

**NOTE: This is an unofficial translation of the original Swedish notice. In case of discrepancies, the Swedish version shall prevail.**

## **NOTICE OF ANNUAL GENERAL MEETING IN DIGNITANA AB (PUBL)**

The shareholders of Dignitana AB (publ) reg. no. 556730-5346 (the “**Company**”) are hereby given notice to attend the Annual General Meeting (the “**AGM**”) on 25 May 2023 at 16.00 CEST at Turning Torso, Lilla Varvsgatan 14, 211 15 in Malmö. Registration starts at 15.30 CEST.

### **Right to participate**

Shareholders that wish to participate in the AGM shall be registered in the share register maintained by Euroclear Sweden AB no later than on 16 May 2023 and shall have notified the Company of their intention to participate at the AGM no later than on 19 May 2023. Notice to participate shall be given in writing by e-mail to [dignitana@fredersen.se](mailto:dignitana@fredersen.se) or by post to Dignitana AB (publ) c/o Fredersen Advokatbyrå, Birger Jarlsgatan 8, 114 34, Stockholm. The notice shall contain the shareholder’s name, personal identity number or registration number and telephone number and, where applicable, the number of advisors (maximum two).

### **Nominee-registered shares**

Shareholders whose shares are registered in the name of a nominee/custodian must register their shares in their own names in order to be entitled to participate in the AGM. Such registration, which may be temporary, must be effected no later than on 19 May 2023 and shareholders must, therefore, instruct their nominees well in advance thereof.

### **Proxy**

If a shareholder wishes to be represented by proxy, a power of attorney shall be issued to the proxy. The power of attorney is to be in writing, dated and duly signed by the shareholder. If the shareholder is a legal entity, a certificate of incorporation or a corresponding document shall be included with the notification. Please provide the power of attorney in original as well as certificate of incorporation and other documents of authority to the Company to the address mentioned above well in advance before the AGM. If the power of attorney and other documents of authority have not been provided in advance, these documents must be presented at the AGM. Power of attorney forms are available at the Company and on the Company’s website, [www.dignitana.com](http://www.dignitana.com), and will be sent upon request to any shareholder who states their postal address.

### **Proposal of agenda**

1. Opening of the meeting
2. Election of Chairman of the Meeting
3. Preparation and approval of the voting register
4. Approval of the agenda
5. Election of one or two persons to attest the minutes
6. Determination as to whether the meeting has been duly convened
7. Statement by the CEO
8. Presentation of the annual report and the auditor’s report as well as the group accounts and the auditor’s report for the group
9. Resolution on
  - a) adoption of the profit and loss account and the balance sheet as well as of the consolidated profit and loss account and the consolidated balance sheet
  - b) allocation of the Company’s result according to the adopted balance sheet
  - c) discharge from liability for the Board members and the CEO
10. Resolution as to the number of Board members and auditors
11. Resolution on the remuneration to the Board members and the auditor
12. Election of Board members
  - 11.1 Klas Arildsson (re-election)
  - 11.2 William Cronin (re-election)
  - 11.3 Richard DiIorio (re-election)
  - 11.4 Lina Karlsson (re-election)
  - 11.5 Christian Lindgren (re-election)
  - 11.6 Ljubo Mrnjavac (re-election)
13. Election of Chairman of the Board  
Klas Arildsson (re-election)

14. Election of auditor  
Öhrlings PricewaterhouseCoopers AB (re-election)
15. Resolution regarding principles for appointment of the Nomination Committee
16. Resolution on amendments to the Articles of Association
17. Resolution on authorization for the Board of Directors to issue shares, warrants or convertibles
  - a) with pre-emption rights for the shareholders
  - b) with deviation from the shareholders' pre-emption rights
18. Resolution on incentive program for the Company's employees in Sweden
19. Resolution on incentive program for the Company's employees in USA
20. Resolution on authorization for the Chairman of the Board of Directors to perform minor adjustments to the resolutions
21. Closing of the meeting

