

## Invitation to Extraordinary General Meeting 2022

*The shareholders in RaySearch Laboratories AB (publ), corporate identity no. 556322-6157, are hereby invited to the Extraordinary General Meeting, to be held on Wednesday, November 9, 2022.*

The Board of Directors has decided that the General Meeting is to be held only through postal voting in accordance with temporary legislation applicable since March 1, 2022. This means that the General Meeting will be conducted without the physical presence of shareholders, representatives or external parties. Shareholders will only be able to exercise their voting rights by postal voting in advance of the General Meeting in the manner described below.

Information on the resolutions passed at the General Meeting will be disclosed on November 9, 2022, when the outcome of the postal voting has been confirmed.

### Right to participate and notice

A person who wishes to participate in the Extraordinary General Meeting by postal voting must:

- be recorded as a shareholder in the presentation of the share register prepared by Euroclear Sweden AB concerning the circumstances on Tuesday, November 1, 2022, and
- give notice of participation by casting its postal vote in accordance with the instructions under the heading "Postal voting" below so that the postal voting form is received by Euroclear Sweden AB no later than on Tuesday, November 8, 2022.

In order to be entitled to participate in the General Meeting, a shareholder whose shares are registered in the name of a nominee must, in addition to giving notice of participation in the General Meeting by submitting its postal vote, register its shares in its own name so that the shareholder is listed in the presentation of the share register as of Tuesday, November 1, 2022. Such registration may be temporary (so-called voting rights registration), and request for such voting rights registration shall be made to the nominee in accordance with the nominee's routines at such a time in advance as decided by the nominee. Voting rights registrations that have been made by the nominee no later than Thursday, November 3, 2022, will be taken into account in the presentation of the share register.

### Postal voting

Shareholders may exercise their voting rights at the General Meeting only by postal voting in accordance with section 22 of the Act (2022:121) on temporary exceptions to facilitate the execution of general meetings in companies and other associations. A special form must be used for the postal vote. The form is available on the company's website [www.raysearchlabs.com](http://www.raysearchlabs.com). A hard copy of this form will be sent to shareholders upon request. The postal voting form is considered as notice to participate in the General Meeting.

In order to be considered, completed and signed forms must be received by Euroclear Sweden AB no later than Tuesday, November 8, 2022. The completed and signed form must be sent by mail to RaySearch Laboratories AB (publ), "Extraordinary General Meeting 2022", c/o Euroclear Sweden AB, Box 191, SE-101 23 Stockholm, Sweden or by e-mail to [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com).

Shareholders may also cast their votes electronically through verification with BankID via Euroclear Sweden AB's website <https://anmalan.vpc.se/EuroclearProxy/>. Such electronic votes must be submitted no later than Tuesday, November 8, 2022.

If the shareholder submits its postal vote by proxy, a power of attorney must be attached to the postal voting form. Proxy forms will be provided by the company upon request and are also available on the company's website [www.raysearchlabs.com](http://www.raysearchlabs.com). A power of attorney is valid one year from its issue date or such longer period as set out in the power of attorney, however not more than five years. If the shareholder is a legal person, a registration certificate or other authorization document listing the authorized signatories must be attached to the form.

The shareholders may not provide special instructions or conditions to the postal vote. If so, the entire postal vote is invalid. Further instructions and conditions can be found in the postal voting form and at <https://anmalan.vpc.se/EuroclearProxy/>.

### **Shareholders' right to receive information**

The Board and CEO shall, if any shareholder so requests and the Board believes that it can be done without material harm to the company, provide information regarding circumstances that may affect the assessment of an item on the agenda, and the company's relation to another company within the group. A request for such information shall be made in writing to the company no later than ten days prior to the General Meeting, i.e. no later than Sunday, October 30, 2022, at RaySearch Laboratories AB (publ) c/o Board of Directors, Box 45169, SE-104 30 Stockholm, Sweden, or by e-mail to [extrabolagsstamma2022@raysearchlabs.com](mailto:extrabolagsstamma2022@raysearchlabs.com). The information will be made available on the company's website [www.raysearchlabs.com](http://www.raysearchlabs.com) and at the company's head office, Eugeniavägen 18C, SE-113 68 Stockholm, Sweden, no later than Friday, November 4, 2022. The information will also be sent to the shareholders who requested it and stated their address.

### **Proposed agenda**

1. Election of a chairman of the General Meeting.
2. Election of one or two minute-checkers.
3. Preparation and approval of the voting list.
4. Approval of the proposed agenda.
5. Determination whether the General Meeting has been duly convened.
6. Determination of the number of members of the Board and deputies.
7. Determination of fees to be paid to the Board.
8. Election of new member of the Board.

