

## **NOTICE OF THE EXTRAORDINARY GENERAL MEETING OF CELL IMPACT AB (PUBL)**

The shareholders of Cell Impact AB (publ), reg. no. 556576-6655, are hereby invited to participate in the Extraordinary General Meeting to be held on Friday 30 January 2026 at 10.30 hours (CET) at the premises of Wåhlin Advokater AB, Nybrogatan 39 in Stockholm, Sweden. Registration starts at 10.00 hours (CET).

### **Registration and notification**

A shareholder who wishes to participate in the Extraordinary General Meeting in person or by proxy:

- *must* be recorded as a shareholder in the share register maintained by Euroclear Sweden AB regarding the circumstances on 22 January 2026,
- *must* no later than 26 January 2026 notify the company of its participation by post: Cell Impact AB (publ), c/o Wåhlin Advokater, Nybrogatan 39, 114 39 Stockholm, Sweden or via e-mail: [bolagsstamma@wahlinlaw.se](mailto:bolagsstamma@wahlinlaw.se). In the notification, the shareholder must state its name, personal identity number or corporate identity number, address, telephone number and the number of any accompanying assistant(s) (maximum two assistants).

If a shareholder is represented by proxy, a written and dated proxy for the representative must be issued. The proxy, together with a registration certificate or corresponding authorization documents for shareholders who are legal entities, should be sent to the company at the above address before the meeting. A proxy form is available on the company's website [www.cellimpact.com](http://www.cellimpact.com).

### **Nominee registered shares**

To be entitled to participate in the meeting, a shareholder whose shares are held in the name of a nominee must, in addition to providing notification of participation, register its shares in its own name so that the shareholder is recorded in the share register relating to the circumstances on 22 January 2026. Such registration may be temporary (so-called voting right registration) and is requested from the nominee in accordance with the nominee's procedures and in such time in advance as the nominee determines. Voting right registrations completed by the nominee not later than 26 January 2026 are taken into account when preparing the share register.

### **Proposed agenda**

1. Opening of the meeting
2. Election of the Chairman of the meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of one or two persons to approve the minutes
6. Determination of whether the meeting has been duly convened
7. Decision on amendments to the Articles of Association
8. Decision on reduction of the share capital
9. Decision on amendments to the Articles of Association
10. Decision to approve the Board of Directors' resolution on a rights issue of shares
11. Decision on bonus issue
12. Decision on authorizing the Board of Directors to decide upon issues of shares and warrants
13. Closing of the meeting

## Proposals

### Section 2, election of the Chairman of the meeting

The Board of Directors proposes that lawyer Anna-Maria Heidmark Green is elected as chairman of the Extraordinary General Meeting.

### Section 7, decision on amendments to the Articles of Association

In order to enable future decisions on the agenda, the Board of Directors proposes that the meeting resolves to amend the Articles of Association as follows.

#### Current wording § 4

##### **§ 4 Share capital**

The share capital shall be not less than SEK 50,000,000 and not more than SEK 200,000,000.

#### Proposed wording § 4

##### **§ 4 Share capital**

The share capital shall be not less than SEK 25,000,000 and not more than SEK 100,000,000.

The CEO, or the person appointed by the Board of Directors, shall be authorized to make such minor amendments to the meeting's resolutions as may be required in connection with registration with the Swedish Companies Registration Office and Euroclear Sweden AB or for other administrative reasons.

The resolution is conditional on the meeting resolving in accordance with the Board of Directors' proposals under sections 8-12 on the agenda.

### Section 8, decision on reduction of the share capital

The Board of Directors proposes that the meeting resolves to reduce the share capital as follows.

