Notice of Extraordinary General Meeting in Spermosens AB (publ)

The shareholders of Spermosens AB (publ), reg. no. 559179-0380, are hereby invited to attend the Extraordinary General Meeting on Tuesday, 1 September 2026 at 10:00 a.m. at Medicon Village (The Spark), Scheeletorget 1, Lund, Sweden.

Right to participate and notice of participation
Shareholders wishing to participate in the Extraordinary General Meeting must:

- be registered as shareholders in the share register maintained by Euroclear Sweden AB on Monday, 24 August 2026; and
- notify the company of their intention to participate no later than Wednesday, 26 August 2026, in writing to Spermosens AB, Medicon Village, Scheeletorget 1, SE-223 81 Lund, Sweden (mark the envelope "Extraordinary General Meeting 2026") or by e-mail to info@spermosens.com. The notification shall include the shareholder's full name, personal identity number or company registration number, shareholding, address, daytime telephone number and, where applicable, details of representatives or advisors (maximum two). Where applicable, the notification should be accompanied by powers of attorney, registration certificates and other authorization documents.

Nominee-registered shares
Shareholders whose shares are nominee-registered must, in order to be entitled to participate in the Extraordinary General Meeting, request that their bank or nominee temporarily registers the shares in their own name in the share register maintained by Euroclear Sweden AB so that the shareholder is registered as of the record date on 24 August 2026. Voting rights registration requested by shareholders in such time that the registration has been completed by the nominee no later than the second banking day after 24 August 2026 will be taken into account in the preparation of the share register.

Proxies and proxy forms
Shareholders not attending the meeting in person may exercise their rights at the meeting through a proxy authorized by a written, signed and dated power of attorney. A proxy form is available on the company's website, www.spermosens.com. The proxy form may also be obtained from the company and will be sent to shareholders who request it and state their address. If the power of attorney is issued by a legal entity, a copy of the registration certificate or equivalent authorization document for the legal entity shall be attached. A power of attorney may not be older than one year unless a longer validity period is specified in the power of attorney, however no longer than five years. To facilitate entry to the meeting, powers of attorney, registration certificates and other authorization documents should be received by the company well in advance of the meeting.

Number of shares and votes
At the time of this notice, the total number of outstanding shares and votes in the company amounts to 3,173,024,065. The company holds no own shares.

Proposed agenda

1. Opening of the meeting and election of Chairman of the meeting.
2. Preparation and approval of the voting register.
3. Approval of the agenda.
4. Election of one or two persons to verify the minutes.
5. Determination of whether the meeting has been duly convened.
6. Resolution regarding a directed issue of units to subscribers covered by Chapter 16 of the Swedish Companies Act.

7. Closing of the meeting.

Proposed resolutions

Resolution regarding a directed issue of units to subscribers covered by Chapter 16 of the Swedish Companies Act (item 6)
The Board of Directors of Spermosens AB, Reg. No. 559179-0380 (the "**Company**"), proposes that the general meeting resolves on a directed issue of not more than 24,096,384 units with deviation from the shareholders' pre-emption rights on the following terms and conditions.

1. Each unit shall consist of one (1) newly issued share and one (1) warrant of series 2026/2029 issued free of charge. Consequently, not more than 24,096,384 new shares and not more than 24,096,384 new warrants may be issued. The resolution entails that the Company's share capital may increase by not more than SEK 48,192.768 through the issue of shares. Furthermore, the resolution entails that the Company's share capital may increase by an additional maximum of SEK 48,192.768 upon full exercise of the issued warrants. Through the issue, the Company will receive proceeds of up to SEK 199,999.9872.

2. The subscription price per unit shall amount to SEK 0.0083, corresponding to a subscription price of SEK 0.0083 per share. The warrants shall be issued free of charge.

   The subscription price corresponds to the subscription price in the directed issue to the other participants in the Capital Facility and represents a discount of approximately 15 per cent compared to the volume-weighted average price (VWAP) of the Company's share during the ten (10) trading days immediately following the Company's call of capital in accordance with the agreements entered into regarding the Capital Facility. In light of the challenging financing climate prevailing in the capital markets, the Board of Directors considers the subscription price to be on market terms and to reflect the demand for the Company's shares.

3. The right to subscribe for units shall, with deviation from the shareholders' pre-emption rights, vest in the following:

Name	Max. no. of units	Amount (SEK)
Duvold Holding ApS	12,048,192	99,999.9936
Ulrik Spork	12,048,192	99,999.9936

4. The share premium shall be allocated to the unrestricted share premium reserve.

5. Subscription for units shall be made by execution of a subscription list within seven (7) days of the date of the resolution. Payment for subscribed units shall be made in cash within the same period.