## Proposals

### *The nomination committee's proposals (item 2 and 10-15)*

The Nomination Committee which has consisted of Greg Dingizian (on closely related company's mandate), Bo Lundgren (appointed by Swedbank Robur AB), Sussi Kvart (appointed by Handelsbanken Microcap), and Klas Arildsson (Chairman of the Board), proposes the AGM to resolve:

that chairman of the Board Klas Arildsson is elected chairman of the AGM,  
that the Board of Directors shall consist of six (previously six) Board members and no deputy Board members,  
that one registered audit firm with no deputy auditors is elected as auditor of the Company,  
that remuneration to the Board shall be SEK 200,000 (previously 200,000) to the chairman of the Board and SEK 100,000 (previously 100,000) each to the other Board members,  
that remuneration to the auditor shall be in accordance with approved invoicing,  
that Klas Arildsson, William Cronin, Richard DiIorio, Lina Karlsson, Christian Lindgren and Ljubo Mrnjavac are re-elected as Board members, for the period until the end of the next AGM,  
that Klas Arildsson is re-elected as Chairman of the Board,  
that Öhrlings PricewaterhouseCoopers AB is re-elected as audit firm (Öhrlings PricewaterhouseCoopers AB has informed that the authorized auditor Cecilia Andrén Dorselius shall continue as principle auditor, if the AGM resolves in accordance with the proposal, and  
that the following principles for the appointment of the Nomination Committee and instruction and work order shall be adopted ahead of the AGM in year 2024:

The Nomination Committee shall consist of three members – one representative for each of the three largest shareholders per the last banking day in September who wishes to appoint a member to the Nomination Committee. Together, the representatives from the three largest shareholders form the Nomination Committee, where the Chairman of the Board is convener and can participate as an adjunct but is not a member of the Nomination Committee. In this instruction the three largest shareholders mean the owner grouped registered shareholders or the otherwise known shareholders per the last banking day in the month of September.

The Chairman of the Board of Directors shall as soon as possible after the information regarding the largest shareholders per the last banking day in September have become known contact the three largest shareholders to inquire if they wish to appoint members to the Nomination Committee. If either of the three largest shareholders should abstain from appointing a member to the Nomination Committee, the Chairman of the Board shall offer other large shareholders the opportunity to appoint a member to the Nomination Committee. If such offer is left, it shall be offered by rotation to the largest shareholders (i.e., first to the fourth largest shareholder, thereafter to the fifth largest shareholder and so on). The procedure shall continue until the Nomination Committee consists of three members.

At its first meeting the Nomination Committee shall elect its Chairman. Information regarding the appointed Nomination Committee shall include names of the appointed members together with the names of the shareholders who have appointed them and shall be published six months before the planned AGM at the latest.

The Nomination Committee's mandate period runs until a new Nomination Committee has been appointed.

In the event that a change in ownership takes place amongst the largest shareholders and a shareholder who previously has not had the right to appoint a member to the Nomination Committee becomes a larger shareholders than either of the shareholders who have appointed a member to the Nomination Committee ("new large owner"),

the Nomination Committee shall, if the new large owner requests to appoint a member of the Nomination Committee, resolve that the member of the Nomination Committee who represents the, after the change, smallest shareholder shall be replaced by the member which is appointed by the new large owner. If a new large owner wishes to appoint a member to the Nomination Committee, he or she must notify the Chairman of the Nomination Committee. The notification shall contain the name of the person which the new large owner appoints as member of the Nomination Committee. Regardless of what is previously stated no changes, unless no special reasons are at hand, shall be implemented in the Nomination Committee's composition if the changes in the number of votes are marginal or if the change takes place later than two months before the AGM.

A shareholder who has appointed a member to the Nomination Committee has the right to replace the member with a new member. If such change should occur, the shareholder shall, without delay, notify the Chairman of the Nomination Committee (or, if it is the Chairman of the Nomination Committee who is to be replaced, to the Chairman of the Board). Notification shall include the name of the replaced member and the person who is to replace it as a member of the Nomination Committee.