- a) Reduction of share capital shall be made for allocation to unrestricted equity.
- b) The share capital amounts to SEK 58,916,949.12 at the time of the Board of Directors' proposal. The share capital shall be reduced by SEK 29,458,474.56. The share capital shall thus be reduced by such an amount that the quota value of the company's shares amounts to SEK 0.10.
- c) The reduction will be made without cancellation of shares, which means that the quota value of the shares will be reduced from SEK 0.20 to SEK 0.10.
- d) The resolution requires amendment to the Articles of Association.
- e) The CEO, or the person appointed by the Board of Directors, shall be authorized to make such minor amendments to the meeting's resolution as may be required in connection with registration with the Swedish Companies Registration Office and Euroclear Sweden AB or for other administrative reasons.
- f) The resolution is conditional on the meeting resolving in accordance with the Board of Directors' proposals under sections 7 and 9-12 on the agenda.

## **Section 9, decision on amendments to the Articles of Association**

In order to enable future decisions on the agenda, the Board of Directors proposes that the meeting resolves to amend the Articles of Association as follows.

### Current wording § 4\*

#### **§ 4 Share capital**

The share capital shall be not less than SEK 25,000,000 and not more than SEK 100,000,000.

### Proposed wording § 4

#### **§ 4 Share capital**

The share capital shall be not less than SEK 45,000,000 and not more than SEK 180,000,000.

### Current wording § 5

#### **§ 5 Number of shares**

The number of shares shall be not less than 250,000,000 and not more than 1,000,000,000.

### Proposed wording § 5

#### **§ 5 Number of shares**

The number of shares shall be not less than 450,000,000 and not more than 1,800,000,000.

\* Wording after the decision under section 7 of the agenda.

The CEO, or the person appointed by the Board of Directors, shall be authorized to make such minor amendments to the meeting's resolution as may be required in connection with registration with the Swedish Companies Registration Office and Euroclear Sweden AB or for other administrative reasons.

The resolution is conditional on the meeting resolving in accordance with the Board of Directors' proposals under sections 7-8 and 10-12 on the agenda.

## **Section 10, decision to approve the Board of Directors' resolution on a rights issue of shares**

The Board of Directors proposes that the meeting resolves to approve the Board of Directors' resolution of 22 December 2025 on a rights issue of shares with the following terms.

- a) The Company's share capital shall be increased by a maximum of SEK 29,458,474.56 through the issue of a maximum of 294,584,745 shares.
- b) The subscription price shall be SEK 0.13 per share. The part of the subscription price that exceeds the quota value of the share shall be allocated to the unrestricted share premium reserve.
- c) Subscription of shares with preferential rights shall be made with the support of subscription rights. The right to receive subscription rights shall be granted to those who, on the record date of the rights issue, are registered as shareholders in the share register maintained by Euroclear Sweden AB and shall thus receive subscription rights in proportion to their shareholding on the record date.
- d) The record date for participation in the rights issue of shares is 4 February 2026.
- e) Each existing share entitles the holder to one (1) subscription right and one (1) subscription right entitles the holder to subscribe for one (1) new share.

- f) If not all shares are subscribed for with the support of subscription rights, the remaining shares shall be allotted within the maximum amount of the rights issue:
- (i) *first*, to those who have also subscribed for shares with the support of subscription rights, pro rata in relation to the number of subscription rights each person has exercised for subscription of shares,
  - (ii) *second*, to others who have notified their interest in subscribing for shares without subscription rights, pro rata in relation to their notified interest, and
  - (iii) *third*, to those who have provided guarantee commitments in the rights issue, pro rata in relation to the commitments made.

To the extent allotment according to the above cannot be made on a pro rata basis, allotment shall be made by drawing lots.

- g) Subscription of shares with the support of subscription rights shall be made by cash payment during the period from 6 February 2026 up to and including 20 February 2026.

Subscription of shares without subscription rights shall be made on a separate subscription list during the same period as subscription with subscription rights. Payment for allotted shares subscribed for without subscription rights shall be made in cash within three (3) banking days of the subscriber being notified of the allotment.

