

NOTICE OF EXTRAORDINARY GENERAL MEETING IN NEODYNAMICS AB (PUBL)

The shareholders in NeoDynamics AB (publ), corp. reg. no 559014-9117 (the “**Company**”) are hereby convened to an extraordinary general meeting on Friday 2 February 2024, at 15.00 at the Company’s premises on Lejonvägen 14, Lidingö, Sweden.

Right to participate

Shareholders who wish to participate in the general meeting must:

- be registered in his/her/its own name (not nominee-registered) in the share register kept by Euroclear Sweden AB on Thursday 25 January 2024 (the record date), and
- notify his/her/its intention to attend the general meeting to the Company no later than Friday 26 January 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 registered in the name of a nominee must, in order to exercise the right to vote and participate in the general meeting, register the shares in their own name (so called voting registration) so that the shareholder is included in the shareholders’ register kept by Euroclear Sweden on Thursday 25 January 2024. Voting registration requested by shareholders in such time that the registration has been completed by the relevant nominee no later than Monday 29 January 2024 will be taken into account in the preparation of the shareholders’ register. Shareholders are therefore advised to request such registration of the shares 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 are a total of 724,595,094 shares and votes in the Company.

Proposed agenda

1. Opening of the general meeting and election of chairperson of the general meeting
2. Preparation and approval of the voting list
3. Election of one or two persons to verify the minutes
4. Approval of the agenda
5. Determination as to whether the meeting has been duly convened
6. Resolution on a reverse share split by (A) issue of shares (so-called equalisation issue), (B) amendment of the articles of association and (C) resolution on reverse share split
7. Resolution on a reduction of the share capital without cancellation of shares for appropriation to unrestricted equity (number 1) by (A) resolution on amendment of the articles of association and (B) resolution on a reduction of the share capital
8. Resolution on an issue of new shares with preferential rights for existing shareholders by (A) resolution on amendment of the articles of association and (B) resolution on an issue of new shares

9. Resolution on a reduction of the share capital without cancellation of shares for appropriation to unrestricted equity (number 2) by (A) resolution on amendment of the articles of association and (B) resolution on a reduction of the share capital
10. Closing of the general meeting

Proposals to resolutions

Item 6 – Resolution on a reverse share split by (A) issue of shares (so-called equalisation issue), (B) amendment of the articles of association and (C) resolution on reverse share split

The board of directors proposes that the extraordinary general meeting resolves on a reverse share split as follows.

(A) Resolution on issue of shares (so-called equalisation issue)

To enable the proposed consolidation quota in accordance with item (C) below, the board of directors proposes that the general meeting resolves on an issue of shares of not more than 6 shares, entailing an increase of the share capital by not more than SEK 0,1035, subject to the following conditions:

1. The subscription price shall be SEK 0,017250 per share, corresponding to the quota value of the share. The reason the subscription price is set to the quota value is due to the issue of shares is carried out with the purpose of achieving a share number divisible by the reverse split quota according to item (C) below.
2. The right to subscribe for the shares shall only be vested in the shareholder Gryningskust Holding AB, corp.reg.no. 556721-4630 (“**Gryningskust**”). The reason for deviating from the shareholders’ preferential rights is to facilitate the reverse share split with the proposed consolidation quota as set out in item (C) below.
3. Subscription of shares shall be made by payment in cash to the Company no later than on 2 February 2024. The board of directors is entitled to extend the period for subscription and payment.
4. The new shares entitle to dividends for the first time on the first record date for dividend that take place after the issue of new shares has been registered with the Swedish Companies Registration Office and been recorded in the share register kept by Euroclear Sweden AB.

(B) Resolution on amendment of the articles of association

The board of directors proposes that the extraordinary general meeting resolves to adopt new articles of association, whereby paragraph 5 is amended so the number of shares shall be not less than 6,300,000 and not more than 25,200,000.

Current wording	Proposed wording
<p>§ 5 Number of shares</p> <p>The number of shares in the company shall be at least 630,000,000 and not more than 2,520,000,000.</p>	<p>§ 5 Number of shares</p> <p>The number of shares in the company shall be at least 6,300,000 and not more than 25,200,000.</p>

(C) Resolution on reverse share split

In order to achieve a more appropriate number of shares in the Company, the board of directors proposes that the extraordinary general meeting resolves on a consolidation of shares, a so-called reverse split, whereby one hundred (100) existing shares in the Company are merged to one (1) new share. The record date for the consolidation of shares shall be determined by the board of directors. The number of shares in the Company will, after the equalisation issue and the consolidation of shares, amount to 7,245,951, which corresponds to a share quota value of SEK 1.725.

Gryningskust has agreed to, by the care of Euroclear Sweden AB, allocate shares to those shareholders whose number of shares are not equally divided by hundred (100), so their shareholding is equally divided by hundred (100), so-called rounding up. Such shares will be received by shareholders free of charge. Exchange of shares and allocation of shares as aforementioned will occur by the care of Euroclear Sweden AB without further action required from the Company’s shareholders.

