cellimpact.generalmeetings@vinge.se). The completed and signed form shall be received by the company not later than 30 October 2023. The shareholder may not provide special instructions or conditions in the voting form. If so, the vote (i.e. the postal vote in its entirety) is invalid. Further instructions and conditions are included in the form for postal voting.

If a shareholder votes by proxy, a written and dated proxy shall be enclosed to the postal voting form. A proxy form is available on the company's website [www.cellimpact.com](http://www.cellimpact.com). If the shareholder is a legal entity, a certificate of registration or equivalent certificate of authority should be enclosed. If a shareholder has voted in advance and then attends the General Meeting in person or through a proxy, the postal vote is still valid except to the extent the shareholder participates in a voting procedure at the General Meeting or otherwise withdraws its casted postal vote. If the shareholder chooses to participate in a voting at the General Meeting, the vote cast will replace the postal vote with regard to the relevant item on the agenda.

### Nominee-registered shares

To be entitled to participate in the General Meeting, a shareholder whose shares are held in the name of a nominee must, in addition to providing notification of participation, register its shares in its own name so that the shareholder is recorded in the

share register relating to the circumstances on 26 October 2023. Such registration may be temporary (so-called voting right registration) and is requested from the nominee in accordance with the nominee's procedures and in such time in advance as the nominee determines. Voting right registrations completed by the nominee not later than 30 October 2023 are taken into account when preparing the share register.

#### **Proposed agenda**

1. Opening of the General Meeting.
2. Election of chairman of the General Meeting.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Election of one or two persons who shall approve the minutes.
6. Determination of whether the General Meeting has been duly convened.
7. Resolution regarding amendments to the articles of association (item (a)-(b)).
8. Resolution regarding issue authorization.
9. Closing of the General Meeting.

#### **Proposed resolutions**

##### ***Election of chairman of the General Meeting (item 2)***

The Board of Directors proposes that Rikard Lindahl, member of the Swedish Bar Association, from Advokatfirman Vinge, is elected as chairman of the Extraordinary General Meeting, or in the event he is prevented from participating, the person appointed by the Board of Directors.

##### ***Resolution regarding amendments to the articles of association (item 7)***

The Board of Directors proposes that the General Meeting resolves to amend the articles of association in accordance with the proposals in item 7(a)-(b) below.

Resolutions according to item 7(a)-(b) below is conditional upon that, and shall be submitted for registration with the Swedish Companies Registration Office after, the company has resolved on a new issue of shares on the basis of and subject to the Extraordinary General Meeting's approval of the proposal regarding issue authorization in accordance with item 8 below. Further, the Board of Directors proposes that the Board of Directors is authorized to submit for registration with the Swedish Companies Registration Office, such the articles of association in accordance with item 7(a) or item 7(b) which limits for the minimum and maximum number of shares in the company are compatible with the total number of shares in the company after the Board of Directors has resolved on such a new issue. In the event that the total number of shares in the company after the Board of Directors has resolved on such new issue is compatible with the amendments to the articles of association under both item 7(a) and item 7(b) below, the articles of associations that sets out the lowest number of shares in the company shall be submitted for registration.

##### ***Item 7(a)***

The Board of Directors proposes that the General Meeting resolves on the following amendments to Sections 4-5 of the articles of association.

###### *Current wording Section 4:*

The share capital shall not be less than SEK 8,640,000 and not more than SEK 34,560,000.

###### *Proposed wording Section 4:*

The share capital shall not be less than SEK 23,151,250 and not more than SEK 92,605,000.

###### *Current wording Section 5:*

The number of shares shall not be less than 72,000,000 and not more than 280,000,000.

###### *Proposed wording Section 5:*

The number of shares shall not be less than 200,000,000 and not more than 800,000,000.

##### ***Item 7(b)***

The Board of Directors proposes that the General Meeting resolves on the following amendments to Sections 4-5 of the articles of association.

###### *Current wording Section 4:*

The share capital shall not be less than SEK 8,640,000 and not more than SEK 34,560,000.

###### *Proposed wording Section 4:*

The share capital shall not be less than SEK 46,302,500 and not more than SEK 185,210,000.

*Current wording Section 5:*

The number of shares shall not be less than 72,000,000 and not more than 280,000,000.

*Proposed wording Section 5:*

The number of shares shall not be less than 400,000,000 and not more than 1,600,000,000.

**Resolution regarding issue authorization (item 8)**

The Board of Directors proposes that the General Meeting authorizes the Board of Directors to, on one or more occasions, during the period until the next Annual General Meeting, resolve on issues of new shares, warrants and/or convertibles, with preferential rights for the company's existing shareholders. The company's share capital and number of shares may, by virtue of the authorization, be increased with an amount and number that falls within the limits of the, at any time registered, or by the General Meeting adopted, articles of association.

Issues may be made against cash payment, in kind and/or through set-off, or otherwise be subject to conditions. The Board of Directors shall be entitled to determine the other terms and conditions for issues under this authorization and who shall be entitled to subscribe for issued securities.

The Board of Directors also proposes that the Board of Directors, or the person appointed by the Board of Directors, shall be entitled to make the minor changes to the resolution of the General Meeting that may be required in connection with registration with the Swedish Companies Registration Office or for other administrative reasons.

**Special majority requirements**

A resolution in accordance with item 7(a)-(b) above shall only be valid where supported by not less than two-thirds of both votes cast and the shares represented at the General Meeting.

**Shareholders' right to obtain information**

Shareholders are reminded of their right to, at the General Meeting, obtain information from the Board of Directors and CEO in accordance with Chapter 7, Section 32 of the Swedish Companies Act.

**Number of shares and votes**

In Cell Impact there are in total 75,826,928 shares corresponding to 75,826,928 votes.

**Documentation**

Documents which according to the Swedish Companies Act shall be made available prior to the General Meeting are available at the company's office at Källmossvägen 7 A, 691 52 Karlskoga, Sweden, and on the company's website [www.cellimpact.com](http://www.cellimpact.com). Copies of the documents will be sent to shareholders who so request and who inform the company of their postal address.

**Processing of personal data**

For information on how your personal data is processed, see the integrity policy that is available on Euroclear's website: [www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf](http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf).

*This notice is a translation of a Swedish notice and in case of any deviations between the language versions, the Swedish version shall prevail.*

Karlskoga, October 2023

**Cell Impact AB (publ)**

The Board of Directors