

## **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 23 May 2023 at 15.00 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 12 May 2023 (the record date), and
- notify his/her/its intention to attend the general meeting to the Company no later than Friday 19 May 2023, 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 16 May 2023 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 120,501,184 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 the number of board members, deputy board members and the number of auditors and deputy auditors
9. Determination of remuneration to the board of directors 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 regarding (A) introduction of "NeoDynamics AB 2023 Stock Option Plan", (B) directed issue of warrants and (C) approval of transfer
12. Resolution on authorization (rights issue)
13. Resolution on authorization (directed issue)
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 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 2022 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 four (4) 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 the remuneration shall remain the same as the previous year, 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 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 election of Ernst & Young AB (EY) as auditor, with Jakob Wojcik as principal auditor.

*Item 11 – Resolution regarding (A) introduction of “NeoDynamics AB 2023 Stock Option Plan”, (B) directed issue of warrants and (C) approval of transfer*

The board of directors proposes that the general meeting resolves (A) on the introduction of “NeoDynamics AB 2023 Stock Option Plan” (the “**Employee Stock Option Program**”), (B) on a directed issue of warrants to the Company to ensure the Company’s delivery of shares according to the Employee Stock Option Program and (C) on approval of transfer of warrants or shares in the Company to participants in the Employee Stock Option Program.

It is considered essential and in all shareholders’ interest that the Company’s existing and future employees in the United States, who are and will be important for the Company’s further development, have a long-term interest in an increase of the value of the Company’s shares. Without being able to offer a personal long-term ownership commitment, it can also be expected to be difficult to recruit and retain key personnel and other personnel. A personal long-term ownership commitment can be expected to contribute to an increased interest in the Company’s operations and results as well as raise the participants’ motivation and sense of community with the Company and its shareholders.

*A. NeoDynamics AB 2023 Stock Option Plan*

The board of directors proposes that the general meeting resolves on the introduction of the Employee Stock Option program.

The proposal for full terms and conditions for the Employee Stock Option Program is available on request from the Company and contains the following main terms:

- The Employee Stock Option Program is administered by the board of the Company (or a special committee within the board), which also resolves on the allocation of employee stock options
- The Employee Stock Option Program shall comprise not more than 1,700,000 shares and entitles the holder to subscribe for ordinary shares in the Company
- The employee stock options shall be allotted to senior executives, employees and consultants and require US tax residency for the holder
- The subscription price for the employee stock options is resolved by the board of directors upon allotment, but shall not be less than the market value of the ordinary shares at the time of allotment and shall not be less than the quota value of the share
- The term of the employee stock options is determined by the board of directors upon allotment, but shall not exceed ten years
- The employee stock options are earned over time in a manner resolved by the board of directors at the time of allotment
- The employee stock options are not transferable and as a rule, unused employee stock options lapse if the employment is terminated or upon the death of the holder.

### *B. Directed issue of warrants*

To enable the Company's delivery of shares under the Employee Stock Option Program, it is further proposed that the general meeting resolves on a directed issue of no more than 1,700,000 warrants according to the following terms:

1. The right to subscribe for the warrants shall, with deviation from the shareholders' preferential rights, vest with the Company. Oversubscription cannot occur.
2. The reason for deviation from the shareholders' preferential rights is that the issue is a step in the introduction of the Employee Stock Option Program.
3. The warrants are issued free of charge.
4. Subscription of warrants shall be made within three (3) weeks from the date of the resolution to issue the warrants. The board of directors has the right to extend the subscription period.
5. The increase of the Company's share capital may, upon full exercise of the warrants, amount to a maximum of SEK 170,000.
6. The warrants can be exercised for subscription of new shares during the period from registration at the Swedish Companies Registration Office up to and including 30 June 2033.
7. The subscription price for the share on exercise of the warrants is SEK 0.10, corresponding to the quota value of the Company's shares. The subscription price may in no case be less than the quota value.
8. Detailed terms apply for the warrants.

### *C. Approval of the transfer of warrants of shares in the Company to participants in the Employee Stock Option Program*

It is finally proposed that the general meeting resolves to authorize the Company to transfer warrants or shares in the Company to participants in the Employee Stock Option Program, or otherwise dispose of the warrants to fulfil the Company's obligations arising from the Employee Stock Option Program.

The board of directors, or the person appointed by the board, is proposed to be authorized to make the minor adjustments required for registration and execution of the resolutions according to (A) - (C) above.

#### *Item 12 – Resolution on authorization (rights issue)*

The board of directors proposes that the annual general meeting authorizes the board of directors, for the time until the next annual general meeting, whether on one or several occasions, to resolve on issues of shares, warrants and/or convertible instruments. The board of directors shall be able to resolve on issues of shares, warrants and/or convertible instruments. Any such issue shall be with preferential rights for the shareholders.

#### *Item 13 – 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 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).

### **Majority requirements**

A resolution in accordance with the proposal under item 11 above requires that it is supported by shareholders representing at least nine-tenths 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 shareholders representing at least two-thirds of both the votes cast and the shares represented at the meeting.

### **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 April 2023

**NeoDynamics AB (publ)**

*The board of directors*