The resolution is conditioned by Gryninskust, before the reverse share split, allocating shares to the shareholders whose number of shares are not equally divided by hundred (100). Further, the resolution is conditioned by Gryninskust subscribing for the highest number of shares in the equalisation issue according to item (A) above.

Further information about the procedure regarding the consolidation will be announced in connection with the board of directors' resolution on record date.

Items (A)–(C) constitute a combined proposal and are resolved upon as one resolution and are mutually conditioned on each other. The board of directors, the CEO, or the person appointed by the board of directors or the CEO, shall have the right to make such minor amendments to all resolutions in items (A)–(C) that may be necessary in connection with the registration of below resolution with the Swedish Companies Registration Office, Euroclear Sweden AB or due to other formal requirements.

Item 7 – Resolution on a reduction of the share capital without cancellation of shares for appropriation to unrestricted equity (number 1) by (A) resolution on amendment of the articles of association and (B) resolution on a reduction of the share capital

The board of directors proposes that the extraordinary general meeting resolves on a reduction of the Company's share capital as follows.

(A) Resolution on amendment of the articles of association

The board of directors proposes that the extraordinary general meeting resolves to adopt new articles of association, whereby paragraph 4 is amended so the share capital shall be at least than SEK 2,800,000 and not more than SEK 11,200,000.

Current wording	Proposed wording
§ 4 Share capital The share capital shall amount to at least SEK 12,000,000 and not more than SEK 48,000,000.	§ 4 Share capital The share capital shall amount to at least SEK 2,800,000 and not more than SEK 11,200,000.

(B) Resolution on reduction of the share capital

The board of directors proposes that the general meeting resolves on a decrease of the Company's share capital with an amount of SEK 9,600,885.075. The reduction will be carried out without cancellation of shares by changing the shares' quota value from SEK 1.725 to SEK 0.40 per share. The reduction amount will be used for appropriation to unrestricted equity.

The reduction is carried out to decrease the quota value of the shares to enable the proposed issue of shares to be approved in accordance with item 8 on the agenda. After the reduction, the Company's share capital will amount to SEK 2,898,380.40 distributed on 7,245,951 shares (before the issue), each share with a quota value of SEK 0.40.

Items (A)–(B) constitute a combined proposal and are resolved upon as one resolution and are mutually conditioned on each other. The board of directors, the CEO, or the person appointed by the board of directors or the CEO, shall have the right to make such minor amendments to all resolutions in items (A)–(B) that may be necessary in connection with the registration of below resolution with the Swedish Companies Registration Office, Euroclear Sweden AB or due to other formal requirements.

The resolution is also condition upon that the extraordinary general meeting resolves in accordance with items 6 and 8 on the agenda and that a resolution in accordance with agenda item 6 has been registered with the Swedish Companies Registration Office.

Item 8 – Resolution on an issue of new shares with preferential rights for existing shareholders by (A) resolution on amendment of the articles of association and (B) resolution on an issue of new shares

The board of directors proposes that the extraordinary general meeting resolves on an issue of new shares with preferential rights for existing shareholders as follows.

(A) Resolution on amendment of the articles of association

The board of directors proposes that the extraordinary general meeting resolves to adopt new articles of association, whereby paragraph 4 is amended so the share capital shall be at least than SEK 2,800,000 and not more than SEK 11,200,000 and that paragraph 5 is amended so the number of shares shall be at least 32,000,000 and not more than 128,000,000.

Current wording	Proposed wording
§ 4 Share capital The share capital shall amount to at least SEK 2,800,000 and not more than SEK 11,200,000.	§ 5 Share capital The share capital shall amount to at least SEK 12,000,000 and not more than SEK 48,000,000.
§ 5 Number of shares The number of shares in the company shall be at least 6,300,000 and not more than 25,200,000.	§ 5 Number of shares The number of shares in the company shall be at least 32,000,000 and not more than 128,000,000.

(B) Resolution on an issue of new shares

The board of directors proposes that the general meeting resolves to increase the Company's share capital with a maximum of SEK 10,144,331.20 through an issue of a maximum of 25,360,828 new shares with preferential rights for existing shareholders according to the following conditions.

