

## **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 Tuesday, 24 May 2022 at 13.00 at the Company’s premises at Lejonvägen 14, Lidingö.

### **Information regarding Covid-19**

The Company takes the current Covid-19 situation very seriously and therefore urges all shareholders to carefully consider whether personal, physical presence at the meeting is necessary and to consider the alternative of attending the general meeting through a proxy instead. Shareholders with cold or flu-like symptoms, including mild ones, as well as shareholders belonging to a risk group are specifically asked to participate through a representative.

### **Right to attend and notification of participation**

Shareholders who wish to attend the general meeting must be entered as a shareholder in the Company’s share register, which is kept by Euroclear Sweden AB, on Monday 16 May 2022, and provide notice of participation to the Company no later than on Thursday 19 May 2022. Notification of participation must be made in writing, either by post to NeoDynamics AB, Lejonvägen 14, 181 32 Lidingö or by e-mail to [info@neodynamics.com](mailto:info@neodynamics.com). The notification shall include information on the shareholders’ name, personal identification number or corporate registration number, shareholding, address, telephone number, and, where applicable, information regarding representatives or advisors (not more than two). If applicable, the notification must be accompanied by power of attorneys, registration certificates and other authorization documents.

### **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). Voting registration requested by shareholders in such time that the registration has been completed by the relevant nominee no later than Wednesday 18 May 2022 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 present a written power of attorney for the representative. A person representing a legal person must present a registration certificate (or equivalent authorization document) which shows that the persons who have signed the power of attorney are authorized signatories for the shareholder. In order to facilitate access to the general meeting, the power of attorney in original (together with any authorization documents) should be sent to the Company together with the notification of participation. The period of validity of the power of attorney may not exceed five years from the date of its issuance. A power of attorney form is available on the Company’s website, [www.neodynamics.com](http://www.neodynamics.com).

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

At the date of this notice, there are a total of 110,678,149 shares and votes in the Company. An additional 9,823,035 shares have been subscribed for but not yet registered with the Swedish Companies Registration Office.

### **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 the number of board members, deputy board members and the number of auditors and deputy auditors
9. Determination of remuneration to the board and the auditors
10. Election of the board of directors and any deputy board members as well as auditors and/or auditing company and any deputy auditors
11. Resolution on nomination committee
12. 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 nomination committee in her place.

#### *Item 7b – Resolution on dispositions regarding the company's result*

The board proposes that no dividends are paid for the financial year 2021 and that the Company's result is retained in the business.

#### *Item 8 – Resolution on the number of board members, auditors, and deputies*

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

#### *Item 9 – Determination of remuneration to the board and the auditor*

The nomination committee proposes that remuneration is paid with SEK 200,000 to the chairman of the board, and with SEK 125,000 to each other member of the board. The nomination committee further proposes that remuneration is paid to the auditor in accordance with approved invoice.

#### *Item 10 – Election of board and auditor*

The nomination committee proposes reelection of Carina Bolin, Claes Pettersson, Ingrid Salén, Jie Bao, Xiao-Jun Xu and Matthew E. Colpoys, Jr. as board members for the period until the end of the next annual general meeting. The nomination committee proposes that Ingrid Salén is reelected as chairman of the board.

For the period until the end of the next annual general meeting, the nomination committee proposes reelection of Margareta Kleberg, authorized public accountant at the auditing company BDO, as auditor.

#### *Item 11 – Resolution on nomination committee*

The board of directors proposes that the annual general meeting resolves to establish a nomination committee for the next annual general meeting, which is to be appointed according to the following principles, and that the annual general meeting adopts instructions for the work of the nomination committee as set out below. The principles and instructions are proposed to apply until further notice and until a new resolution on nomination committee is resolved by the annual general meeting.

##### Principles for appointment of the members of the nomination committee

The general meeting mandates the chairman of the board of directors to contact the three largest shareholders in terms of voting power according to the share register as per 30 September in the year that precedes the year of the next annual general meeting, whereupon each of them appoints a member of the nomination committee. In the event that any of the three largest shareholders does not wish to appoint a member of the nomination committee, the fourth largest shareholder shall be approached, and so forth, until the nomination committee consists of three members. The nomination committee appoints the chairman of the committee.

The term of office for members appointed to the nomination committee shall run until a new nomination committee has been appointed. If a member leaves the nomination committee before its work is completed and the nomination committee considers that there is a need to replace this member, the nomination committee shall appoint a new member in accordance with the principles described above, but based on the share register at a date occurring as soon as possible after the member left the nomination committee.

##### Duties of the nomination committee

The nomination committee shall consider the interests of all shareholders and is the general meeting's preparatory body in election matters. The nomination committee shall further promote the evaluation of the board of directors' work in the course of the past year, both in respect of function and in respect of achievements.

The nomination committee shall prepare and present proposals regarding the following items for the next annual general meeting.

- a) Election of the chairman at the general meeting
- b) Number of board members and deputy members, if any
- c) Number of auditors and deputy auditors, if any
- d) Remuneration to the board of directors, divided between the chairperson and other members
- e) Remuneration to the auditor

- f) Election of members of the board of directors, chairperson and deputy members, if any
- g) Election of auditor
- h) Principles for the composition and instructions regarding work of the nomination committee in preparation for the next annual general meeting

#### The work model of the nomination committee

The nomination committee shall meet as often as is necessary for the nomination committee to fulfil its duties, but at least once per year. Notices convening meetings are issued by the chairperson of the nomination committee. If a member requests that the nomination committee is convened, the request shall be complied with.

The nomination committee is quorate if at least two members are present. The proposal supported by more than half of the members present, or, in the event of a tie, the proposal supported by the chairman of the nomination committee, shall be the resolution of the nomination committee.

#### Remuneration

No remuneration shall be paid to the members of the nomination committee. However, any necessary and reasonable expenses incurred in connection with the nomination committee's work shall be borne by the Company.

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

The board of directors and the CEO shall, if any shareholder so requests and the board 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.

Lidingö in April 2022

**NeoDynamics AB (publ)**

*The Board of Directors*