

## **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 Wednesday, June 15, 2022 at 13.30 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 Tuesday, June 7, 2022 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 Friday, June 10, 2022, by mail to address iCoat Medical AB, WeWork, våning 6, Malmskillnadsgatan 32, 111 51 Stockholm or by email to [peder.waern@icoatmedical.com](mailto: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 June 7, 2022. 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 Thursday June 9, 2022 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.se](http://www.icoatmedical.se) 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 a total of 100,000 A shares and 49,869 B shares. Class A shares represent ten votes per share and Class B shares one vote per share.

### **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. Submission of the annual report and the auditor’s report
7. 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
8. Resolution on the remuneration to the board and the auditor
  9. Election of board members and auditor
  10. Resolution regarding a nomination committee and instructions to the nomination committee
  11. Resolution on new articles of association
  12. Closing of the general meeting

### **Main proposals for resolutions**

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

The nomination committee proposes that Hans Larsson to be elected as chairman of the meeting.

#### *Item 7b) – Allocation of the Company's result pursuant to the adopted balance sheet*

The board proposes that no dividend is paid for the financial year 2021 and that the Company's result be carried forward in its entirety.

#### *Item 8 – 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 9 – 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 10 – 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, Marianne Jensen Waern 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. Marianne Jensen Waern and Kristina Nilsson Ekdahl are shareholders and two 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 2023:

- 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 2024.

#### *Item 11 - Resolution on new articles of association*

The board of directors proposes that the general meeting shall adopt new articles of association for the Company, according to which the board's registered office shall be changed from Uppsala to Stockholm. No other changes to the articles of association are proposed.

#### **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](mailto: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.com](http://www.icoatmedical.com) no later than 25 May 2022. 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>

**iCoat Medical AB (publ)**

***The board of directors***

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