

NOTICE OF ANNUAL GENERAL MEETING IN ICOAT MEDICAL AB (PUBL)

The shareholders in iCoat Medical AB (publ), corporate registration number 559172-8208 (the “Company”) are hereby convened to the Annual general meeting on Thursday 20 April 2023 at 2.00 p.m. at the Company’s premises at WeWork, floor 6, Malmskillnadsgatan 32, 111 51 Stockholm.

Right to participate at the annual general meeting

Shareholders who wish to participate at the annual general meeting shall:

- on Wednesday 12 April 2023, be registered in his or her own name (not nominee registered) in the share register kept by Euroclear Sweden AB, and
- notify his or her intention to attend the annual general meeting so that the notification is received by the Company no later than Monday 17 April 2023, by mail to address iCoat Medical AB, WeWork, våning 6, Malmskillnadsgatan 32, 111 51 Stockholm or by email to peder.waern@icoatmedical.com

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 their shares in their own name (so-called voting rights registration) so that the shareholder is included in the share register kept by Euroclear Sweden as per 12 April 2023. This means that such shareholders must request voting rights registration with their nominees well in advance of this date. Voting registration requested by shareholders in such time that the registration has been completed by the nominee no later than Friday 14 April 2023 will be considered in the preparation of the share register.

Proxy

Shareholders represented by proxy must submit a dated and signed proxy. The validity of the power of attorney may not exceed a period of five years from its issuance. The original proxy and certificate of registration and other authorisation documents should be submitted to the Company by post at the address mentioned above in due time prior to the general meeting. The Company provides a form of proxy at request and it is also available at the Company’s website, www.icoatmedical.com and the documents will also be sent to the shareholders who request this.

Number of shares and votes

At the time of this notice, the Company has 100,000 A shares and 49,869 B shares, in total 149,869 shares. Class A shares represent ten votes per share and Class B shares one vote per share, in total 1,049,869 votes.

The Company does not hold any own shares.

Proposed agenda

1. Opening of the general meeting and election of the chairman of the meeting
2. Preparation and approval of the voting list
3. Approval of the agenda
4. Election of one or two persons to approve the minutes
5. Determination of whether the general meeting has been duly convened
6. Report by CEO
7. Submission of the annual report and the auditor's report
8. Resolutions on the income statement and balance sheet, etc.:
 - a) adoption of the income statement and the balance sheet,
 - b) allocation of the Company's result pursuant to the adopted balance sheet, and
 - c) discharge from liability for board members and the CEO
9. Resolution on the remuneration to the board and the auditor
10. Election of board members and auditor
11. Resolution regarding a nomination committee and instructions to the nomination committee
12. Resolution on new issue of shares with deviation from the shareholders' pre-emption rights
13. Resolution on an authorization for the board of directors to issue new shares, warrants and /or convertible instruments
14. Closing of the general meeting

Main proposals for resolutions*Item 8b) – Allocation of the Company's result pursuant to the adopted balance sheet*

The board proposes that no dividend is paid for the financial year 2022 and that the Company's result be carried forward in its entirety.

Item 9 – Resolution on the remuneration to the board and the auditor

The nomination committee proposes that the board's remuneration for the time until the next general meeting shall amount to SEK 200,000 to the chairman and SEK 100,000 to each of the other board members.

The nomination committee further proposes that the remuneration to the auditor shall be paid against approved invoice.

Item 10 – Election of board members and auditor

The nomination committee proposes that the board shall consist of six (6) members without deputies.

The nomination committee proposes re-election of the board members Hans Larsson, Carl Bjartmar, Marianne Jensen Waern, Bo Nilsson, Bertil Villard and Martin Åmark. Further, the nomination committee proposes that Hans Larsson be re-elected as chairman of the board. The nomination committee proposes that the registered auditing firm KPMG AB be elected as the Company's auditor, with Per Hammar as the auditor in charge.

Item 11 – Resolution regarding a nomination committee and guidelines for the work of the nomination committee

For the period until the end of the next annual general meeting, the nomination committee proposes re-election of Kristina Nilsson Ekdahl, Johan Thorell, Pär Josefsson and Hans Larsson as members of the nomination Committee. Johan Thorell represents the shareholder Gryningskust Holding AB and Pär Josefsson the shareholder Conspargo Capital AB. Kristina Nilsson Ekdahl is a shareholder and one of the founders of the Company. Hans Larsson is a shareholder and chairman of the board.

The nomination committee proposes that the annual general meeting resolves to adopt the instructions for the work of the nomination committee set out below.

The functioning of the nomination committee

The nomination committee appoints the chairperson of the committee. The chairperson of the board or another board member shall not be the chairperson 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. Notice convening other meetings is issued by the chairperson of the nomination committee. If a member requests that the nomination committee shall be convened, the request shall be complied with. Minutes shall be kept at the nomination committee's meetings.