If a member who represents a shareholder in the Nomination Committee should retire from its assignment prematurely, the Nomination Committee shall, without delay, request that the shareholder who has appointed the member, appoints a new member. If a new member is not appointed by the shareholder, the Nomination Committee shall offer other large owners to appoint a member to the Nomination Committee. Such offer shall be left by rotation to the largest shareholders (i.e., first to the largest shareholder who has not already appointed a member to the Nomination Committee or previously has abstained from such right, thereafter to the second largest shareholder who has not already appointed a member to the Nomination Committee or previously has abstained from such right, and so on). The procedure shall continue until the Nomination Committee is complete. A member who retires from its assignment prematurely shall notify the Chairman of the Nomination Committee (or, if it is the Chairman of the Nomination Committee who is to be replaced, to the Chairman of the Board).

The Nomination Committee's overall responsibility is to leave proposals regarding Chairman at the AGM, election and remuneration of Board members and where applicable remuneration for work in the Board's committees, election and remuneration of auditors and where applicable, changes of principles for appointment of Nomination Committee.

These principles for appointment of Nomination Committee and instructions for Nomination Committee shall remain in force until a general meeting resolve to change them.

The Nomination Committee shall be entitled to burden the Company with expenses for, for example, recruitment consultants and other consultants which are required for the Nomination Committee's ability to fulfill its assignment.

### ***The Board's proposals***

#### ***Allocation of the Company's profit or loss (item 9.b)***

The Board of Directors proposes that no dividend for the financial year 2022 is to be paid.

#### ***Resolution on amendments to the Articles of Association (item 16)***

The Board of Directors proposes the following amendments to the Articles of Association.

It is proposed that the limits for the share capital in § 4 of the Articles of Association be amended as follows: "The share capital shall be a minimum of SEK 7,000,000 and a maximum of SEK 14,000,000."

Furthermore, it is proposed that the limits for the number of shares in § 5 of the Articles of Association be amended as follows: "The number of shares shall be minimum 70,000,000 and maximum 140,000,000."

#### ***Resolution on authorization for the Board of Directors to issue shares, warrants or convertibles (item 17)***

The Board of Directors proposes that the AGM authorizes the Board of Directors to issue shares, warrants or convertibles in accordance with the terms in paragraphs a) and/or b) below. The decisions in a) and b) shall be resolved upon as two separate resolutions.

##### ***a) with pre-emption rights for the shareholders***

The AGM authorizes the Board of Directors to on one or several occasions during the period up to the next AGM resolve on new issues of shares, warrants or convertibles with pre-emption rights for the shareholders. Payment

may be made in cash, through set-off, with capital contributed in kind, or otherwise as per conditions pursuant to Chapter 2, section 5, second paragraph, items 1-3 and 5 of the Swedish Companies Act. The total number of shares that may be issued, or, in the event of an issue of warrants or convertibles, any additional shares after conversion or exercise of any warrant, pursuant to the authorization in this paragraph a) shall be limited to 10 percent of the outstanding shares as per the date of this notice.

***b) with deviation from the shareholders' pre-emption rights***

The AGM authorizes the Board of Directors to on one or several occasions during the period up to the next AGM resolve on new issues of shares, warrants or convertibles with deviation from shareholders' pre-emption rights. Payment may be made in cash, through set-off, with capital contributed in kind, or otherwise as per conditions pursuant to Chapter 2, section 5, second paragraph, items 1-3 and 5 of the Swedish Companies Act. The total number of shares that may be issued, or in the event of an issue of warrants or convertibles, any additional shares after conversion or exercise of any warrant, pursuant to the authorization in this paragraph b) shall be limited to 10 percent of the outstanding shares as per the date of this notice. A new issue adopted in virtue of the authorization, shall be carried out with a view to broadening the ownership, procuring or facilitating the procurement of working capital and/or making company acquisitions, or procuring or facilitating the procurement of capital for company acquisitions and/or broadening the ownership of the Company.

