



# Notice to attend the annual general meeting of SyntheticMR AB (publ)

The shareholders of SyntheticMR AB (publ), corporate Reg. No. 556723-8877, are hereby invited to attend the annual general meeting on Tuesday 23 May 2023, at 18:00 CET at the company's premises on Storgatan 11 in Linköping.

## Right to attend the general meeting

Shareholders who wish to attend the general meeting must:

- be registered as a shareholder in share register maintained by Euroclear Sweden AB on the record date, Friday 12 May 2023, and
- no later than Wednesday 17 May 2023 at 16:00 CET notify the company of its and any assistants' (no more than two) intention to attend the general meeting by:
  - e-mail to [info@syntheticmr.se](mailto:info@syntheticmr.se) (please state "Registration AGM SyntheticMR AB"),
  - post to SyntheticMR AB (publ), Storgatan 11, SE-582 23 Linköping (mark the envelope "Registration AGM SyntheticMR AB"), or
  - phone 070-619 21 00.

In the notification, shareholders must state their complete name, civil registration number / corporate identity number, address, telephone number (daytime), the number of shares represented and any possible proxies, assistants and representatives participating. When applicable, complete authorization documents, such as registration certificates and powers of attorney for representatives and assistants, shall be appended to the notification.

## Proxy, power of attorney, etc.

We encourage shareholders to coordinate with any representatives and contact the company regarding the same at the telephone number as set out above for the notification.

Shareholders represented by proxy shall issue a dated and signed power of attorney for the proxy. If the proxy is issued by a legal entity, attested copies of the certificate of registration or equivalent authorization documents, evidencing the authority to issue the proxy, shall be enclosed. The proxy must not be more than one year old, however, the proxy may be older if it is stated that it is valid for a longer term, however no more than five years. A copy of the original proxy and, where applicable, the registration certificate or other authorization documents, shall be submitted to the company by mail at the address set forth above and be at the company's disposal no later than on Wednesday 17 May 2023. The original proxy and, where applicable, the registration certificate or other authorization documents, shall also be evidenced at the general meeting.

Proxy form is available for download at [www.syntheticmr.com](http://www.syntheticmr.com). When ordering a power of attorney form, the same address and telephone number as the registration apply. The shareholders cannot vote or otherwise participate in the general meeting remotely.

## Nominee-registered shares

Shareholders who have their shares registered with a nominee must, in order to have the right to participate in the general meeting, in addition to provide its notification to attend the general meeting as set out above, request to be temporarily included in the share register at Euroclear Sweden AB in their own name. Such registration, so-called voting registration, must be completed no later than *Friday 12 May 2023*, which means that shareholders must inform the nominee well in advance of this date.

### **Proposed agenda**

1. Opening of the annual general meeting.
2. Election of chair of the meeting.
3. Preparation and approval of voting list.
4. Election of one or two persons to verify minutes.
5. Approval of agenda.
6. Determination of whether the meeting was duly convened.
7. Presentation of the annual report and audit report for 2022.
8. Statement by the managing director.
9. Resolution on:
  - a) adoption of the income statement and the balance sheet for 2022,
  - b) allocations of the company's profit according to the adopted balance sheet for 2022, and
  - c) discharge from liability for the members of the board of directors and the managing director for 2022.
10. Determination of the number of board members and deputies.
11. Determination of the remuneration to be paid to the board of directors and the auditor.
12. Election of board members and deputies.
13. Election of auditor.
14. Resolution on nomination committee.
15. Resolution regarding authorization for the board to issue shares, convertibles and/or warrants.
16. Conclusion of the annual general meeting.

### **Proposal from the nomination committee**

The nomination committee has included Fredrik Persson (Nortal Investments AB, chair of the nomination committee), Marcel Warntjes (Marcel Warntjes) and Anna Henricsson (Handelsbanken fonder).

### **Motions**

*Item 2 Election of chair of the general meeting.*

It is proposed that the chair of the board of directors, Johan Sedihn, is appointed as chair of the general meeting.

*Item 10 Resolution on determination of the number of board members and deputies.*

It is proposed that the board of directors shall consist of five board members and no deputies for the period until the end of the next annual general meeting.

*Item 11 Resolution on determination of remuneration to the board of directors and auditor*

It is proposed that the remuneration to the board of directors shall remain unchanged and be paid in the amount of SEK 150,000 to board members who are not employees or consultants in the company, and SEK 350,000 to the chair of the board.

The company is responsible for all board members' direct travel expenses. For board members residing outside Sweden, a travel fee of EUR 1,200 per physical board meeting is also paid.

Remuneration to the company's auditor is proposed to be paid in accordance with the current approved invoice.

*Item 12 Election of the board of directors*

It is proposed that the board of directors shall consist of five ordinary members and no deputies. Re-election is proposed to be made of the board members Ann-Christine Sundell, Petra Apell, Staffan Persson, Johan Sedihn, and Jan Bertus Marten Warntjes. It is proposed that Johan Sedihn is re-elected as chair of the board.

Ann-Christine Sundell, born in 1964, has extensive experience from leading positions and board assignments in med-tech and diagnostics, including global market expansion, product development and the establishment of national screening programs. Ann-Christine has a long and successful career, including in PerkinElmer, where she was responsible for the Genetic Screening division, a fast-growing business unit in a globally leading position. She is currently a board member of Medix Biochemica, Actim, Biocartis, Revenio and Immunovia AB (publ).