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

- h) The new shares carry the right to dividends for the first time on the record date for dividends that occurs immediately after the shares have been registered with the Swedish Companies Registration Office and entered in the company's share register with Euroclear Sweden AB.
- i) The resolution requires amendment to the Articles of Association.
- j) The CEO, or the person appointed by the Board of Directors, shall be authorized to make such minor amendments to the meeting's resolution as may be required in connection with registration with the Swedish Companies Registration Office and Euroclear Sweden AB or for other administrative reasons.
- k) The resolution is conditional on the meeting resolving in accordance with the Board of Directors' proposals under sections 7-9 and 11-12 on the agenda.

#### **Section 11, decision on bonus issue**

The Board of Directors proposes that the meeting resolves on bonus issue as follows.

- a) The company's share capital shall be increased by SEK 11,783,390 through a transfer of SEK 11,783,390 from the company's unrestricted equity.
- b) The bonus issue shall be carried out without issuing of any new shares.
- c) The bonus issue is proposed to restore the share capital after the reduction of the share capital as proposed by the Board of Directors in section 8 on the agenda.

- d) The bonus issue shall only be carried out if the rights issue under section 10 on the agenda is not fully subscribed.
- e) The resolution requires amendment to the Articles of Association.
- f) The CEO, or the person appointed by the Board of Directors, shall be authorized to make such minor amendments to the meeting's resolution as may be required in connection with registration with the Swedish Companies Registration Office and Euroclear Sweden AB or for other administrative reasons.
- g) The resolution is conditional on the meeting resolving in accordance with the Board of Directors' proposals under sections 7-10 and 12 on the agenda.

### **Section 12, decision on authorizing the Board of Directors to decide upon issues of shares and warrants**

The Board of Directors proposes that the meeting resolves to authorize the Board of Directors to decide upon issues of shares and warrants as follows.

- a) The Board of Directors shall be authorized to decide upon issues of shares and warrants until the next Annual General Meeting and within the limits of the Articles of Association, on one or more occasions, with deviation from the shareholders' preferential rights, whereupon shares may be issued to the guarantors in the rights issue under section 10 on the agenda who elect to receive guarantee compensation in the form of shares, and warrants may be issued to the provider of the bridge loan taken up by the company.
- b) The CEO, or the person appointed by the Board of Directors, shall be authorized to make such minor amendments to the meeting's resolution as may be required in connection with registration with the Swedish Companies Registration Office and Euroclear Sweden AB or for other administrative reasons.
- c) The resolution is conditional on the meeting resolving in accordance with the Board of Directors' proposals under sections 7-11 on the agenda.
- d) Information on the guarantors' right to receive guarantee compensation in the form of shares, as well as the bridge loan provider's right to receive warrants, is set out in the Company's press release dated 22 December 2025.

### **Special majority requirements**

A decision in accordance with sections 7, 8, 9 and 12 on the agenda requires that it is supported by shareholders representing at least two thirds of both the votes cast and the shares represented at the meeting.

### **Available documents and other information**

Complete proposals for resolutions and related documents in accordance with the Swedish Companies Act will be available at the company's office at Källmossvägen 7 A, 691 52 Karlskoga, Sweden, and on the company's website [www.cellimpact.com](http://www.cellimpact.com) no later than two weeks prior to the meeting and will be sent by post to shareholders who so request and state their postal address.

Shareholders in the company are entitled to information at the meeting about circumstances that may affect the assessment of an item on the agenda in accordance with Chapter 7, Sections 32 and 57 of the Swedish Companies Act.

At the time of the notice, the total number of shares and votes in the company amounts to 294,584,745.

**Processing of personal data**

For information on how your personal data is processed in connection with the meeting, see the integrity policy that is available on Euroclear's website:

<https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>

*This is an unofficial translation of the original Swedish notice to the Extraordinary General Meeting. In the event of any discrepancy between the versions, the Swedish version shall prevail.*

December 2025  
**Cell Impact AB (publ)**  
*The Board of Directors*