***Resolution on incentive program for the Company's employees in Sweden (item 18)***

The Board of Directors proposes that the AGM resolves to, with deviation from the shareholders' pre-emption rights, issue warrants of series 2023/2026 TO 1 (the "**Warrants**") on the following main terms and conditions:

- a) not more than 1,050,000 Warrants shall be issued, whereby each Warrant entitles the holder to subscribe for one (1) new share in the Company during the period from and including 26 May 2026 up to and including 6 June 2026,
- b) the Company shall, with deviation from the shareholders' pre-emption rights be entitled to subscribe for all 1,050,000 Warrants free of charge,
- c) subscription shall be made on a subscription list on the day after the issue resolution at the latest,
- d) the right to acquire Warrants shall accrue to a maximum of six senior executives and other employees in the Company (the "**Participants**"), provided that the Participant first have entered into a pre-emption agreement with the Company, according to the following allotment:
  - *Category 1:* The Company's CEO Catarina Mård Löwenadler shall be offered to acquire a maximum of 300,000 Warrants,
  - *Category 2:* A maximum of four senior executives and key employees shall be offered to acquire a maximum of 700,000 Warrants of which Ulf Jönsson, Johan Johansson and Niklas Lindgren shall be offered to acquire a maximum of 200,000 Warrants each, and Malin Isacsson shall be offered to acquire a maximum of 100,000 Warrants,
  - *Category 3:* A maximum of one other key employee (who are not a senior executive) shall be offered to acquire a maximum of 50,000 Warrants.
- e) to be entitled to acquire Warrants, the Participant must first have entered into a pre-emption agreement with Dignitana, where the Company, with certain exceptions, reserves the right to repurchase Warrants if the Participant's employment or assignment in Dignitana ends or if the Participant wishes to transfer the Warrants before the Warrants can be exercised,
- f) the price per Warrant upon transfer to the Participants shall be established by an independent appraiser or auditor firm as appointed by the Company and correspond to the market value of the Warrant at the time of the acquisition, calculated in accordance with the Black-Scholes valuation model. Based on a share price of SEK 4.40 per share, the market value of the Warrants has been preliminarily established to SEK 0.40 per Warrant,
- g) the last day for acquisition of Warrants shall be the day before the Annual General Meeting of 2024. If an acquisition cannot be made during the specified time period due to the fact that the Participant has access to insider information, the acquisition shall be made as soon as possible after the information has ceased to be regarded as insider information. The same principle applies during so-called "closed periods" pursuant to the EU Market Abuse Regulation,

- h) the highest amount by which the share capital can be increased is SEK 105,000,
- i) the subscription price per share, subscribed for through the exercise of a Warrant, shall correspond to 150 percent of the volume weighted average price for the Company's share on the official share list of Nasdaq First North Growth Market during a period of ten trading days commencing on the day after the AGM 2023. However, the subscription price may not be less than the quota value of the Company's share. The full terms and conditions for the Warrants shall apply in all other aspects, as set out in the Board's complete proposal.
- j) any premium due to the subscription price per share exceeding the quota value shall be distributed to the Company's non-restricted share premium reserve,
- k) the new shares issued through the Warrants shall entitle the owner to dividend from the first record date for dividend to occur after the new shares have been listed in the Company's share register.

The reason for the deviation from the shareholders' pre-emption rights is to implement an incentive program for the Company's CEO, senior executives and other employees in Sweden. The Board of Directors considers that a share-based incentive program is an important part of a competitive remuneration package to motivate the Company's employees as well as to maximize the value for all shareholders. The Board of Directors further considers that the incentive program will increase the employee's commitment to Dignitana's operations, strengthen the loyalty to the Company and be in favor of the Company and the shareholders in the Company.

