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## Notice to attend the Extraordinary General Meeting in Metacon AB (publ)

The shareholders in Metacon AB (publ), reg. no. 556724-1616 (the "**Company**"), are hereby given notice to attend the Extraordinary General Meeting to be held on 15 November 2024, at 10:00 CET at Advokatfirman Schjødt at Hamngatan 27 in Stockholm. Registration for the meeting begins at 09:30 CET.

### Right to participate in the general meeting

Shareholders wishing to attend the Extraordinary General Meeting in person or through a proxy must be recorded in the register of shareholders kept by Euroclear Sweden AB on 7 November 2024. Shareholders who intend to attend the Extraordinary General Meeting are requested to inform the Company of their intention to participate at the meeting no later than on 11 November 2024 by mail to Metacon AB (publ), "EGM", Stationsgatan 12, 753 40 Uppsala, Sweden, or by e-mail to [egm@metacon.com](mailto:egm@metacon.com), or by telephone to +46 703 620 600. When giving notice of participation, the shareholder shall state their name, personal identification number or company registration number, telephone number and the number of shares represented.

Shareholders who are represented by proxy must issue a written and dated power of attorney for the proxy. If the power of attorney is issued by a legal entity, a certified copy of the certificate of registration for the legal entity, which demonstrates the authority to issue the power of attorney, must be attached. The original power of attorney and, if applicable, the registration certificate, should be sent to Metacon AB (publ), "EGM", Stationsgatan 12, 753 40 Uppsala, Sweden, well in advance prior to the meeting. The power of attorney may not be older than one year unless a longer validity period is specified in the power of attorney (up to five years). For shareholders wishing to participate through a proxy, the Company provides a proxy form on the Company's website.

<https://metacon.com/extraordinary-general-meeting-2024-November/>.

Shareholders whose shares are nominee-registered through a bank or other nominee must request that their shares are temporarily registered in their own name in the share register kept by Euroclear Sweden AB (so-called voting rights registration), in order to be entitled to participate in the Extraordinary General Meeting. The Extraordinary General Meeting share register per the record date on 7 November 2024 will take into account voting rights registrations completed no later than on 11 November 2024. This means that the shareholder must, well in advance of this date, request that the nominee carries out such voting rights registration.



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## Proposed agenda

1. Election of Chairman of the Extraordinary General Meeting
2. Preparation and approval of the voting list
3. Election of one or two persons to verify the minutes
4. Determination of whether the meeting has been duly convened
5. Approval of the agenda
6. Resolution to amend § 4 and § 5 in the articles of association
7. Resolution to approve the board of directors' resolution on an issue of shares with preferential rights for the shareholders
8. Resolution on authorisation for the Board of Directors to resolve on issue of shares, warrants and/or convertibles
9. Closing of the Extraordinary General Meeting

## Proposed resolutions

### **Item 6**

To facilitate the registration of the rights issue that the Board of Directors of the Company resolved upon, as announced by the Company on 15 October 2024, the Board of Directors proposes that the general meeting resolves to amend the limits for the share capital and the number of shares in the Company's articles of association. A resolution in accordance with this item 6 is conditional on that the general meeting also resolves in accordance with item 7.

§ 4 in the articles of association is proposed to have the following wording.

#### *Proposed wording*

The share capital shall amount to at least SEK 11,686,300 and not more than SEK 46,745,200.

§ 5 in the articles of association is proposed to have the following wording.

#### *Proposed wording*

The number of shares may not be lower than 1,168,630,000 or more than 4,674,520,000.

The Board of Directors, the CEO, or anyone appointed by the Board of Directors or the CEO, shall be authorised to make such minor amendments to the above resolution as may be necessary in connection with the registration of the resolution with the Swedish Companies Registration Office or due to other formal requirements.



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A valid resolution requires that the resolution is supported by shareholders representing at least two thirds of the votes cast as well as of the shares represented at the general meeting.

#### **Item 7**

The Board of Directors proposes that the general meeting resolves to approve the Board of Directors' resolution on [15] October 2024 to carry out a new issue of shares with preferential rights for the Company's shareholders.

Otherwise, the following conditions shall apply.