6. The Board of Directors shall be entitled to extend the subscription period and the payment period.

7. The Board of Directors of the Company shall resolve on allotment. Oversubscription shall not be permitted.

8. The warrants shall have a term of three (3) years from the date of the resolution and may be exercised for subscription of new shares during a period of one (1) week prior to the end of each six-month period during the term.

9. Each warrant shall entitle the holder to subscribe for one (1) new share in the Company at a subscription price of SEK 0.025 per share.

10. In all other respects, the warrants shall be subject to the terms and conditions set out in the complete terms and conditions.

11. A share issued upon subscription shall carry an entitlement to dividends from and including the first record date for dividends occurring after the subscription has been effected to such extent that the share has been entered as an interim share in the Company's share register.

12. The Chief Executive Officer, or any person appointed by the Board of Directors, shall be authorised to make such minor adjustments as may prove necessary in connection with the registration of the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB.

Background and reasons for the deviation from the shareholders' pre-emption rights
The issue is carried out as part of the utilisation of the Capital Facility entered into and announced by the Company on 7 May 2026. The purpose of the Capital Facility and the issue is to provide the Company with financial flexibility and the ability to continue executing its commercial plan, with full focus on completing the clinical validation of JUNO-Checked Generation 3 and advancing partner discussions towards commercial agreements.

Prior to the decision to enter into the Capital Facility, within which the present issue is being carried out, the Board of Directors carefully investigated and considered alternative financing opportunities, including raising capital through a rights issue. Following an overall assessment and careful consideration, however, the Board of Directors concluded that an issue with deviation from the shareholders' pre-emption rights is a more advantageous alternative for the Company and its shareholders than a rights issue, and that it is objectively in the interests of both the Company and its shareholders to carry out the issue. The Board of Directors has, among other things, taken the following factors into consideration.

A rights issue would have required significantly more time and resources than the issue, including due to the extensive work required to secure such an issue. Furthermore, there can be no assurance that a rights issue would be fully subscribed. The shorter execution period provides greater flexibility to take advantage of short-term investment opportunities, while reducing the Company's exposure to fluctuations in the market price of its shares and enabling the Company to benefit from the current interest in the share. The costs of the issue are also expected to be lower than those of a rights issue, including because, in light of the market volatility that has characterised 2025 and 2026, a rights issue would likely have required extensive underwriting commitments from an underwriting consortium. This would, in turn, have resulted in additional costs and/or dilution for the shareholders, depending on how the underwriting compensation was structured.

The reason why the issue is directed to the relevant investors is that, through the Capital Facility, they have undertaken to provide capital to the Company on the terms and conditions previously announced and approved by the general meeting. As the investors consist of the Chairman of the Board and the Chief Executive Officer of the Company, respectively, their participation is subject to the provisions of Chapter 16 of the Swedish Companies Act (the Swedish "Leo Rules"). Their participation is therefore implemented through a separate directed issue resolved upon by the general meeting. The issue is carried out on the same terms and conditions as the directed issue to the other investors participating in the Capital Facility.

Majority requirements
A valid resolution pursuant to item 6 above requires support by shareholders representing at least nine-tenths of both the votes cast and the shares represented at the Extraordinary General Meeting.

Documents and information at the meeting
The shareholders are reminded of their right to request information pursuant to Chapter 7, Section 32 of the Swedish Companies Act. All documents pursuant to the Swedish Companies Act (2005:551) will be available at the company's offices in Lund and on the company's website, www.spermosens.com, no later than three weeks prior to the meeting and will be sent to shareholders who so request and state their postal address.

Processing of personal data
For information regarding the processing of your personal data, please refer to the privacy notice available on Euroclear Sweden AB's website: http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf. Spermosens AB (publ) has its registered office in Lund Municipality.

Lund, August 2026
Spermosens AB (publ)
The Board of Directors

For more information, please contact:
Tore Duvold, CEO

info@spermosens.com

About Spermosens AB
Spermosens AB is a pioneering biotechnology company based in Sweden, focused on advancing fertility diagnostics through science driven solutions. The company develops cutting-edge technologies designed to improve fertility outcomes and streamline treatment pathways for individuals and couples facing infertility. The proprietary product, JUNO-*Checked*, provides a novel diagnostic approach that enhances precision and evaluations by measuring the sperm-egg binding capacity. JUNO-Checked supports more informed clinical decisions and individualized treatments strategies. Driven by a strong commitment to scientific excellence and patient care, Spermosens collaborates with leading research institutions to deliver transformative fertility diagnostics to the global market. The company's shares are listed on the Spotlight Stock Market under the name SPERM (ISIN code SE0015346424). For more information, see www.spermosens.com.