

## **NOTICE OF ANNUAL GENERAL MEETING IN NEODYNAMICS AB (PUBL)**

The shareholders in NeoDynamics AB (publ), reg. no. 559014-9117 (the “**Company**”) are hereby convened to the annual general meeting on Monday 17 June 2024 at 16.00 at the Company’s premises at Lejonvägen 14, Lidingö.

### **Right to participate**

Shareholders who wish to participate in the general meeting must:

- be registered in the share register kept by Euroclear Sweden AB on Friday 7 June 2024 (the record date), and
- notify his/her/its intention to attend the general meeting to the Company no later than Friday 14 June 2024, by mail to NeoDynamics AB (publ), Lejonvägen 14, 181 32 Lidingö, Sweden or by e-mail to [info@neodynamics.com](mailto:info@neodynamics.com).

Such notification shall include the shareholder’s name, personal identification number or corporate registration number, number of shares, address and telephone number, details on advisors (no more than two), if any, and, where applicable, details of representatives or proxies.

### **Nominee-registered shares**

Shareholders whose shares are nominee-registered through a bank or other trustee must, in order to exercise the right to vote and participate in the general meeting, temporarily register their shares in their own names (so-called voting rights registration). Voting rights registration requested by shareholders in such time that the nominee has completed the registration no later than Tuesday 11 June 2024 will be considered in the preparation of the share register. This means that shareholders who wish to temporarily register their shares in their own names must make such request to their nominees well in advance of this date.

### **Proxy**

Shareholders represented by proxy must submit a dated power of attorney. If the power of attorney is executed by a legal person, a copy of the certificate of registration or equivalent must be attached. The power of attorney may not be valid for a period exceeding five years from its issuance. The original power of attorney and certificate of registration should be submitted to the Company by mail to the address mentioned above in due time prior to the general meeting. Alternatively, the original power of attorney and certificate of registration may be brought and presented at the general meeting. The Company provides a proxy form at request and on the Company’s website, [www.neodynamics.com](http://www.neodynamics.com).

### **Number of shares and votes**

As of the date of this notice, there is a total of 32,611,170 shares and votes in the Company.

### **Proposed agenda**

1. Opening of the general meeting and election of chairman of the general meeting
2. Preparation and approval of the voting list

3. Approval of the agenda
4. Election of one or two persons to verify the minutes
5. Determination as to whether the meeting has been duly convened
6. Presentation of annual report and auditor's report
7. Resolutions
  - a. on the adoption of the income statement and balance sheet;
  - b. on dispositions regarding the Company's result according to the approved balance sheet;
  - c. on discharge of liability to the board members and the CEO.
8. Resolution on amendment of the articles of association
9. Resolution on the number of board members, deputy board members and the number of auditors and deputy auditors
10. Determination of remuneration to the board of directors and the auditors
11. Election of the board of directors and any deputy board members as well as auditors and/or auditing company and any deputy auditors
12. Resolution on authorization (directed issue)
13. Resolution on application on delisting
14. Closing of the general meeting

**Proposals on resolutions**

*Item 1 – Election of chairman of the general meeting*

The nomination committee proposes that Ingrid Salén is appointed as chairman of the annual general meeting, or in the event that she is unable to attend, the person appointed by the board in her place.

*Item 7.b – Resolution on dispositions regarding the Company's result*

The board proposes that no dividends are paid for the financial year 2023 and that the Company's result is retained in the business.

*Item 8 – Resolution on amendment of the articles of association*

The board proposes that the general meeting resolves to adopt new articles of association, whereby paragraph 6 is amended so that the board of directors shall consist of not less than three (3) and not more than eight (8) ordinary members. The number of deputy board members is proposed to still be not more than two (2).

<b>Current wording</b>	<b>Proposed wording</b>
<p><b>§ 6 Board of directors</b></p> <p>The board of directors shall consist of not less than four ordinary members and not more than eight ordinary members with not more than two deputy members.</p>	<p><b>§ 6 Board of directors</b></p> <p>The board of directors shall consist of not less than three ordinary members and not more than eight ordinary members with not more than two deputy members.</p>

*Item 9 – Resolution on the number of board members, auditors, and deputies*

The nomination committee proposes that the board shall consist of three (3) ordinary members without deputy members. The nomination committee further proposes that one auditor, without deputy auditors, is appointed.

*Item 10 – Determination of remuneration to the board of directors and the auditors*

The nomination committee has not, at the time of this notice, presented any proposal for the remuneration to the board of directors.

The nomination committee proposes that remuneration is paid to the auditor in accordance with approved invoice.

*Item 11 – Election of the board of directors and any deputy board members as well as auditors and/or auditing company and any deputy auditors*

The nomination committee has not, at the time of this notice, presented any proposal for the election of the board of directors and any deputy board members.

For the period until the end of the next annual general meeting, the nomination committee proposes re-election of Ernst & Young AB (EY) as auditor, with Jakob Wojcik as principal auditor.