If all Warrants are exercised for subscription of shares, the share capital in the Company will increase by SEK 105,000 and the number of shares in the Company will increase by 1,050,000 shares, each with a quota value of SEK 0.1, assuming that no recalculation has been carried out pursuant to the complete terms and conditions for the Warrants in accordance with the Board's full proposal. If all Warrants in this proposal are exercised the dilution effect will amount to approximately 1.47 percent of the number of shares and votes in the Company. Beyond the Warrants that are proposed to be issued under this item, 600,000 warrants have been issued under series 2022/2025 TO 1 (resolved upon at the AGM held on 19 May 2022) and 300,000 warrants have been issued under series 2020/2023 TO 2 (resolved upon at the AGM held on 25 June 2020). Taking into account the shares that can be issued in accordance with previously implemented incentive programs in the Company, as well as the incentive program proposed by the Board to the Company's senior executives and other employees in USA, the maximum dilution amounts to approximately 3.69 percent of the total amount of shares and votes. The dilution effect has been calculated as the number of additional shares and votes if the warrants (in all programs) are fully exercised in relation to the sum of the current number of shares and votes and the number of additional shares and votes if the warrants are fully exercised. Oversubscription in the issue may not occur.

The Warrants will be transferred to the Participant at market value and, therefore, no Social Security contributions are to be paid by the Company due to the acquisition of the Warrants. With the exception of costs related to administration, the issue, thus, is not expected to cause any costs for the Company. The incentive program has been prepared by the Board of Directors together with external advisors.

***Resolution on incentive program for the Company's employees in USA (item 19)***

The Board of Directors proposes that the AGM resolves to, with deviation from the shareholders' pre-emption rights, issue warrants of series 2023/2026 TO 2 (the "**Warrants**") on the following main terms and conditions:

- a) not more than 750,000 Warrants shall be issued, whereby each Warrant entitles the holder to subscribe for one (1) new share in the Company during the period commencing on 26 May 2026 up to and including 6 June 2026,
- b) the Company shall, with deviation from the shareholders' pre-emption rights be entitled to subscribe for all 750,000 Warrants free of charge,
- c) subscription shall be made on a subscription list on the day after the issue resolution at the latest,
- d) the right to acquire Warrants shall accrue to a maximum of six senior executives and other employees in the Company (the "**Participants**"), provided that the Participant first have entered into a pre-emption agreement with the Company, according to the following allotment:
  - *Category 1:* A maximum of four senior executives and key employees shall be offered to acquire a maximum of 600,000 Warrants of which Melissa Bourestom and Cameron O'Mara shall be offered

- to acquire a maximum of 200,000 Warrants each, and Kit Whitley and Crista Cody shall be offered to acquire a maximum of 100,000 Warrants each,
  - *Category 2:* A maximum of three other key employees (who are not senior executives) shall be offered to acquire a maximum of 150,000 Warrants, of which each person in the category shall be offered to acquire a maximum of 50,000 Warrants each.
- e) to be entitled to acquire Warrants, the Participant must first have entered into a pre-emption agreement with Dignitana, where the Company, with certain exceptions, reserves the right to repurchase Warrants if the Participant's employment or assignment in Dignitana ends or if the Participant wishes to transfer the Warrants before the Warrants can be exercised,
  - f) the price per Warrant upon transfer to the Participants shall be established by an independent appraiser or auditor firm as appointed by the Company and correspond to the market value of the Warrant at the time of the acquisition, calculated in accordance with the Black-Scholes valuation model. Based on a share price of SEK 4.40 per share, the market value of the Warrants has been preliminarily established to SEK 0.40 per Warrant,
  - g) acquisition of Warrants shall be made on the day before the Annual General Meeting of 2024 at the latest. If an acquisition cannot be made during the specified time period due to the fact that the Participant has access to insider information, the acquisition shall be made as soon as possible after the information has ceased to be regarded as insider information. The same principle applies during so-called "closed periods" pursuant to the EU Market Abuse Regulation,
  - h) the highest amount by which the share capital can be increased is SEK 75,000,
  - i) the subscription price per share, subscribed for through the exercise of a Warrant, shall correspond to 150 percent of the volume weighted average price for the Company's share on the official share list of Nasdaq First North Growth Market during a period of ten trading days commencing on the day after the AGM 2023. However, the subscription price may not be less than the quota value of the Company's share. The full terms and conditions for the Warrants shall apply in all other aspects, as set out in the Board's complete proposal.
  - j) any premium due to the subscription price per share exceeding the quota value shall be distributed to the Company's non-restricted share premium reserve,
  - k) the new shares issued through the Warrants shall entitle the owner to dividend from the first record date for dividend to occur after the new shares have been listed in the Company's share register.

