

# 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 Wednesday, May 20, 2025, at 13.00, at Convendum, Brahegatan 10, Stockholm.

## PARTICIPATION

Shareholders who wish to attend the AGM shall

- be registered in OrganoClick's shareholder register, kept by Euroclear Sweden AB, on Monday May 12, 2025,
- no later than Wednesday, May 14, 2025, have notified their attendance, and any advisers, to the meeting.

## NOTIFICATION OF ATTENDANCE

Notification of attendance can be made by email to [ir@organoclick.com](mailto:ir@organoclick.com) or by mail to OrganoClick AB, Linjalvägen 9, 187 66 Täby. Name, personal- or corporate identification number and phone number shall be specified in the notification. In the notification shall also be specified the number of advisers (maximum two) that will attend the AGM. Shareholders who exercise his or her rights through a proxy shall submit a written proxy form signed and dated by the shareholder. The signed proxy form, and for a juridical person a certified copy of the company registration, shall be sent to the Company, at the above postal address, well in advance but no later than May 14, 2025. A proxy form may not be more than one year old; however, the proxy's date of expiry may be five years if this is specified. Proxy forms may be downloaded from the Company's website, [www.organoclick.com](http://www.organoclick.com).

Shareholders who's holdings are registered in the name of a nominee must register the shares in their own name to be entitled to participate in the AGM. Such registration must be completed with Euroclear Sweden AB no later than on May 12, 2025. Contact with the nominee should therefore be taken well ahead of this date.

## Proposed agenda

1. Opening of the AGM
2. Election of the Chairman of the general meeting  
*Nomination Committee's motion: See below*
3. Establishment and approval of the list of voters
4. Election of one or two persons to countersign the minutes
5. Approval of the agenda
6. Determination of whether the general meeting was duly convened
7. Presentation of the CEO and questions from the shareholders to the Board of Directors and Management
8. Presentation of the Annual report and the Auditor's report as well as the consolidated accounts and the consolidated Auditor's report
9. Resolution concerning the adoption of the income statement, balance sheet, consolidated income statement and consolidated balance sheet  
*Board's motion: Income statements and balance sheets to be adopted*
10. Resolution concerning the disposition of the profits or losses according to the approved balance sheet  
*Board's motion: See below*
11. Resolution concerning the discharge of the Board of Directors and the CEO from personal liability for their administration

12. Determination of the number of Board members, deputies (if any) and auditors

*Nomination Committee's motion: See below*

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

*Nomination Committee's motion: See below*

14. Election of Board members and Chairman of the Board

*Nomination Committee's motion: See below*

15. Election of auditors

*Nomination Committee's motion: See below*

16. Nomination procedure and appointment of Nomination Committee

*Nomination Committee's motion: See below*

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

*Board's motion: See below*

18. Resolution on proposal for payment of remuneration to the Board of Directors in the form of shares in the company

*Nomination Committee's motion: See below*

19. Resolution on the introduction of a warrant-based incentive program for senior executives through (A) a directed issue of warrants and (B) approval of transfer of warrants

20. Any other issue

21. Closing of the AGM

## **Proposed resolutions**

Item 2: Election of the Chairman of the general meeting

The Nomination Committee proposes that Jan Johansson, OrganoClick's Chairman of the Board, is elected as the Chairman of the AGM

Item 10: Resolution concerning the disposition of the profits or losses according to the approved balance sheet

The Board of Directors and the Chief Executive Officer propose that the Parent Company's funds at the AGM's disposal, SEK 35,651,467 be carried forward into new account.

Item 12: Determination of the number of Board members, deputies (if any) and auditors

The Nomination Committee proposes that the Board of Directors shall consist of four ordinary Board members, no deputies and one registered accounting firm as auditor.

Item 13: Determination of the fees for the Board of Directors and the auditor

The Nomination Committee proposes that the Chairman of the Board shall receive a fee of SEK 400,000 and other Board members a fee of SEK 150,000 each.

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

Item 14: Election of Board members and Chairman of the Board

The Nomination Committee proposes the re-election of the current Board members Charlotte Karlberg (member since 2020), Håkan Gustavson (member since 2016), Chatarina Schneider (member since 2023) and Johan Magnusson (member since 2024).

Jan Johansson, who has been a board member and Chairman of the Board since 2016, has declined re-election. We give a big thanks to Jan Johansson for his contribution to the Board and OrganoClick during his time as a board member and Chairman of the Board.

Information about the board members proposed for re-election is available on the Company's website <https://organoclick.com/about/board>.

The Nomination Committee proposes election of Johan Magnusson as Chairman of the Board.

#### Item 15: Election of auditors

The Nomination Committee proposes the election of the registered accounting firm BDO Mälardalen AB, with authorized public accountant Emilie Sleth as auditor in charge for a period of one year until the end of the next Annual General Meeting.

#### Item 16: Nomination procedure and appointment of Nomination Committee

The Nomination Committee proposes the Annual General Meeting to instruct the Chairman of the Board to contact the three shareholders that represent the largest number of votes, according to Euroclear Sweden AB's printout of the shareholder register as of 30 September 2025, each of which appoints one member of the Nomination Committee. A representative of the largest owner (or ownership grouping) is appointed chairman of the Nomination Committee. In addition, the members of the Nomination Committee shall have the right to co-opt the Chairman of the Board to the Nomination Committee if desired. 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 possible and considered appropriate.

The Nomination Committee shall for the Annual General Meeting 2026 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.

#### Item 17: 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 98,118 (corresponding to 9,811,797 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.

