

NOTICE OF EXTRA GENERAL MEETING IN NEODYNAMICS AB (PUBL)

The shareholders in NeoDynamics AB (publ), reg. no. 559014-9117 (the “**Company**”) are hereby convened to an extra general meeting on Tuesday 17 December 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 Monday 9 December 2024 (the record date), and
- notify his/her/its intention to attend the general meeting to the Company no later than Friday 13 December 2024, by mail to NeoDynamics AB (publ), Lejonvägen 14, 181 32 Lidingö, Sweden or by e-mail to 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 Wednesday 11 December 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.

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. Resolution on authorization to sell the Company's operations
7. Resolutions on amendment of the articles of association
 - a. Resolution on changing the Company's name;
 - b. Resolution on changing the Company's seat;
 - c. Resolution on changing the Company's operations;
 - d. Resolution on changing the limits of the share capital
8. Resolution on reduction of share capital
9. Election of board member
10. Closing of the general meeting

Proposals on resolutions

Item 1 – Election of chairman of the general meeting

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

Item 6 – Decision on authorization to sell the Company's operations

Background: The company has for a long time been in great need of capital. Despite a finished product, sales have not started as expected, and the need for external capital to continue operating the business has therefore been necessary. Since the 2024 AGM and the Company's delisting, the board and management have investigated various financing opportunities and partnerships with more established companies but have not succeeded in reaching an agreement with any external party that wanted to continue the business in the form of collaboration or acquisition. The company currently has major financial difficulties that must be resolved in the near future. Since there has been no external interest, in combination with low sales, the Company has therefore signed a letter of intent with certain people in the company management that they should be able to buy out parts of the business provided that the general meeting approves this. This will help ensure the Company's continued survival.

Proposal: In light of the above, the board proposes that the general meeting resolves that the company's board be authorized to sell the business.

Item 7 – Resolution on amendment of the articles of association

The board proposes the following changes to the Company's articles of association.

The board, the managing director, or whoever the board or the managing director appoints, is authorized to make the adaptations to all decisions in points a–d that are required to register the below decisions with the Swedish Companies Registration Office or due to other formal requirements.

Decisions according to point 7d below are conditional on the extraordinary general meeting making a decision in accordance with point 8 of the agenda.

Item 7a – Resolution on changing the Company’s name

The board proposes that the general meeting decides to adopt new articles of association, whereby paragraph 1 is changed so that the company's name is changed to Gardienne Invest AB (publ).

Current wording: The company's name is NeoDynamics AB (publ). The company is public.

Proposed wording: The company's name is Gardienne Invest AB (publ). The company is public.

Item 7b – Resolution on changing the Company’s seat

The board proposes that the general meeting decide to adopt new articles of association, whereby paragraph 2 is changed so that the Company’s board has its seat in the municipality of Stockholm.

Current wording: The board shall have its seat in Lidingö municipality, Stockholm County. The general meeting must be held in the place where the board has its seat or in the municipality of Stockholm.

Proposed wording: The board shall have its seat in Stockholm municipality, Stockholm County. The general meeting must be held in the place where the board has its seat.

Item 7c – Resolution on changing the Company’s operations

The board proposes that the general meeting decide to adopt new articles of association, whereby clause 3 is changed so that the business becomes conducting investment activities, as well as owning and managing various operating assets.

Current wording: The company shall conduct development and manufacture of methods and equipment for the diagnosis of tumour disease also as IDKA compatible activities.

Proposed wording: The company shall carry out investment activities, own and manage securities, real estate and other operating assets as well as carry out activities compatible therewith.

Item 7d – Resolution on changing the limits of the share capital

The board proposes that the general meeting decide to adopt new articles of association, whereby paragraph 4 is changed so that the share capital shall be a minimum of SEK 500,000 and a maximum of SEK 2,000,000.

Current wording: The share capital must be a minimum of SEK 3,200,000 and a maximum of SEK 12,800,000.

Proposed wording: The share capital must be a minimum of SEK 500,000 and a maximum of SEK 2,000,000.

Item 8 – Decision on reduction of the share capital

The board proposes that the general meeting decide to reduce the company's share capital by SEK 2,761,117. The reduction is implemented to cover losses that have occurred during the current financial year and that are not covered by free equity. The reduction must take place without forfeiture of shares. After the reduction, the share capital will amount to SEK 500,000 distributed over 32,611,170 shares, each with a quota value of approximately SEK 0.015.

The decision presupposes an amendment to the Company's articles of association in accordance with Item 7d above.

The board, the managing director, or whoever the board or the managing director appoints, is authorized to make the adjustments required to register the above decision with the Swedish Companies Registration Office or due to other formal requirements.

Item 9 – Decision on changing the board

Matthew E. Colpoys has announced his intention to resign early as a board member as of the date of the extraordinary general meeting. At the time of this notice, the nomination committee has not presented any proposal for the election of a board member to replace Matthew E. Colpoys.

Majority requirements

A resolution in accordance with the proposal under items 6, 7 and 8 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.

Information at the extra 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 extra general meeting on circumstances that may affect the assessment of a matter on the agenda and the Company's financial situation.

Provision of documents

All 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, no later than three weeks before the extra 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 extra 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 November 2024

NeoDynamics AB (publ)

The board of directors