The reason for the deviation from the shareholders' pre-emption rights is to implement an incentive program for the Company's senior executives and other employees in USA. The Board of Directors considers that a share-based incentive program is an important part of a competitive remuneration package to motivate the Company's employees as well as to maximize the value for all shareholders. The Board of Directors further considers that the incentive program will increase the employee's commitment to Dignitana's operations, strengthen the loyalty to the Company and be in favor of the Company and the shareholders in the Company.

If all Warrants are exercised for subscription of shares, the share capital in the Company will increase by SEK 75,000 and the number of shares in the Company will increase by 750,000 shares, each with a quota value of SEK 0.1, assuming that no recalculation has been carried out pursuant to the complete terms and conditions for the Warrants in accordance with the Board's full proposal. If all Warrants in this proposal are exercised the dilution effect will amount to approximately 1.05 percent of the number of shares and votes in the Company. Beyond the Warrants that are proposed to be issued under this item, 600,000 warrants have been issued under series 2022/2025 TO 1 (resolved upon at the AGM held on 19 May 2022) and 300,000 warrants have been issued under series 2020/2023 TO 2 (resolved upon at the AGM held on 25 June 2020). Taking into account the shares that can be issued in accordance with previously implemented incentive programs in the Company, as well as the incentive program proposed by the Board to the Company's CEO, senior executives and other employees in Sweden, the maximum dilution amounts to approximately 3.69 percent of the total amount of shares and votes. The dilution effect has been calculated as the number of additional shares and votes if the warrants (in all programs) are fully exercised in relation to the sum of the current number of shares and votes and the number of additional shares and votes if the warrants are fully exercised. Oversubscription in the issue may not occur.

The Warrants will be transferred to the Participant at market value and, therefore, no Social Security contributions are to be paid by the Company due to the acquisition of the Warrants. With the exception of costs related to administration, the issue, thus, is not expected to cause any costs for the Company. The incentive program has been prepared by the Board of Directors together with external advisors.

***Resolution on authorization for the Chairman of the Board of Directors to make minor adjustments to the resolutions (item 20)***

The Board of Directors proposes that the AGM resolves to authorize the Chairman of the Board of Directors, or the person appointed by the Chairman of the Board of Directors, to make minor adjustments and clarifications of the resolutions adopted by the AGM to the extent that such should be required for the registration and execution of the resolutions.

**Majority requirements**

Resolutions in accordance with items 16 and 17.b) above require approval of at least two thirds (2/3) of the shares represented and votes cast at the AGM. Resolutions in accordance with items 18 and 19 above require approval of at least nine tenths (9/10) of the shares represented and votes cast at the AGM.

***Further information***

As per the date of the issue of this notice, the total number of shares and votes in the Company are 70,474,155. The Company does not hold any own shares.

The annual report, audit report, proxy forms, the Board's complete proposals as well as complete underlying documentation will be made available by the Company and at the Company's website at least three weeks before the AGM. The documents will be sent to shareholders who request it and who provide their postal address.

The shareholders are reminded of their right of information according to Chapter 7 Section 32 of the Swedish Companies Act.

The Company has its registered office in Lund.

**Processing of personal data**

For information on how your personal data is processed, see:

<https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>

Lund, April 2023  
**Dignitana AB (publ)**  
*The Board of Directors*