

This notice is a translation of a Swedish notice and in case of any deviations between the language versions, the Swedish version shall prevail.



8 April 2024

## Notice to extraordinary general meeting in Scibase Holding AB (publ)

Shareholders of SciBase Holding AB (publ), reg. no. 556773-4768 (the "**Company**"), are hereby summoned to an extraordinary general meeting to be held on 13 May 2024 at 09.00 CEST at Advokatfirman Schjødt, Hamngatan 27, in Stockholm. The registration to the meeting will open at 08.30 CEST.

### Right to participate and notice of participation

A shareholder who wishes to participate at the extraordinary general meeting must:

- (i) be recorded in the share register maintained by Euroclear Sweden AB on 2 May 2024, and
- (ii) notify the Company of its intention to participate by post to Advokatfirman Schjødt, Box 715, 101 33 Stockholm, or by e-mail to [william.hellsten@schjodt.com](mailto:william.hellsten@schjodt.com), no later than 6 May 2024.

### Nominee-registered shares

Shareholders whose shares are held in the name of a nominee must, in order to be able to participate at the general meeting and exercise their voting right, temporarily re-register the shares in their own name in the share register maintained by Euroclear Sweden AB (so-called voting right registration). When preparing the share register for the general meeting per the record date, 2 May 2024, voting right registrations completed by the nominee no later than 6 May 2024 will be considered. This means that the shareholders must request that the nominee completes such voting right registration well in advance of 6 May 2024.

### Participation by proxy

Shareholders represented by proxy must issue a power of attorney for the proxy. If the power of attorney is issued by a legal entity, a copy of the legal entity's certificate of registration, showing who has authority to issue the power of attorney, must be enclosed. The original version of the power of attorney and, if applicable, the certificate of registration, should well in advance of the general meeting, be sent by post to Advokatfirman Schjødt, Box 715, 101 33 Stockholm, or by e-mail to [william.hellsten@schjodt.com](mailto:william.hellsten@schjodt.com). The power of attorney must not be older than one year unless a longer validity term (however no longer than five years) is specifically stated in the power of attorney. A proxy form is available on the Company's website, [www.scibase.com](http://www.scibase.com).

### Proposed agenda

1. Opening of the meeting
2. Election of chairman of the meeting
3. Preparation and approval of the voting list
4. Election of one or two persons to approve the minutes of the meeting
5. Determination of whether the meeting has been duly convened

6. Approval of the agenda
7. Resolution to amend the articles of association in order to enable the issues under items 8 and 9
8. Resolution to approve the board of directors' decision on a directed issue of units
9. Resolution to approve the board of directors' decision on a directed issue of units with subscriber covered by Chapter 16 of the Swedish Companies Act
10. Closing of the meeting

## PROPOSALS FOR RESOLUTION

### Item 7 - Resolution to amend the articles of association in order to enable the issues under items 8 and 9

The board of directors proposes that the general meeting resolves to amend the articles of association in accordance with items 7(a), 7(b) and 7(c) below.

Further, the board of directors proposes that the board of directors is authorised to submit for registration with the Swedish Companies Registration Office, the articles of association in accordance with the items below which limits for the minimum and maximum number of shares and share capital in the Company are compatible with the total number of shares and share capital in the Company after the rights issue, which was announced on 5 April 2024, and the directed issues of units in accordance with items 8 and 9 below. In the event that the total number of shares and share capital in the Company after the rights issue, which was announced on 5 April 2024, and the directed issues of units in accordance with items 8 and 9 below is compatible with the amendments to the articles of association under several items below, the articles of associations that sets out the highest number of shares and share capital in the Company shall be submitted for registration.

The resolution under item 7 is conditional upon that the general meeting also resolves in accordance with item 8 below. A valid resolution under item 7 requires that the resolution is supported by shareholders representing at least two thirds of the votes cast as well as of the shares represented at the general meeting.

