

Notice to the Annual General Meeting of Cline Scientific AB

2023-03-17

The shareholders of Cline Scientific AB, 556867-8238, ("Cline Scientific" or "the Company"), are hereby invited to the Annual General Meeting (AGM) on Wednesday, April 19, 2023 at the company's premises at Argongatan 2C in Mölndal. Information about the decisions made by the AGM will be published on 19 April 2023 via the AGM communiqué.

Right to participate and registration

Anyone registered as a shareholder in the share register kept by Euroclear Sweden AB on Tuesday 11 April 2023 has the right to participate in the meeting; and by Monday 17 April 2023 at the latest, have notified their participation and possible assistance to the company; either in writing to the company at Argongatan 2C, 431 53, Mölndal or to: info@clinescientific.com.

When reporting, the full name, social security or organization number, address, daytime telephone number and, where applicable, information about deputies, agents and assistants must be given. The number of assistants may be a maximum of two. In order to facilitate entry at the meeting, the notification should, where applicable, be accompanied by powers of attorney, registration certificate and other authorization documents.

Personal information, which is taken from the share register maintained by Euroclear Sweden AB, notification of participation at the general meeting and information about deputies, agents and assistants will be used for registration, preparation of the voting list for the general meeting and minutes of the general meeting.

Trustee-registered shares

Anyone who has had their shares registered by a trustee must, in order to have the right to participate in the meeting, have the shares registered in their own name through the trustee's care, so that the person concerned is registered in the share register maintained by Euroclear Sweden AB as of the record date on April 11, 2023. Such registration can be temporary (so-called voting rights registration). Shareholders who wish to register the shares in their own name must, in accordance with the respective administrator's procedures, request that the administrator perform such voting rights registration. Voting rights registration that has been requested by shareholders in such a time that the registration has been made by the relevant administrator no later than April 11, 2023 will be taken into account when preparing the share register.

The number of shares and votes

The number of outstanding shares in the Company at the time of this notice amounts to 19,268,784 and the number of votes to 29,042,541. The Company does not hold any own shares.

Agent, etc.

Shareholders who are represented by proxy must issue a written and dated power of attorney for the proxy. The power of attorney must not be older than one year, unless a longer period of validity (but no longer than five years) has been specified in the power of attorney. If the power of attorney was issued by a legal entity, a certified copy of the registration certificate for the legal entity must be attached. Power of attorney forms for shareholders who wish to participate in the meeting by proxy are available on the company's website www.clinescientific.com. A copy of the power of attorney and any certificate of registration should be sent in good time before the meeting to Argongatan 2C, 431 53, Mölndal, 413 19, Gothenburg or alternatively to: info@clinescientific.com. The original power of attorney must also be presented at the meeting.

Proposal for the agenda:

1. The meeting is opened.
2. Election of chairman at the meeting
3. Election of minutes-taker for the meeting
4. Establishment and approval of voter register
5. Approval of agenda
6. Selection of one or two adjusters
7. Examination of whether the meeting has been duly convened
8. Submission of annual report and audit report
9. Decision on the following:
 - a) on the determination of the income statement and the balance sheet as well as the consolidated income statement and consolidated balance sheet;
 - b) on dispositions regarding the Company's results according to the established balance sheet;
 - c) on discharge of liability for the members of the board and the managing director.
10. Determination of the number of board members and the number of auditors
11. Determining the fees for the board and auditors
12. Election of board and auditor or auditor
13. Decision on issue authorization, see proposal below
14. Proposal to amend the Articles of Association, see proposal below
15. Decision on authorization of the board to make minor adjustments in order to be able to register Authorization and new Articles of Association
16. Closure of the meeting

Proposal for a decision in brief:

Decision on dispositions regarding the Company's results according to the established balance sheet (item 9b)

The board proposes to the annual general meeting to dispose of the company's results according to the board's proposal in the annual report.

Determining the number of board members and the number of auditors (item 10)

Shareholders in the Company have announced that they propose that the board should consist of four to six members. The board proposes that an auditor and an auditor's deputy be appointed.

Determining the fees for the board and auditor (item 11)

Shareholders in the Company have announced that they propose that board fees continue not to be paid.

Furthermore, the board has proposed that the auditor's fee should be paid according to an approved bill in accordance with customary billing standards.

