



# Notice of extra general meeting in SyntheticMR AB (publ)

The shareholders of SyntheticMR AB (publ), reg. no. 556723-8877, (the "Company") are hereby invited to the extra general meeting on Friday 9 January 2026 at 11:00 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 in the share register maintained by Euroclear Sweden AB on the record date, 29 December 2025; and
- no later than Monday 5 January 2026 notify the Company of their participation and any assistants by:
  - i. e-mail to [info@syntheticmr.se](mailto:info@syntheticmr.se) (please state "Registration AGM SyntheticMR AB"),
  - ii. post to SyntheticMR AB (publ), Storgatan 11, SE-582 23 Linköping (mark the envelope "Registration AGM SyntheticMR AB"), or
  - iii. phone 070-619 21 00

The notification should state the name, personal/corporate identity number, shareholding, address and telephone number and, when applicable, information about representatives, counsels and assistants. When applicable, complete authorization documents, such as registration certificates and powers of attorney for representatives and assistants, should be appended to the notification.

## Nominee shares

Shareholders, whose shares are registered in the name of a bank or other nominee, must temporarily register their shares in their own name with Euroclear Sweden AB in order to be entitled to participate in the general meeting. Such registration, which normally is processed in a few days, must be completed no later than on 29 December 2025 and should therefore be requested from the nominee well before this date. Voting registration requested by a shareholder in such time that the registration has been made by the relevant nominee no later than on 2 January 2026 considered in preparations of the share register.

## Proxy etc.

Shareholders represented by proxy shall issue 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, maximum five years. A copy of the proxy in original and, where applicable, the registration certificate, should be submitted to the Company at the address set forth above.

A proxy form will be available on the Company's website, [www.syntheticmr.com](http://www.syntheticmr.com), and will also be sent to shareholders who so request and inform the Company of their postal address.

## Number of shares and votes

The total number of shares and votes in the Company as of the date of the notice amounts to

59,554,685. The Company does not own any of its own shares.

## **Draft agenda**

1. Opening of the meeting and election of chair of the meeting.
2. Preparation and approval of the voting list.
3. Election of one or two persons to certify the minutes.
4. Approval of the agenda.
5. Examination of whether the meeting has been properly convened.
6. Resolution regarding approval of the board's resolution on a rights issue of shares.
7. Closing of the meeting.

## **Proposed resolutions**

### **Item 1: Opening of the meeting and election of chair of the meeting**

It is proposed that Anton Enoksson from Foyen Advokatfirma, is appointed as chairman of the general meeting or, in his absence, the person appointed by him.

### **Item 6: Resolution regarding approval of the board's resolution on a rights issue of shares**

That through a preferential rights issue increase the share capital with at the most 661,056.9924 SEK through a new share issue of at the most 29,777,342 shares to a subscription price of 1.10 SEK per share.

For the issue the following terms shall otherwise apply:

1. The issue shall take place with preference for the shareholders of the company. For each existing share, one (1) subscription right is obtained. Two (2) such subscription right entitles to subscription of one (1) share.
2. The record date of the share register kept by Euroclear Sweden AB for determining which shareholders are entitled to participate in the issue with preferential rights shall be 16 January 2026. The public may also subscribe in the issue.
3. For each subscribed share 1,10 SEK shall be paid in cash. Amounts in excess of the quota value shall be added to the free share premium reserve.
4. The subscription of shares shall take place during the period from 20 January 2026 until 3 February 2026. Subscription pursuant to preferential rights shall take place through simultaneous cash payment. Subscription not pursuant to preferential rights shall take place on a separate subscription list and payment shall be made no later than the second banking day after the notification of allotment has been sent to the subscriber in the form of a settlement note. The Board shall have the right to prolong the period of subscription and payment.
5. In the event not all shares are subscribed for pursuant to preferential rights as set out above, the Board shall, within the maximum amount of the issue, decide on allotment of shares to others who subscribed for shares not pursuant to preferential rights and decide how distribution among subscribers shall take place.

Firstly, the allotment of new shares subscribed not pursuant to subscription rights shall be made to subscribers who have also subscribed for new shares pursuant to subscription rights, irrespective of whether or not the subscriber was a shareholder on the record date, and in the event that allotment to them may not take place in full, allotment shall be made pro rata in relation to the number of subscription rights used to subscribe for new shares and, where this is not possible, through a drawing of lots.

Secondly, the allotment of new shares subscribed not pursuant to subscription rights shall be made to others who subscribed not pursuant to subscription rights, and in the event that allotment to them may not take place in full, allotment shall be made pro rata in relation to the number of new shares each of them subscribed and, where this is not possible, through a drawing of lots.

Thirdly, new shares subscribed for without subscription rights shall be allocated to potential underwriters in proportion to the size of the underwriting commitments, and to the extent that this cannot be done, by drawing lots.

6. The new shares shall entitle the holder to dividends for the first time at the record date for dividends that occurs closest after the day that the new shares are registered at the Swedish Companies Registration Office and entered in the share register maintained by Euroclear Sweden AB.

7. The decision requires the general meeting's approval.

8. The Board or whomever the Board appoints is authorized to decide on smaller corrections that are needed for registration at the Swedish Companies Registration Office and Euroclear Sweden AB.

### **Conditional exemption by the Swedish Securities Council**

On 17 December 2025, the Swedish Securities Council (Aktiemarknadsnämnden) granted Swedia Invest AB ("Swedia") an exemption from the mandatory bid obligation which would otherwise, under the rulebook "Takeover Rules for Certain Trading Platforms" issued by the Swedish Securities Council's Self-Regulation Committee, arise if the guarantee from Swedia, in whole or in part, is called upon in the rights issue.

The exemption from the mandatory bid obligation is conditional upon the shareholders at an extraordinary general meeting in the Company approving that the guarantee from Swedia may be utilized to allocate shares to Swedia, which may result in Swedia's shareholding reaching or exceeding 30 percent of the total number of shares and votes in the Company following the rights issue, approximately 50,2 percent.

The exemption from the mandatory bid obligation is further conditional upon the general meeting's resolution being supported by shareholders representing at least two thirds of both the votes cast and the shares represented at the meeting, disregarding shares held and represented at the meeting by Swedia.

### **Miscellaneous**

Copies of proxy form the complete proposals and other documents that shall be available in accordance with the Swedish Companies Act are available at least two weeks in advance of the meeting. All documents are available at the Company at its address at Storgatan 11, SE-582 23, Linköping and at the Company's website, [www.syntheticmr.com](http://www.syntheticmr.com), and will be sent to shareholders who request it and provide their e-mail or postal address.

The shareholders are hereby notified regarding the right to, at the extra general meeting, request information from the board of directors and CEO according to Ch. 7 § 32 of the Swedish Companies Act.

### **Processing of personal data**

For information on how personal data is processed in relation the meeting, see the Privacy notice available on Euroclear Sweden AB's website:  
[http://www.euroclear.com/dam/ESw/Legal/Privacy-notice\\_bolagsstammorengelska.pdf](http://www.euroclear.com/dam/ESw/Legal/Privacy-notice_bolagsstammorengelska.pdf).

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The Board of directors