#### Item 7(a)

The board of directors proposes that the extraordinary general meeting resolves on the following amendments to Sections 4-5 of the articles of association.

##### *Current wording Section 4:*

The share capital shall amount to not less than SEK 5,990,000 and not more than SEK 23,960,000.

##### *Proposed wording Section 4:*

The share capital shall amount to not less than SEK 10,065,000 and not more than SEK 40,260,000.

##### *Current wording Section 5:*

The number of shares shall not be less than 119,800,000 and not more than 479,200,000.

##### *Proposed wording Section 5:*

The number of shares shall not be less than 201,300,000 and not more than 805,200,000.

#### **Item 7(b)**

The board of directors proposes that the extraordinary general meeting resolves on the following amendments to Sections 4-5 of the articles of association.

*Current wording Section 4:*

The share capital shall amount to not less than SEK 5,990,000 and not more than SEK 23,960,000.

*Proposed wording Section 4:*

The share capital shall amount to not less than SEK 10,780,000 and not more than SEK 43,120,000.

*Current wording Section 5:*

The number of shares shall not be less than 119,800,000 and not more than 479,200,000.

*Proposed wording Section 5:*

The number of shares shall not be less than 215,600,000 and not more than 862,400,000.

#### **Item 7(c)**

The board of directors proposes that the extraordinary general meeting resolves on the following amendments to Sections 4-5 of the articles of association.

*Current wording Section 4:*

The share capital shall amount to not less than SEK 5,990,000 and not more than SEK 23,960,000.

*Proposed wording Section 4:*

The share capital shall amount to not less than SEK 11,500,000 and not more than SEK 46,000,000.

*Current wording Section 5:*

The number of shares shall not be less than 119,800,000 and not more than 479,200,000.

*Proposed wording Section 5:*

The number of shares shall not be less than 230,000,000 and not more than 920,000,000.

The board of directors, the CEO, or anyone appointed by the board of directors or the CEO, shall be authorized to make such minor amendments to the above resolution as may be necessary in connection with the registration of the resolution with the Swedish Companies Registration Office or due to other formal requirements.

## Item 8 – Resolution to approve the board of directors' decision on a directed share issue

The board of directors proposes that the general meeting approves the resolution made by the board of directors on 5 April 2024, on a new issue of a maximum of 74,136,510 shares, entailing a maximum increase of the share capital of SEK 3,706,825.50, and a new issue of a maximum of 370,682,550 warrants of series TO 2 entitling to subscription of 370,682,550 shares in the Company, whereby the share capital may increase by an additional maximum of SEK 18,534,127.50 if all issued warrants of series TO 2 are exercised. In total, the share capital may increase by a maximum of SEK 22,240,953.00.

The issues shall be treated as one resolution and be carried out through the issuance of so-called units. One (1) unit consists of one (1) new share and five (5) warrants of series TO 2.

Otherwise, the following conditions shall apply.