## **Proposed decisions**

### **ELECTION OF A CHAIRMAN OF THE GENERAL MEETING (ITEM 1)**

Shareholders representing approximately 67 percent of the total number of votes in the company propose that Hans Wigzell or, in the event he is prevented from participating, the person appointed by the Board, is appointed chairman of the General Meeting.

### **ELECTION OF ONE OR TWO MINUTE-CHECKERS (ITEM 2)**

Shareholders representing approximately 67 percent of the total number of votes in the company propose Ossian Ekdahl, Första AP-fonden and Marcus Neckmar, Andra AP-fonden, or, in the event both or any of them are prevented from participating, the person(s) appointed by the Board, as persons to check the minutes. The assignment to check the minutes also includes verifying the voting list and that the received postal votes are correctly reflected in the minutes of the meeting.

### **PREPARATION AND APPROVAL OF THE VOTING LIST (ITEM 3)**

The voting list proposed to be approved is the voting list prepared by Euroclear Sweden AB, based on the general meeting share register and received postal votes, verified and confirmed by the persons elected to check the minutes.

### **DETERMINATION OF THE NUMBER OF MEMBERS OF THE BOARD AND DEPUTIES (ITEM 6)**

The previous Chairman of the Board Lars Wollung and Board member Johanna Öberg have resigned as Board members on September 30, 2022. Against this background, shareholders representing approximately 67 percent of the total number of votes in the company propose that the number of Board members be five, with no deputies.

### **DETERMINATION OF THE FEES TO BE PAID TO THE BOARD (ITEM 7)**

At the Annual General Meeting 2022, it was resolved that remuneration to Board members, who do not receive a salary from any Group company, shall amount to SEK 840,000 to the Chairman of the Board and SEK 300,000 to each of the other Board members elected by the General Meeting. Furthermore, it was resolved that remuneration for work in Board Committees should be SEK 100,000 to the Chairperson of the Audit Committee and SEK 100,000 to each of the other members of the Audit Committee.

Shareholders representing approximately 67 percent of the total number of votes in the company propose that the newly elected member of the Board be paid a remuneration for his work as a Board member for the period from the Extraordinary General Meeting in accordance with the levels of remuneration resolved by the Annual General Meeting 2022, in proportion to the duration of the term of his directorship. Furthermore, it is proposed that Hans Wigzell shall be paid a remuneration for his work as a Chairman of the Board from and including October 1, 2022, in accordance with the levels of remuneration resolved by the Annual General Meeting 2022, in proportion to the duration of the term of his directorship.

Otherwise, remuneration for the members of the Board elected at the Annual General Meeting 2022, including any remuneration for work in Board Committees, shall remain unchanged according to the resolution by the Annual General Meeting 2022, as applicable in proportion to the duration of the term of office.

## **ELECTION OF NEW MEMBER OF THE BOARD (ITEM 8)**

The above-mentioned shareholders propose that Günther Mårder be elected as Board member for the period until the next Annual General Meeting.

Günther Mårder is born 1982 and has a Master's degree from Stockholm School of Economics, Sweden. Since 2015 he is the CEO of the organization Företagarna. His previous experience includes savings economist at Nordnet Bank, Vice Chairman at Better Finance and CEO at Sveriges Aktiesparares Riksförbund. He is a Board member at Spotlight Group AB, Lundqvist Trävaru AB and StyrelseAkademien Stockholm. He is also Chairman of the Board and founder of Kunskapsgruppen Sverige.

Günther Mårder is considered independent of the company and its management and the company's major shareholders. His holdings in RaySearch Laboratories AB, as of October 10, 2022, amounts to 57,219 Series B shares (including holdings by closely related persons).

The proposal concerning the composition of the Board satisfies the independence requirements under the Swedish Corporate Governance Code.

If the General Meeting resolves in accordance with the proposal, the Board of Directors will consist of the following members elected by the General Meeting: Carl Filip Bergendal, Johan Löf, Britta Wallgren, Hans Wigzell and Günther Mårder.

## **Number of shares and votes and information on holding of own shares**

The total number of shares in the company at the date of this invitation is 34,282,773, of which 8,454,975 are Series A shares, each carrying 10 votes, and 25,827,798 are Series B shares, each carrying one vote, which means that there is a total of 110,377,548 votes in the company. The company holds no own shares.

## **Availability of documents and other issues**

Complete proposals are set out above. Information about the proposed Board member is available on the company's website [www.raysearchlabs.com](http://www.raysearchlabs.com). The general meeting share register will be available at the company's head office, Eugeniavägen 18C, SE-113 68 Stockholm, Sweden.

## **Processing of personal data**

For information on how your personal data is processed, see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

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Stockholm, October 2022

*Board of Directors*

**For more information, please contact:**

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