1. A maximum of 687,430,625 shares may be issued, entailing an increase of the share capital of no more than SEK 6,874,306.25.
2. The right to subscribe for shares shall, in accordance with the shareholders' preferential rights, vest with those who are registered as shareholders in the Company on 20 November 2024 (the "**Record Date**"). Each shareholder receives one (1) subscription right for each share held. One (1) subscription right entitles to subscription of one (1) share.
3. The subscription price is SEK 0.20 per share. The amount that exceeds the share's quota value shall be transferred to the unrestricted premium reserve.
4. Subscription of shares with the support of subscription rights must be made by simultaneous cash payment during the period from, and including, 22 November 2024, until, and including, 6 December 2024. The Board of Directors has the right to extend the subscription and payment period.
5. Subscription of shares without the support of subscription rights must be made on a special subscription list during the period from, and including, 22 November 2024, until, and including, 6 December 2024. Payment for shares that are subscribed for without the support of subscription rights must be paid in cash in accordance with the instructions on the transaction note no later than the second banking day after notification of allocation is sent to the subscriber through transaction note. The Board of Directors has the right to extend the subscription period and payment period.
6. In the event that not all shares are subscribed for with the support of subscription rights, the Board of Directors shall, within the maximum amount of the new issue of shares, resolve on the allotment of shares to those who have subscribed for shares without the support of subscription rights in accordance with the following allotment principles:



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- i. Firstly, shares shall be allotted to those who have subscribed for shares with the support of subscription rights (regardless of whether they were shareholders on the Record Date or not), pro rata in relation to how many shares each subscriber subscribed for with the support of subscription rights, and to the extent that this is not possible, by drawing of lots.
  - ii. Secondly, if all shares are not allotted according to the above, allotment shall be made to those who have notified interest to subscribe for shares without preferential rights, and in case of oversubscription, in relation to the number of shares set out in the respective subscription notification, and to the extent this is not possible, by drawing of lots.
  - iii. Thirdly and lastly, allotment of shares shall be made to those who have entered into guarantee undertakings in their capacity as guarantors in the Rights Issue. In the event allotment to these cannot be fully made, allotment shall be made in relation to the amount each of the guarantor have guaranteed, and to the extent this is not possible, by drawing of lots.
7. The new shares entitle the holder to dividend for the first time on the record date for the dividend that occurs immediately after the registration of the new shares with the Swedish Companies Registration Office and the subsequent entry of the shares in the Company's share register kept by Euroclear Sweden AB.

A resolution in accordance with this item 7 is conditional on that the general meeting also resolves in accordance with item 6.

The Board of Directors, the CEO, or a person appointed by the Board of Directors, or the CEO shall be authorised to make any minor adjustment required to register the resolution with the Swedish Companies Registration Office or Euroclear Sweden AB.

#### **Item 8**

Due to the Board of Directors' proposed resolution to amend the limits for the share capital and the number of shares in the articles of association in accordance with item 6 above and the due to the Company's intention to possibly carry out a directed share issue in case of interest from strategic investors, the Board of Directors proposes that the general meeting authorises the Board of Directors to resolve on new issues as follows.

The Board of Directors proposes that the general meeting shall resolve to authorise the Board of Directors to, on one or several occasions up until the next Annual General Meeting, resolve on issues of shares, warrants and/or convertibles. The issues may be made with or without deviation from the



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shareholders' preferential rights, as well as on terms regarding payment in kind, by set-off or other terms.

The number of shares that may be issued and the number of shares that shall be possible to convert/subscribe for under the authorisation, and the increase of the share capital, shall not be limited other than by the limits for the number of shares and share capital as set out in the articles of association in its registered wording at each time. The Board of Directors shall otherwise have the right to determine all terms and conditions for the issue. The reason for that the Board of Directors may resolve upon an issue with deviation from the shareholders' preferential rights is that the Company shall be able to issue new shares, warrants and/or convertibles in order to finance the Company's continued operation and expansion.

In the event that the Extraordinary General Meeting resolves in accordance with the Board of Directors' proposal in accordance with this item 8, this issue authorisation shall replace the issue authorisation that the Annual General Meeting adopted on 12 June 2024.

The Board of Directors, the CEO, or anyone appointed by the Board of Directors or the CEO, shall be authorised to make such minor amendments to the above resolution as may be necessary in connection with the registration of the resolution with the Swedish Companies Registration Office or due to other formal requirements.

The resolution is only valid if supported by shareholders holding not less than two-thirds (2/3) of both the votes cast and the shares represented at the Extraordinary General Meeting.

## Provision of documents

Complete proposals (complete in this notice) and associated documents will be available at the Company's office and on the Company's website no later than two weeks prior to the Extraordinary General Meeting. The documents will also be sent free of charge to shareholders who so request and provide their postal address or e-mail address.

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## Shareholders' right to request information

The Board of Directors and the CEO shall, if any shareholder so requests and the Board of Directors believes that it can be done without material harm to the Company, provide information at the Extraordinary General Meeting regarding circumstances that may affect the assessment of an item on the agenda and circumstances that may affect the assessment of the Company's financial



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situation. The duty to provide information also applies to the Company's relationship to other group companies and the consolidated financial statements, as well as such circumstances regarding subsidiaries as referred to in the first paragraph.

## Processing of personal data

For information on how the Company processes your personal data, please refer to the privacy policy available on Euroclear Sweden AB's website, <https://www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf>.

Uppsala in October 2024

**Metacon AB (publ)**

*The Board of Directors*