1. The right to subscribe for units shall, with deviation from the shareholders' preferential rights, vest with Ribbskottet AB, Per Olof Ejendal AB, Kåre Gilström, Robert Molander, MLJK Konsult AB, Klintemar Konsult AB, Jesper Hoiland, Fredrik Mattsson, Stefan Hansson, Theodor Invest AB, Ulti AB, Van Herk Investments B.V., Morningside Group AB, Viktor Drvota and Eric Terhaerd. Oversubscription may not occur.
2. The Company's board of directors has made an overall evaluation and carefully considered raising the necessary capital only through a rights issue, but has made the assessment that, for several reasons, it is more favorable for the Company and the shareholders to partially raise capital in the capital raising through a directed issue. Among other things, the directed issue reduces the need for guarantee commitments in the rights issue. The Company's board of directors has in this context also noted the discounts at which rights issues on the Swedish stock market are usually carried out and assesses that a rights issue, without the directed issue, would probably have been carried out at a lower subscription price and exposed the Company and the shareholders to a higher market risk for a longer period of time. The directed issue also contributes to strengthening the shareholder base in the Company with international institutional investors, which is considered positive in a long-term perspective. Since the subscription price in the directed issue was determined by the board of directors based on arms-length discussions with investors at a price corresponding to the closing price of the Company's share on Nasdaq First North Growth Market on 4 April 2024, it is the board of directors' assessment that the subscription price in the directed issue therefore reflects current market conditions and demand. Conclusively, the directed issue is deemed to be in the interest of the Company and all shareholders.
3. The subscription price for each unit is SEK 0.42, corresponding to a subscription price of SEK 0.42 per share. The amount that exceeds the share's quota value shall be transferred to the unrestricted premium reserve. Warrants of series TO 2 are issued free of charge. The subscription price has been determined based on an assessment of the current market situation, the historical development of the business and the Company's business prospects.
4. Subscription of units shall be made no later than on 13 May 2024. Payment shall be made no later than on 15 May 2024. The board of directors shall have the right to extend the time for subscription and payment.
5. One (1) warrant of series TO 2 gives the holder the right to subscribe for one (1) new share in the Company against a cash payment amounting to SEK 0.42 per share. The amount that exceeds the quota value of the shares shall be transferred to the unrestricted premium reserve. Warrants of series TO 2 may be exercised during the period from and including 3 April 2029 up to and including 17 April 2029.

6. Complete terms and conditions for warrants of series TO 2 are available at the Company's website, [www.scibase.com](http://www.scibase.com).
7. The new shares issued in the directed issue shall carry a right to dividends commencing on the first record date that occurs after the registration of the shares with the Swedish Companies Registration Office and the entry of the shares in the share register kept by Euroclear Sweden AB. Shares issued as a result of exercise of warrants of series TO 2 shall carry a right to dividends commencing on the first record date that occurs after the interim registration of the shares in the share register kept by Euroclear Sweden AB.

The board of directors, the CEO, or anyone appointed by the board of directors or the CEO, shall be authorized to make such minor amendments to the above resolution as may be necessary in connection with the registration of the resolution with the Swedish Companies Registration Office or Euroclear Sweden AB or due to other formal requirements.

The resolution is conditional upon that the general meeting resolves in accordance with item 7. A valid resolution requires that the resolution is supported by shareholders representing at least two thirds of the votes cast as well as of the shares represented at the general meeting.

#### **Item 9 - Resolution to approve the board of directors' decision on a directed share issue with subscriber covered by Chapter 16 of the Swedish Companies Act**

The board of directors proposes that the general meeting approves the resolution made by the board of directors on 5 April 2024, on a new issue of a maximum of 3,755,259 shares, entailing a maximum increase of the share capital of SEK 187,762.95, and a new issue of a maximum of 18,776,295 warrants of series TO 2 entitling to subscription of 18,776,295 shares in the Company, whereby the share capital may increase by an additional maximum of SEK 938,814.75 if all issued warrants of series TO 2 are exercised. In total, the share capital may increase by a maximum of SEK 1,126,577.70.

The issues shall be treated as one resolution and be carried out through the issuance of so-called units. One (1) unit consists of one (1) new share and five (5) warrants of series TO 2.

Otherwise, the following conditions shall apply.

1. The right to subscribe for the shares shall, with deviation from the shareholders' preferential rights, vest in the board member Matt Leavitt, who is covered by Chapter 16 in the Swedish Companies Act [2005:551] (the so-called Leo act). Oversubscription may not occur.
2. The Company's board of Directors has made an overall evaluation and carefully considered raising the necessary capital only through a rights issue, but has made the assessment that, for several reasons, it is more favorable for the Company and the shareholders to partially raise capital in the capital raising through a directed issue. Among other things, the directed issue reduces the need for guarantee commitments in the rights issue. The Company's board of directors has in this context also noted the discounts at which rights issues on the Swedish stock market are usually carried out and assesses that a rights issue, without the directed issue, would probably have been carried out at a lower subscription price and exposed the Company and the shareholders to a higher market risk for a longer period of time. Since the subscription price in the directed issue was determined by the board of directors based on arms-length discussions with investors at a price corresponding to the closing price of the Company's share on Nasdaq First North Growth Market on 4 April 2024, it is the board of directors' assessment that the subscription price in the directed issue therefore reflects current market

conditions and demand. Conclusively, the directed issue is deemed to be in the interest of the Company and all shareholders.