#### Item 18: Resolution on proposal for payment of remuneration to the Board of Directors in the form of shares in the company

The Nomination Committee proposes that members of the Board of Directors have the right to choose whether remuneration to the Board of Directors shall be paid in shares in the company or in cash. If a member of the Board of Directors chooses to have the remuneration paid in shares, shares will be issued at a share price calculated as the average volume-weighted share price (VWAP) during the last 10 trading days on Nasdaq First North Growth Market.

Item 19. The boards proposal for a resolution on the introduction of a warrant-based incentive program for senior executives through (A) a directed issue of warrants and (B) approval of transfer of warrants

The board proposes that the general meeting resolves to introduce a warrant-based incentive program through an issue of a maximum of 981,176 warrants of series 2025/2029:1 and to approve transfer of the warrants to senior executives in the Company ("Warrant Program 2025/2029:1") on the below terms.

The issue of warrants shall, with deviation from the shareholders' preferential rights, be directed to the Company. The warrants shall be issued without cost. The right to subscribe for the warrants shall belong to the Company, with right and obligation to offer senior executives, who are or will be employees of the Company, to acquire the warrants against market compensation.

The Board finds it important and in the interest of all shareholders that senior executives, who are considered important for the Company's further development, have a long-term interest in a good value development of the Company's shares. A personal long-term ownership commitment is expected to stimulate an increased interest in the business and the performance development as a whole and increase the motivation of senior executives and result in an increased common interest with the owners of the Company.

If the general meeting resolves on an issue in accordance with the proposal, the issue is fully subscribed and all warrants are exercised for subscription of shares, the number of shares and votes in the Company will increase by 981,176 (subject to recalculation according to the Terms), which corresponds to a dilution of approximately one (1) percent of the number of outstanding shares and votes in the Company. The dilutive effect has been calculated according to the following formula:  $1 - (\text{existing number of shares} / \text{new number of shares})$ .

*A. Issue of warrants*

- The issue, which covers a maximum of 981,176 warrants of series 2025/2029:1, shall with deviation from the shareholders' preferential rights take place on the following terms.
- The right to subscribe for the warrants shall, with deviation from the shareholders' preferential rights, exclusively belong to the Company. Oversubscription cannot take place. The Company shall, following subscription, offer senior executives to acquire the warrants.
- The reason for deviating from the shareholders' preferential rights is that the issue forms part of the introduction of an incentive program.
- The warrants are issued without cost.
- If all warrants are exercised for subscription of shares, the Company's registered share capital will increase by a maximum of 9,812 SEK.
- Subscription of the warrants shall be made through subscription on a separate subscription list no later than 22 May 2025. The Board shall have the right to extend the subscription time.
- Each warrant entitles the holder to subscribe for one (1) new share in the Company at a subscription price corresponding to 200 percent of the volume-weighted average price of the Company's share on the Nasdaq First North Growth Market during the ten (10) trading days prior the general meeting. The subscription price will be rounded up or down to the nearest one-hundredth of a Swedish krona (SEK 0.01). SEK 0.005 will be rounded up. When subscribing for shares, the part of the subscription price which exceeds the quota value of the previous shares shall be transferred to the unrestricted premium reserve.
- Subscription of shares by exercise of warrants shall be made in accordance with the terms and conditions for the warrants from 1 January 2029 up to and including 31 December 2029.
- Shares issued as a result of subscription shall entitle to dividends on the dividend record date occurring after the share capital is registered with the Swedish Companies Registration Office and shares have been recorded in the share register kept by Euroclear Sweden AB.
- The Board, or any other person appointed by the board, shall be authorized to take those smaller measures that may be required in connection with the registration of the resolution with the Swedish Companies Registration Office or, where applicable, Euroclear Sweden AB.

*B. Approval of transfer*

The board proposes that the general meeting resolves to approve that the Company transfers a maximum of 981,176 warrants of series 2025/2029:1 to senior executives of the Company in accordance with below.

- a. The CEO may be offered a maximum of 122,600 warrants; and
- b. Other senior executives may be offered a maximum of 122,600 warrants per person.

If any senior executive chose not to accept an offer to acquire warrants or chose to acquire only part of the maximum number of warrants in accordance with above, other senior executives, including the CEO, may (in addition to the maximum number of warrants that each person may be offered in accordance with above) be offered the remaining warrants. The remaining warrants shall be offered to senior executives who have chosen to accept the offer to acquire the maximum number of warrants in accordance with above in equal parts, and to the extent this is not possible the allocation shall be determined by drawing of lots.

The warrants shall be transferred to senior executives at a price that corresponds to market value of the warrants at the time of the transfer. The market value of the warrants shall be determined by using the Black & Scholes valuation model.

A prerequisite for acquisition of warrants is that the acquirer, at the time of the acquisition, is employed by the Company. Additional conditions are that acquisition of warrants can legally take place and that the acquirer, no later than at the acquisition, has signed a so-called pre-emption agreement with the Company under which the acquirer is obliged to offer the warrants to the Company, or a person designated by the Company, if the senior executive intends to transfer the warrants before they can be exercised, if the senior executives employment with the Company is terminated within a certain time and in certain other cases.

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#### **Majority rules**

A resolution according to the Board of Directors' proposal under item 17 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.

Resolutions pursuant to item 19 A and B above shall be made as one decision, respectively, and are thus conditional on each other. A resolution according to the Nomination Committee's proposal under item 18 and 19 requires for its validity that shareholders representing a minimum of nine-tenths (9/10) 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 published on the company's website <https://organoclick.com> and will be available at the company's premises at Linjalvägen 9, 187 66 Täby no later than three weeks before the meeting. The documents will also be sent without charge to shareholders who specifically requests it, stating their postal address.

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. Anyone who wants to submit questions can do so to [ir@organoclick.com](mailto:ir@organoclick.com), or by mail at the address listed above.

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Welcome!  
Stockholm, April 2025  
The Board of Directors

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