Election of board and auditor or accountant (point 12)

Shareholders in the Company have announced that they are proposing Patrik Sundh and Johan Bjurquist for re-election, with Johan Bjurquist serving as chairman. Andreas Regell and Karl Corneliusson are proposed as new members of the board, see appendix 1. Torleif Möllerström and Mattias Andrup have declined re-election.

To the auditor it is proposed that continued trust be given to authorized auditor Stefan Kylebäck as principal auditor. Chartered accountant Markus Hellsten is proposed as deputy auditor.

Decision on authorization for the board to make decisions on the issue of shares, convertible loans and/or warrants (item 13)

The board proposes that the annual general meeting decide to authorize the board to, within the framework of the articles of association's limits for shares and share capital at any given time, on one or more occasions, during the period until the next annual general meeting, with or without deviating from the shareholders' pre-emptive rights, decide on the issue of shares, convertibles and/or warrants. Such an issue decision must be made with a provision for in-kind, set-off or cash payment.

Deviation from the shareholders' pre-emptive right may occur in order to strengthen the company's financial position if necessary and to enable the acquisition of a company or business. The issue price must be as close to the share's market value as possible in case of deviation from the shareholders' pre-emptive right and in the case of payment in kind. The board, the managing director, or the person appointed by the board, shall have the right to make the minor adjustments in the protocol that may prove necessary in connection with registration so that authorization of issue and issues can be carried out. For a valid decision according to the current proposal, it must be supported by shareholders with at least two-thirds of both the votes cast and the shares represented at the meeting.

The reason for the proposal above is that the company should be able to take in additional capital to expand operations and continue to develop the company.

Proposal for an amendment to the Articles of Association: Change in limits for the number of shares and share capital (item 14)

The board proposes that the limits for the number of shares be set to: Minimum number of shares 19,000,000 and maximum number of shares 76,000,000 and that the limits for share capital follow this and thus be set to: Minimum SEK 1,900,000 and maximum SEK 7,600,000.

The purpose of this change is that future emissions can be accommodated within these limits.

Proposal for minor adjustments (item 15)

The board, or the person appointed by the board, shall have the right to make the minor adjustments to the above decision that may prove necessary in connection with registration at the Swedish Companies Registration Office.

The board in March 2023

For more information, please contact:

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The company is listed on the Nasdaq First North Growth Market. Redeye AB is Cline Scientific's Certified Adviser. The information was submitted for publication via the contact person listed above, at 08.30 CET on 17/03/2023.

About Cline Scientific

Cline Scientific develops advanced cancer diagnostics and regenerative medicine treatments. Cline's unique patented surface nanotechnology provides solutions to critical challenges for cell-based products and process in Life Science. Cline is driving two projects through to a clinical stage, StemCART - a stem cell therapy for joint repair, and CellRACE- a cancer diagnostic to predict metastasis.

Cline Scientific AB (publ)

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Appendix 1

Proposal for new board elections:

Karl Corneliussen

Today, Karl works as product manager for ECO Charge, which offers safe charging cabinets for mobile phones, computers and e-bike batteries. He has a broad background through several different positions in leading companies in the IT, security and white goods industry. In addition, he has started and run a company specialized in financing around IT services. He has broad experience in business development, sales and marketing. He is one of the owners of the startup company Swordhero AB, which wants to change the training world through its AI coach Relentless Trainer. Board experience is from Örgryte IS, where he has been a member of both the main board and the football section. Before the journey in business started, he was a professional soccer player and has, among other things, represented Sweden in all national teams, from the boys national team all the way up to the A national team.

Andreas Regell

Andreas has 25 years of experience in sales and marketing mainly in FMCG food. Has been responsible for retail, food service, export, online, special trade and private label. He has drawn up sales strategies and driven the implementation both with external partners and his own sales and marketing organization. Launched new products both in Sweden and on selected export markets. Worked strategically in business management as well as operationally. Andrea's experience has mainly taken place in companies with strong entrepreneurship and a "can do" attitude, which has made him strongly solution-oriented. Examples of companies are Almondy AB (formerly Mandelbageriet, frozen cakes), Ridderheims and Falbygden AB (now Atria Deli), Doggy AB. He has a great interest in entrepreneurship and growth.