3. The subscription price for each unit is SEK 0.42, corresponding to a subscription price of SEK 0.42 per share. The amount that exceeds the share's quota value shall be transferred to the unrestricted premium reserve. Warrants of series TO 2 are issued free of charge. The subscription price has been determined based on an assessment of the current market situation, the historical development of the business and the Company's business prospects.
4. Subscription of units shall be made no later than on 13 May 2024. Payment shall be made no later than on 15 May 2024. The board of directors shall have the right to extend the time for subscription and payment.
5. One (1) warrant of series TO 2 gives the holder the right to subscribe for one (1) new share in the Company against a cash payment amounting to SEK 0.42 per share. The amount that exceeds the quota value of the shares shall be transferred to the unrestricted premium reserve. Warrants of series TO 2 may be exercised during the period from and including 3 April 2029 up to and including 17 April 2029.
6. Complete terms and conditions for warrants of series TO 2 are available at the Company's website, [www.scibase.com](http://www.scibase.com).
7. The new shares issued in the directed issue shall carry a right to dividends commencing on the first record date that occurs after the registration of the shares with the Swedish Companies Registration Office and the entry of the shares in the share register kept by Euroclear Sweden AB. Shares issued as a result of exercise of warrants of series TO 2 shall carry a right to dividends commencing on the first record date that occurs after the interim registration of the shares in the share register kept by Euroclear Sweden AB.

The board of directors, the CEO, or anyone appointed by the board of directors or the CEO, shall be authorized to make such minor amendments to the above resolution as may be necessary in connection with the registration of the resolution with the Swedish Companies Registration Office or Euroclear Sweden AB or due to other formal requirements.

The resolution is conditional on that the general meeting also resolves in accordance with items 7. A valid resolution requires that the resolution is supported by shareholders representing at least nine tenths of the votes cast as well as of the shares represented at the general meeting.

## **Other information**

### *Documentation*

The board of directors' proposals and related documents will be available at the Company's office and on the Company's website, [www.scibase.com](http://www.scibase.com), no later than two weeks prior to the general meeting and will be sent free of charge to shareholders who so request and provide their postal address.

### *Shareholders' right to request information*

Shareholders are reminded of their right to request information from the board of directors and managing director in accordance with Chapter 7 Section 32 of the Swedish Companies Act.

*Use of personal data*

For information regarding the processing of your personal data, please see the integrity policy that is available at Euroclear Sweden AB's website: [www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf](http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf). SciBase Holding AB (publ) has corporate registration number 556773-4768 and its registered office is in Stockholm.

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Stockholm in April 2024

**SciBase Holding AB (publ)**

*The board of directors*

**For additional information, please contact:**

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**About SciBase:**

SciBase is a global medical technology company, specializing in early detection and prevention in dermatology. SciBase develops and commercializes Nevisense, a unique point-of-care platform that combines AI (artificial intelligence) and advanced EIS technology to elevate diagnostic accuracy, ensuring proactive skin health management.

Our commitment is to minimize patient suffering, allowing clinicians to improve and save lives through timely detection and intervention and reduce healthcare costs.

Built on more than 20 years of research at Karolinska Institute in Stockholm, Sweden, SciBase is a leader in dermatological advancements.

The Company has been on the Nasdaq First North Growth Market exchange since June 2, 2015. Learn more at [www.scibase.com](http://www.scibase.com). All press releases and financial reports can be found here: <http://investors.scibase.se/en/pressreleases>