**CONVENING NOTICE OF ANNUAL GENERAL MEETING OF ORGANOCLICK AB (publ)**

**Shareholders of OrganoClick AB (publ) (556704-6908) are hereby convened to the Annual General Meeting on Monday, May 17, 2021.**

In accordance with the temporary Act (2020:198), which aims to reduce the risk of infection, the AGM will be a fully virtual meeting. Shareholders will thus not be able to attend the meeting neither in person nor through their representatives. Instead, shareholders may submit their votes to the general meeting in advance by so-called postal vote.

A presentation by CEO Mårten Hellberg, where he will comment upon the Company's activities, will be published on the Company’s website, www.organoclick.com/about/corporate-governance/general-meeting, on May 12, 2021.

**Conditions for participation**

Shareholders that wish to submit an advance vote to the AGM are required to be registered in the shareholder register maintained by Euroclear Sweden AB by the record date, on May 6, 2021, and to submit their vote no later than May 14 by means of a digital voting form, which is available on the Company's website, www.organoclick.com/about/corporate-governance/general-meeting. No separate notification of participation is required, as the submitted advance voting form is considered valid notification.

Shareholders whose shares are registered in the name of a nominee must temporarily re-register their shares in their own names before the record date, May 6. Banks/nominees should be contacted well in advance of that date. The nominee may carry out such registration for voting rights retrospectively, but no later than May 10 if it is to be considered in the preparation of the shareholder register.

**Postal vote**

In cases where a shareholder submits a postal vote by proxy, a dated and signed power of attorney issued by the shareholder must be attached to the digital postal voting form. If the shareholder is a legal entity, a registration certificate must also be attached to the form. The power of attorney may not be older than one year, unless it according to its wording is valid for a longer period (but not more than five years). A proxy form is available on the Company's website www.organoclick.com/about/corporate-governance/general-meeting.

Information about the resolutions adopted by the Annual General Meeting will be announced on the day of the meeting, as soon as the outcome of the postal voting has been compiled.

Shareholders may request in the postal voting form that a resolution on one or several of the matters on the proposed agenda should be deferred to a so-called continued general meeting, which cannot be conducted solely by way of postal voting. Such a continued general meeting shall take place if the Annual General Meeting so resolves or upon the request of shareholders holding at least one tenth of all shares in the Company.

**Proposed agenda**

Opening of the general meeting

1. Election of the Chairman and the Secretary of the general meeting

2. Establishment and approval of the list of voters

3. Appointment of one or two persons to countersign the minutes

4. Examination of whether the general meeting was duly convened

5. Approval of the agenda

6. Resolution on approval of the income statement, balance sheet, consolidated income statement and consolidated balance sheet

7. Resolution on allocations in respect of profit or loss according to the approved balance sheet

8. Resolution on discharge from liability for the directors and the CEO

a) resolution on discharge from liability for Chairman of the Board Jan Johansson

b) resolution on discharge from liability for director Charlotte Karlberg

c) resolution on discharge from liability for director Claes-Göran Beckeman

d) resolution on discharge from liability for director Håkan Gustavson

e) resolution on discharge from liability for director Malin Bugge

f) resolution on discharge from liability for Chief Executive Officer Mårten Hellberg

9. Determination of the number of Board members and any alternates

10. Determination of the fees for the Board of Directors and the auditor

11. Election of Board members and alternates

12. Resolution to change the Articles of Association

13. Nomination procedure and appointment of nomination committee

14. Resolution on authorization for the Board of Directors to resolve upon issue of shares

Closing of the general meeting

**Proposed resolutions**

**Proposal under item 1 - Election of the Chairman and the Secretary of the general meeting**
The Nomination Committee proposes that OrganoClick AB’s R&D Director Maria Wennman be elected Chairman and that OrganoClick AB’s CFO Jessica Sundborg be elected Secretary of the general meeting.

**Proposal under item 2 – Establishment and approval of the list of voters**

As all votes are submitted in advance, it is not possible for the general meeting to approve the list of voters. Against this background, the Board of Directors proposes that the list of voters be drawn up and approved by the Chairman of the general meeting based on the duly received postal votes.

 **Proposal under item 3 – Appointment of one or two persons to countersign the minutes**

The Board of Directors proposes that Daniel Lund and Mårten Hellberg be appointed to countersign the minutes. The task of approving the minutes also includes verifying the voting list and that the advance votes received are correctly stated in the minutes of the meeting.

**Proposal under item 6 – Resolution on approval of the income statement, balance sheet, consolidated income statement and consolidated balance sheet**
The Board of Directors and the Chief Executive Officer propose that the income statement, balance sheet, consolidated income statement and consolidated balance sheet be approved.

**Proposal under item 7 – Appropriation of the Company’s profit or loss**
The Board of Directors and the Chief Executive Officer propose that the parent company’s funds at the AGM’s disposal, SEK 80,768,567, be carried forward.

**Proposal under item 9 – Determination of the number of Board members and any alternates**The Nomination Committee proposes that the Board of Directors shall consist of 5 members and no alternates.