*Item 13 Election of the auditor*

Proposal for the re-election of the registered accounting firm BDO Mälardalen AB as auditor until the end of the next annual general meeting. BDO Mälardalen AB has announced that it intends that Jörgen Lövgren will continue to be the main auditor for SyntheticMR AB.

*Item 14 Resolution on the nomination committee*

It is proposed that the annual general meeting instructs the chair of the board to contact the three largest shareholders (hereby both registered shareholders and nominee-registered shareholders) in accordance with Euroclear Sweden AB's printout of the share register as of 30 September 2023. Each such shareholder or group of shareholders shall have the opportunity to appoint a representative to be member of the nomination committee for the period until the new nomination committee has been appointed according to the mandate from the next annual general meeting. In addition, the members of the nomination

committee shall have the right to deputize the chair of the board to the nomination committee, if deemed desirable.

In the event that one of the three largest shareholders do not wish to appoint such a representative, the fourth largest shareholder shall be asked and so on until the nomination committee consists of three members (deputy chair of the board not included). However, if several shareholders waive their right to appoint a member to the nomination committee, no more than the ten largest shareholders need to be asked.

The majority of the members of the nomination committee must be independent in relation to the company and the company management. At least one of the nomination committee's members must be independent in relation to the largest shareholder in the company in terms of voting rights. The managing director or other person from the company management should not be a member of the nomination committee. Board members may be included in the nomination committee but shall not constitute a majority of its members. If more than one board member is a member of the nomination committee, at most one of them may be dependent on the company's larger shareholders, which represents more than ten percent of the total number of shares.

The nomination committee appoints the chair of the committee. The member representing the largest owner shall be appointed as chair of the committee unless the members of the nomination committee agree otherwise.

The composition of the nomination committee must be announced no later than six months before the next annual general meeting for 2024 on the company's website. If a member leaves the nomination committee before its work is completed and if the nomination committee considers that there is a need to replace this member, the nomination committee shall appoint a new member according to the principles above, but based on Euroclear Sweden AB's printing of the share book as soon as possible after the member has left his position. Changes in the composition of the nomination committee shall be announced immediately. No fees shall be paid to the members for their work in the nomination committee. If necessary, the company should be able to bear reasonable costs for the work of the nomination committee.

The nomination committee shall submit proposals to the chair of the board and other board members as well as fees and other remuneration for board of directors' assignments to each of the board members. The nomination committee shall also submit proposals for the election and remuneration of the auditor, the chair of the annual general meeting and principles for the appointment of the nomination committee for the next annual general meeting.

## **Proposal for resolutions from the board of directors**

### *Item 9 b      Resolution on disposals of the company's profit according to the established balance sheet for 2022*

The board of directors proposes to the annual general meeting that no dividend is paid. The capitalized funds of SEK 86,350,792, including the share premium reserve and retained earnings, are transferred in new accounts.

### *Item 15      Resolution regarding authorization for the board to issue shares, convertibles and/or warrants.*

The board of directors proposes that the annual general meeting of the shareholders shall resolve to authorize the board of directors until the next annual general meeting, on one or more occasions, with or without preferential rights for the shareholders, to issue shares, convertibles and/or warrants, with

the right to subscribe for and convert into shares in the company, respectively, corresponding to a maximum of five (5) percent of the company's share capital after dilution based on the number of shares in the company at the time when the authorization is used for the first time, to be paid in cash, through set-off or in kind. The reason for the authorization and deviation from the shareholders' preferential rights is to enable raising capital for expansion through acquisitions of companies or assets and for the business of the company as well as to adapt the company's capital and/or ownership structure. If issuances are carried out with deviation from the shareholders' preferential rights, such issue shall be made in accordance with customary market terms. If the board of directors finds it suitable in order to enable delivery of shares in connection with a share issuance as set out above it may be made at a subscription price corresponding to the shares quota value.

The board of directors or anyone appointed by the board of directors is given the right to make the adjustments necessary in connection with the registration of the resolution at the Companies Registration Office.

### **Majority requirements**

Resolution in accordance with item 15 is valid where supported by shareholders representing at least two thirds of the votes cast and the shares represented at the general meeting.

### **Number of shares and votes**

Upon publication of this notice, the total number of shares and votes in the company amount to 41,650,780. The company does not hold any own shares.

### **Documents etc.**

Copies of the annual report and the auditor's report regarding the financial year 2022 will be available no later than three weeks prior to the annual general meeting. The stated documents will be available on the company's website, <http://syntheticmr.com/investors/corporate-governance/>, at the company at its address at Storgatan 11, SE-582 23 Linköping, and will be sent to the shareholders who request it and state their postal or email address. To order the documents, the same address, e-mail address and telephone number can be used as for registration to the annual general meeting, see above.

Shareholders are reminded of their right to request disclosure under Chapter 7, Section 32, of the Companies Act.

### **Personal data**

The personal data collected from the share register, notification of participation in the annual general meeting and information about proxies and assistants will be used for registration, preparation of voting length for the annual general meeting and, where applicable, minutes of the meeting. For information on how your personal data is processed, please refer to the privacy policy available on the website of Euroclear Sweden AB:

[www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf](http://www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf).

Linköping April 2023

**SyntheticMR AB (publ)**