The nomination committee is quorate if not less than two of the members are present. Resolutions of the nomination committee shall be adopted by a simple majority of the members present or, in the event of a tied vote, the chairperson shall have the casting vote.

Responsibilities of the nomination committee

The nomination committee shall prepare proposals on the following issues for resolution at the annual general meeting 2024:

- a) Chairman at the meeting;
- b) The number of directors of the board;
- c) Board remuneration, with a division between the chairman and other deputies;
- d) Remuneration to the auditor;
- e) Election of board members and chairman of the board;
- f) Election of auditor; and
- g) Election of members of the nomination committee and instructions for the nomination committee for the annual general meeting 2025.

Item 12 – Resolution on new issue of shares with deviation from the shareholders' pre-emption rights

The board of directors proposes that the general meeting resolves to increase the company's share capital with not more than SEK 22,021.10 by an issue of not more than 5,371 new B-shares on the terms and conditions set out below:

1. The right to subscribe for new shares shall, with deviation from the shareholders pre-emption rights, belong to the persons, and with the allocation, as stated in below.

Subscriber	Numbers of B-shares	Subscription amount
Wealins S.A	3,747	10,000,743
Dalfelt Clinical Trials Consultancy AB	750	2,001,750
Bertil Villard	563	1,502,647
Paul Waern	188	501,772
Mattias Springare	75	200,175
Göran Lerenius	38	101,422
Ulf Malmqvist	10	26,690
Total:	5,371	14,335,199

2. The reason for the deviation from the shareholders pre-emption rights is to acquire necessary funds to the Company, tie strategically important investors to the Company, strengthen the ownership base of the Company in order to increase the chances for a successful commercialization of the Company's products and additionally to accomplish a time and cost-effective new issue of shares.

3. Subscription and payment shall be made through payment in cash, not later 18 May 2023. The board of directors shall have the right to extend the subscription and payment period.

4. The new shares are issued at [a subscription price of SEK 2,669 per share, which at full subscription means that the Company will receive SEK 14,335,199 (prior to issue costs).

5. The subscription price for the new shares equals the market price as estimated by the board of directors.

Item 13 – Resolution on an authorization for the board of directors to issue new shares, warrants and/or convertible instruments

The board of directors hereby proposes that the general meeting of shareholders resolves to authorise the board of directors for the period up to the next annual meeting of shareholders to resolve, whether on one or several occasions, to increase the Company's share capital by way of issue of shares, warrants and/or convertible instruments. The board of directors shall be authorised to adopt decisions on an issue of shares, warrants and/or convertible instruments with deviation from the shareholders' pre-emption rights and/or an issue in kind or an issue by way of set-off.

The board of directors shall however not be authorised to adopt decisions that result in an increase of the share capital of the Company of more than twenty (20) percent in relation to the share capital of the Company at the time of this authorisation first being utilized.

An issue in accordance with this authorisation shall be on market conditions. The board of directors shall be authorised to decide on the terms and conditions regarding issues under this authorization and what persons shall be entitled to subscribe for the shares, warrants and/or convertible instruments. The reason to propose that the board of directors shall be authorised to resolve on an issue with deviation from the shareholders' pre-emption rights and that the board shall be authorised to decide on an issue in kind or an issue by way of set-off is that the Company shall be able to issue shares, warrants and/or convertible instruments in order to raise capital or tie strategically important shareholders to the Company.

Majority requirements

According to the Swedish Companies Act, decisions according to item 12 above (*new issue*) require for their validity the support of shareholders with at least nine tenths (9/10) of both the votes cast and the shares represented at the meeting. Decisions according to item 13 above (*authorization*) require for their validity the support of shareholders with at least two-thirds (2/3) of both the votes cast and the shares represented at the meeting.

Questions to the board of directors and the CEO

The board of directors and the CEO shall, upon request by any shareholder, and where the board of directors deems that the information can be provided without significant harm to the Company, provide information in respect of any circumstances which may affect the assessment of a matter on the agenda or the Company's financial position. Questions may be submitted in advance to iCoat Medical AB, WeWork, våning 6, Malmskillnadsgatan 32, 111 51 Stockholm or through e-mail to peder.waern@icoatmedical.com

Provision of documents

The annual report and the auditor's report and all other documents pursuant to the Swedish Companies Act will be available at the Company's office and the Company's website, www.icoatmedical.se no later than 30 March 2023. The documents will be sent free of charge to the shareholders who request this and state their address.

In connection with the general meeting personal data will be processed in accordance with Euroclear's privacy policy, which is available at Euroclear's website <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>

Uppsala in March 2023
iCoat Medical AB (publ)
The board of directors

Please note that the English version of this document is a translation which has been made for convenience purposes only. In case of inconsistencies between the translated English version and the official Swedish version, the Swedish version will prevail.

Bifogade filer

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