**Proposal under item 10 – Determination of the fees for the Board of Directors and the auditor**The Nomination Committee proposes that the Chairman of the Board of Directors shall receive a fee of SEK 400,000 and other board members a fee of SEK 100,000 each.

The auditor is proposed to be paid for work performed according to approved invoice.

**Proposal under item 11 – Election of Board members and alternates**The Nomination Committee proposes the re-election of the current Board members Jan Johansson, Charlotte Karlberg, Claes-Göran Beckeman, Håkan Gustavson and Malin Bugge.

The Nomination Committee proposes the re-election of Jan Johansson as Chairman of the Board.

**Proposal under item 12 – Resolution to change the Articles of Association**
The Board of Directors proposes that the Articles of Association be amended with a new provision as follows:

*The Board of Directors may collect powers of attorney in accordance with the procedure described in Chapter 7, section 4, second paragraph of the Swedish Companies Act (2005:551). Prior to a general meeting, the Board may resolve that the shareholders shall be entitled to exercise their voting rights by postal vote prior to the general meeting in accordance with the procedure described in Chapter 7, section 4 a of the Swedish Companies Act (2005:551). The Board may resolve that persons who are not shareholders in the Company may participate in or by other means follow the proceedings at the general meeting, under conditions determined by the Board.*

**Proposal under item 13 – Nomination procedure and appointment of nomination committee**The Nomination Committee proposes that the Annual General Meeting resolves to charge the Chairman of the Board with the task of inviting the three shareholders that represent the largest number of votes, according to Euroclear Sweden AB's printout of the shareholder register as of the last business day in August 2021, to each appoint one member of the Nomination Committee in addition to the Chairman of the Board. Should any of the three major shareholders waive the right to appoint a member of the nomination committee, the right shall instead pass to the next largest shareholder. In the event that the ownership structure changes before the end of the fourth quarter, the composition of the Nomination Committee shall be updated to reflect the new ownership structure, if possibe and considered appropriate.

The Nomination Committee shall for the Annual General Meeting 2022 prepare proposals for (i) the Chairman of the Annual General Meeting, (ii) the election of the Board of Directors, (iii) the election of the Chairman of the Board, (iv) the election of the auditor, (v) the remuneration of the Board of Directors and the auditor and (vi) the criteria for appointments to the Nomination Committee.

Members of the Nomination Committee shall not receive a fee. The Nomination Committee shall, upon the Chairman of the Board’s approval, have the right to burden the Company with costs, for example related to recruitment consultants, or other costs necessary for the Nomination Committee to fulfil its duties.

**Proposal under item 14 – Resolution on authorization for the Board of Directors to resolve upon issue of shares**The Board of Directors proposes that authorization be given to the Board of Directors to, during the period until the next Annual General Meeting and on one or more occasions, resolve on a new issue of shares, subscription warrants, or convertible bonds with or without deviation from the shareholders’ preferential rights, to be paid in cash, in kind or by right of set-off. The issue may at most increase the share capital by 10 percent or SEK 92,112.50 (corresponding to 9,211,250 shares).

Such an issue of shares may be carried out with deviation from the shareholders’ preferential rights to subscribe for new shares. In the event of deviation from the shareholders’ preferential rights, the issue price must be determined on the basis of market conditions. The Board of Directors further proposes that the Annual General Meeting authorizes the Board of Directors or a person whom the Board of Directors appoints to make such minor adjustments of the resolution above that are required in order to register the resolution with the Swedish Companies Registration Office.

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**Majority rules**

A resolution according to the Board of Directors' proposal under item 12 requires for its validity that shareholders representing a minimum of two-thirds of the votes cast and the shares represented at the AGM support the resolution.

**Other information**

Complete proposals for resolutions, financial statements, audit reports and other documents related to the Annual General Meeting will be available at the Company's office at Linjalvägen 9, 187 66 Täby, and at the Company's website, www.organoclick.com/about/corporate-governance/general-meeting, no later than April 16. The documents will also be sent without charge to shareholders who specifically requests it, stating their postal address.

The AGM shareholder register will be kept available at the Company's office.

The Board of Directors and the Chief Executive Officer shall, upon request by any shareholder and where the Board of Directors determines that it can be done without material harm to the Company, provide information of circumstances which may affect the assessment of a matter on the agenda and on circumstances which may affect the assessment of the Company's or any subsidiary’s financial position or the Company's relationship to other Group companies. Such requests must be received by the Company by May 7 at the latest, by email to ir@organoclick.com, or by post to the address stated above.

The information will be available on the Company's website and at its office by May 12 at the latest. Information will also be sent upon request to shareholders who state their postal addresses.

The total number of shares and votes in the Company amounts to 92,112,789 as at the date of this notice. The Company holds no own shares as at the date of this notice.

For general information about the processing of personal data in view of the Annual General Meeting, please refer to Euroclear's website www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf.

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Stockholm, Sweden, April 2021

OrganoClick AB (publ)

The Board of Directors

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