1. The right to subscribe for shares shall belong to those who, on the record date for the rights issue, are recorded as shareholders of the Company, where each existing share shall entitle to seven (7) subscription rights. Two (2) subscription rights entitle to subscription of one (1) new share.
2. If all of the shares are not subscribed for with subscription rights, the board of directors shall, up to the maximum amount of the rights issue, resolve on allotment of shares which have been subscribed for without subscription rights, in accordance with the following allotment principles. Primarily, allotment shall be made to those who have also subscribed for shares with unit rights, regardless of them being shareholder at the record date or not, and in case of oversubscription, allotment shall be made pro rata in proportion to the number of subscription rights subscribed for and, to the extent the shares cannot be allotted as stated above, allotted through a drawing of lots. Secondly, allotment of shares subscribed for without subscription rights shall be made to others who have only registered for subscription without unit rights, and in case of oversubscription, allotment shall be made pro rata in proportion to the number of shares subscribed for and, to the extent the shares cannot be allotted as stated above, allotted through a drawing of lots. Thirdly, allotment of shares subscribed for without subscription rights shall be made to those who have made guarantee commitments, in proportion to such guarantee commitment, and to the extent the shares cannot be allotted as stated above, allotted through a drawing of lots.
3. The record date for determining which shareholders are entitled to subscribe for shares with preferential rights shall be 28 February 2024.
4. Subscription of shares with subscription rights shall be made by cash during the period from and including 1 March up to and including 15 March 2024. The board of directors shall have the right to extend the subscription and payment period.
5. Subscription of shares without subscription rights shall be made on a subscription list during the period from 1 March up to and including 15 March 2024. Payment shall be made by cash not later than three banking days from receipt of the contract note. The board of directors shall have the right to extend the subscription and payment period.
6. Each share is issued at a subscription price of SEK 1 per share.

7. The part of the subscription price that exceeds the shares' quota value shall be transferred to the unrestricted premium reserve.
8. The new shares entitle to dividends for the first time on the first record date for dividend that take place after the issue of new shares has been registered with the Swedish Companies Registration Office and been recorded in the share register kept by Euroclear Sweden AB.
9. The resolution on issue of new shares requires that the Company's articles of association are amended.

Items (A)–(B) constitute a combined proposal and are resolved upon as one resolution and are mutually conditioned on each other. The board of directors, the CEO, or the person appointed by the board of directors or the CEO, shall have the right to make such minor amendments to all resolutions in items (A)–(B) that may be necessary in connection with the registration of below resolution with the Swedish Companies Registration Office, Euroclear Sweden AB or due to other formal requirements.

The resolution is also condition upon that the extraordinary general meeting resolves in accordance with items 6 and 7 on the agenda and that a resolution in accordance with agenda item 6 has been registered with the Swedish Companies Registration Office.

Item 9 – Resolution on a reduction of the share capital without cancellation of shares for appropriation to unrestricted equity (number 2) by (A) resolution on amendment of the articles of association and (B) resolution on a reduction of the share capital

The board of directors proposes that the extraordinary general meeting resolves on a reduction of the Company's share capital as follows.

(A) Resolution on amendment of the articles of association

The board of directors proposes that the extraordinary general meeting resolves to adopt new articles of association, whereby paragraph 4 is amended so the share capital shall be at least than SEK 3,200,000 and not more than SEK 12,800,000.

Current wording	Proposed wording
§ 4 Share capital The share capital shall amount to at least SEK 12,000,000 and not more than SEK 48,000,000.	§ 4 Share capital The share capital shall amount to at least SEK 3,200,000 and not more than SEK 12,800,000.

(B) Resolution on reduction of the share capital

The board of directors proposes that the general meeting resolves on a reduction of the Company's share capital with an amount of SEK 9,782,033.70. The reduction will be carried out without cancellation of shares by changing the shares' quota value from SEK 0.40 to SEK 0.10 per share. The reduction amount will be used for appropriation to unrestricted equity.

The reduction is carried out to decrease the quota value of the shares in order to enable maximum outcome of the Company's planned fundraising. After the reduction, the Company's share quota value amounts to SEK 0.10.

For the purposes of registering the resolution on the reduction for appropriation to unrestricted equity, it is required to obtain the permission from the Swedish Companies Registration Office or the general court.

Items (A)–(B) constitute a combined proposal and are resolved upon as one resolution and are mutually conditioned on each other. The board of directors, the CEO, or the person appointed by the board of directors or the CEO, shall have the right to make such minor amendments to all resolutions in items (A)–(B) that may be necessary in connection with the registration of below resolution with the Swedish Companies Registration Office, Euroclear Sweden AB or due to other formal requirements.

The resolution is also condition upon that the extraordinary general meeting resolves in accordance with items 6, 7 and 8 on the agenda and that these resolutions have been registered with the Swedish Companies Registration Office.

Majority requirements

A valid resolution pursuant to items 6–9 requires that the resolution is supported by shareholders with at least two thirds (2/3) both of the votes cast and of the shares represented at the general meeting.

The shareholders' right to information at the general meeting

The board of directors and the CEO shall, upon request by any shareholder, and where the board of directors deems that such information may be provided without significant harm to the Company, provide information in respect of any circumstances which may affect the assessment of a matter on the agenda.

Documents

The board of directors' complete proposals for resolutions as well as other documents according to the Swedish Companies Act will be held available at the Company (Lejonvägen 14, 181 32 Lidingö, Sweden) and at the Company's website, www.neodynamics.com. The documents will also be sent, without charge, to shareholders who so request and inform the Company of their postal address.

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/sweden/en/regelverk/GDPR.html>

Lidingö in January 2024

NeoDynamics AB (publ)

The board of directors