*Item 12 – Resolution on authorization (directed issue)*

The board of directors proposes that the general meeting authorizes the board of directors to, on one or several occasions during the period up to the next annual general meeting, increase the Company's share capital through issues of new shares, warrants and/or convertible instruments, with deviation from the shareholders' pre-emption rights and with or without provisions on payment by non-cash consideration and/or by way of set-off or other provisions. The board of directors shall not be able to make decisions that mean that the amount by which the share capital is increased corresponds to more than fifty (50) percent of the total share capital in the Company when the authorization is utilized for the first time.

The purpose of the authorization and the reason to propose that the board of directors shall be authorized to resolve on issues with deviation from the shareholders' pre-emption rights is to give the board of directors flexibility in the work of ensuring that the Company shall be able to raise capital to finance the operations and to enable continued expansion, alternatively to enable a broadening of the ownership of the Company with one or several owners of strategic importance to the Company.

An issue in accordance with this authorization shall be on market conditions. The board of directors shall be entitled to decide on additional terms and conditions for issues under this authorization and who shall be entitled to subscribe for the shares, warrants and/or convertible instruments. If the board of directors deems it appropriate to facilitate the delivery of shares in connection with an issue in accordance with this authorization, the issue may also take place at a subscription price which correspond to the quota value of the shares (provided that the Company ensures through relevant agreements that market compensation is received for the issued shares).

The CEO is proposed to be authorized to make the minor adjustments in this resolution that may be necessary in connection with registration at the Swedish Companies Registration Office.

*Item 13 – Resolution on application on delisting*

## Background

The Company has been in a significant capital need for a long time. The Company has explored various financing options, including bridge loans and rights issues. Despite the completion of both bridge loans and rights issues, the Company remains in significant need of capital. Given the Company's share price, it is challenging to raise the necessary capital. If the necessary capital cannot be raised, the company risks to be declared bankrupt.

On 6 May 2024, the Company's largest shareholder, Sal enterprise AB ("**Sal enterprise**"), announced a mandatory cash bid. The mandatory bid was made as a consequence of Sal enterprise, through a previously completed rights issue, having obtained a shareholding exceeding 30 per cent of the total number of votes in the Company. As stated in Sal enterprise's offer document, Sal enterprise intends to work towards the delisting of the Company, though Sal enterprise has no intention to request compulsory redemption of shares. The acceptance period of the mandatory bid ends on 29 May 2024.

The board of directors has made the assessment that the Company has greater opportunities to raise the necessary capital if the Company is delisted, inter alia due to the Company's limited market value. Furthermore, delisting would result in cost reductions as ongoing listing expenses are eliminated and requirements regarding the Company's organization and disclosure obligations decrease.

However, the board of directors is aware that delisting will complicate shareholders' trading possibilities of the shares. Therefore, the board of directors strives towards finding an alternative that will facilitate the trading possibilities even after a delisting. For example, the board of directors is in contact with an external company that provides services for trading in unlisted shares. The board of directors views such an arrangement positively and will continue the contacts with said company. Thus, the board of directors has carefully considered the suitability of an application for delisting and has, after an overall assessment, concluded that a delisting is the best solution for the Company and its shareholders.

However, the board of directors does not intend to apply for delisting if it turns out that the Company's shareholders do not support such a resolution, which is why the board of directors proposes that the general meeting resolves on the delisting. In this context, the board of directors also emphasizes that the proposal must be supported by all shareholders present at the general meeting and that these together represent at least nine-tenths of all the shares in the Company for the board of directors to submit an application.

## Proposal

Therefore, in light of the above, the board of directors proposes that the general meeting resolves that the Company shall apply for delisting of the Company's share from Nasdaq Stockholm.

Provided that the resolution is made with necessary majority requirement, the board of directors will submit an application on delisting to Nasdaq Stockholm. After a resolution to delist, the Company will announce the last day of trading of the share.

## **Majority requirements**

A resolution in accordance with the proposal under items 8 and 12 above require that it is supported by shareholders representing at least two-thirds of both the votes cast and the shares represented at the meeting.

A resolution in accordance with the proposal under item 13 above requires that it is supported by all shareholders present at the general meeting and that these together represent at least nine-tenths of all the shares in the Company.

## **Information at the annual general meeting**

The board of directors and the CEO shall, if any shareholder so requests and the board of directors considers that this can be done without significant damage to the Company, provide information at the annual general meeting on circumstances that may affect the assessment of a matter on the agenda and the Company's financial situation.

## **Provision of documents**

The annual report and the auditor's report as well as other documents in accordance with the Swedish Companies Act will be available at the Company at Lejonvägen 14, 181 32 Lidingö and on the Company's website, [www.neodynamics.com](http://www.neodynamics.com), no later than three weeks before the annual general meeting. The documents are also sent free of charge to shareholders who so request and who provide their address. The documents will also be available at the annual general meeting.

## **Processing of personal data**

For information regarding the processing of personal data, please refer to the policy available on Euroclear Sweden AB's website:

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

Lidingö in May 2024

**NeoDynamics AB (publ)**

*The board of directors*