

## **Notice to attend the annual general meeting in Umecrine Cognition AB**

The shareholders in Umecrine Cognition AB, reg. no. 556698-3655, are hereby given notice to attend the annual general meeting at 2:00 p.m. on Thursday 12 June 2025 at Setterwalls Advokatbyrå's offices at Sturegatan 10 in Stockholm, Sweden. Registration for the meeting commences at 1:30 p.m.

The board of directors has decided, pursuant to Chapter 7, Section 4, Paragraph 2 of the Swedish Companies Act and the company's articles of association, to apply the possibility of proxy collection in conjunction with the annual general meeting (see section *Proxy collection* below for further information).

### **Notice**

Shareholders wishing to participate at the meeting must:

- (i) be entered in the shareholders' register, kept by Euroclear Sweden AB (the Swedish Central Securities Depository & Clearing Organisation), on the record day which is Tuesday 3 June 2025; and
- (ii) notify the company of their attendance and any assistant no later than Thursday 5 June 2025. Notification can be made via letter to Setterwalls Advokatbyrå AB, Attn: Niclas Töreki, P.O. Box 1050, SE-101 39 Stockholm, Sweden or by e-mail to [niclas.toreki@setterwalls.se](mailto:niclas.toreki@setterwalls.se).

Notification shall include full name, personal identification number or corporate registration number, address and daytime telephone number and, where appropriate, information about representative, proxy and assistants. The number of assistants may not be more than two. In order to facilitate entry to the meeting, notification should, where appropriate, be accompanied by powers of attorney, registration certificates and other documents of authority.

### **Nominee registered shares**

Shareholders who have their shares registered in the name of a nominee must request temporary entry in the transcription of the share register kept by Euroclear Sweden AB (so-called voting rights registration) in order to be entitled to participate and vote for their shares at the meeting. The shareholder must inform the nominee well in advance of Tuesday 3 June 2025, at which time the register entry must have been made. Voting rights registration that has been requested by the shareholder at such time that the registration has been completed by the nominee no later than Thursday 5 June 2025, will, however, be taken into account in the preparation of the share register.

### **Proxy**

A shareholder represented by proxy shall issue a power of attorney which shall be dated and signed by the shareholder. If issued by a legal entity, the power of attorney shall be accompanied by registration certificate or, if not applicable, equivalent documents of authority. Power of attorney forms for those shareholders wishing to participate by proxy are available on the company's website [www.umecrinecognition.com/en/](http://www.umecrinecognition.com/en/). The original version of the power of attorney shall also be presented at the meeting.

### **Proxy collection**

The board of directors has decided, pursuant to Chapter 7, Section 4, Paragraph 2 of the Swedish Companies Act and the company's articles of association, to apply the possibility of proxy collection in conjunction with the annual general meeting. This means that shareholders who do not wish to

participate in person at the meeting can submit a power of attorney to a representative appointed by the company, who participates in the meeting on behalf of the shareholder and votes in accordance with the shareholder's instructions. The representative appointed by the company may not be a member of the board of directors or the CEO of the company. Shareholders who wish to make use of this opportunity must complete and sign a special power of attorney form which will be available on the company's website [www.umecrinecognition.com/en/](http://www.umecrinecognition.com/en/). If issued by a legal entity, the power of attorney shall be accompanied by a registration certificate or, if not applicable, equivalent documents of authority.

#### **Proposed agenda**

1. Opening of the meeting and election of chairman of the meeting;
2. Preparation and approval of the voting list;
3. Approval of the agenda;
4. Election of one or two persons who shall approve the minutes of the meeting;
5. Determination of whether the meeting has been duly convened;
6. Submission of the annual report and the auditor's report;
7. Resolution in respect of adoption of the profit and loss statement and the balance sheet;
8. Resolution in respect of allocation of the company's result according to the adopted balance sheet;
9. Resolution in respect of the members of the board of directors' and the CEO's discharge from liability;
10. Determination of the number of members of the board of directors as well as of the number of auditors;
11. Determination of the fees payable to the members of the board of directors and the auditors;
12. Election of members of the board of directors and auditors;
13. Resolution on an authorisation for the board of directors to increase the share capital;
14. Closing of the meeting.

#### *Item 1. Election of chairman of the meeting*

Johan Tønnesen (Setterwalls Advokatbyrå AB) is proposed as chairman of the meeting.

#### *Item 8. Resolution in respect of allocation of the company's result according to the adopted balance sheet*

The board of directors proposes that the company's result shall be carried forward in new account and that no dividend shall be paid for the financial year 1 January 2024 – 31 December 2024.

#### *Item 10. Determination of the number of members of the board of directors as well as of the number of auditors*

It is proposed that the board of directors shall consist of six (6) ordinary members without deputy members for the period until the end of the next annual general meeting.

Furthermore, it is proposed that a registered accounting firm shall be elected as auditor.

#### *Item 11. Determination of the fees payable to the members of the board of directors and the auditors*

It is proposed that the fees payable to the board of directors for the period until the end of the next annual general meeting shall amount to SEK 250,000 to the chairman and SEK 150,000 to each of the other ordinary members. Board members who are dependent in relation to the company's largest shareholder Karolinska Development AB shall however not be entitled to any board fees.

It is proposed that the company's auditor shall be paid in accordance with approved invoices.

#### Item 12. Election of members of the board of directors and auditors

It is proposed that Anders Bladh (chairman), Thomas P. Blackburn, Torbjörn Bäckström, Bruce Scharschmidt, Viktor Drvota, and John Öhd shall be re-elected as ordinary board members for the period until the end of the next annual general meeting. Furthermore, Anders Bladh is proposed to be re-elected as chairman of the board of directors.

The accounting firm Öhrlings PricewaterhouseCoopers AB (PwC) is proposed to be re-elected as auditor. The accounting firm has informed the company that Tobias Stråle will remain as auditor in charge.

#### Item 13. Resolution on an authorisation for the board of directors to increase the share capital

The board of directors proposes that the annual general meeting resolves on an authorisation for the board of directors to, during the period until the next annual general meeting and with or without deviation from the shareholders' preferential rights, at one or more occasions, resolve upon issuance of new shares, warrants and/or convertible debentures. Payment may be made in cash, in kind, through set-off of claims or otherwise be conditional. The scope of the authorisation shall only be limited by the limits of the articles of association.

A valid resolution requires that the proposal is supported by shareholders representing at least two-thirds (2/3) of the votes cast and the shares represented at the meeting.

The chairman of the board of directors, the CEO or a person appointed by the board of directors shall be authorised to make any minor adjustments required to register the resolution with the Swedish Companies Registration Office.

#### **Number of shares and votes in the company**

The total number of shares in the company at the time of issuance of this notice is 14,847,326. The company does not hold any of its own shares.

#### **Shareholders' right to request information**

Pursuant to Chapter 7 section 32 of the Swedish Companies Act (Sw. aktiebolagslagen (2005:551)) the board of directors and the CEO are under a duty to, if any shareholder so requests and the board of directors deems that it can be made without material damage to the company, provide information, regarding circumstances which may affect the assessment of a matter on the agenda or of the company's economic situation.

#### **Documentation**

The financial accounts, auditor's report, and other documents to be dealt with at the general meeting will be kept available at the company's office not later than three weeks before the meeting and will be sent free of charge to shareholders who so request and state their postal address or e-mail address. The documents will also be made available not later than the aforementioned date on the company's website [www.umecrinecognition.com/en/](http://www.umecrinecognition.com/en/). All the above mentioned documents will also be presented at the general meeting.

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Umeå, May 2025

*The board of directors*