

Notice of the annual general meeting of Cell Impact (publ)

REGULATORY PRESS RELEASE

2024-03-22

The shareholders of Cell Impact AB (publ), reg. no. 556576-6655, are hereby invited to participate in the annual general meeting to be held on Thursday 25 April 2024, 14.00 hours (CET) at the premises of Sturegatan 15 Konferens & Event on Sturegatan 15 in Stockholm, Sweden. Registration starts at 13.30 hours (CET).

Registration and notification

Participation at the venue

A shareholder who wishes to participate in the annual general meeting at the venue, in person or represented by proxy:

- must be recorded as a shareholder in the share register maintained by Euroclear Sweden AB regarding the circumstances on 17 April 2024;
- must no later than 19 April 2024 notify the company of its participation by post: Cell Impact AB (publ), c/o Wählin Advokater, Nybrogatan 39, 114 39 Stockholm, Sweden or via e-mail: linn.persson@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 on the above address before the annual general meeting. A proxy form is available for download on the company's website www.cellimpact.com.

Participation by postal voting

A shareholder who wishes to participate in the annual general meeting by postal voting, in person or by proxy:

- must be recorded as a shareholder in the share register maintained by Euroclear Sweden AB regarding the circumstances on 17 April 2024,
- must no later than 19 April 2024 notify the company by casting its postal vote according to the instructions below so that the postal vote is received by the company no later than on that day.

A shareholder who wishes to participate in the general meeting at the venue, in person or by proxy, must notify the company of its participation in accordance with the instructions under the heading "Participation at the venue" above. This means that a notification of participation by casting a postal vote only is not sufficient for those who wish to participate at the venue.

A special form shall be used for the postal voting. The postal voting form is available on the company's website www.cellimpact.com. The form is to be completed, signed and sent to the company by post on address Cell Impact AB (publ), c/o Wählin Advokater, Nybrogatan 39, 114 39 Stockholm or via e-mail: linn.persson@wahlinlaw.se. The completed and signed form shall be received by the company no later than 19 April 2024. The shareholder may not provide special instructions or conditions in the voting form. If so, the vote (i.e. the postal vote in its entirety) is invalid. Further instructions and conditions are included in the form for postal voting.

If a shareholder votes by proxy, a written and dated proxy shall be enclosed to the postal voting form. A proxy form is available on the company's website www.cellimpact.com. If the shareholder is a legal entity, a certificate of registration or equivalent certificate of authority should be enclosed. If a shareholder has postal voted and then attends the general meeting in person or through a proxy, the postal vote is still valid except to the extent the shareholder participates in a voting procedure at the general meeting or otherwise withdraws its casted postal vote. If the shareholder chooses to participate in a voting procedure at the general meeting, the vote cast will replace the postal vote with regard to the relevant item on the agenda.

Nominee-registered shares

To be entitled to participate in the general 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 17 April 2024. 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 19 April 2024 are taken into account when preparing the share register.

Proposed agenda

1. Opening of the general meeting
2. Election of the chairman of the general 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 general meeting has been duly convened
7. Presentation by the company's managing director
8. Presentation of the annual report and the auditor's report, as well as the consolidated report and the consolidated auditor's report
9. Decisions regarding:
 - a. adoption of the profit and loss account and balance sheet as well as the consolidated profit and loss account and the consolidated balance sheet
 - b. allocation of the company's profit or loss in accordance with the adopted balance sheet
 - c. discharge from liability of the directors of the board and the managing director
10. Decision on the number of board members, auditors and any deputies to them
11. Decision on remuneration to the board members and the auditors
12. Election of board members, chairman, auditors and any deputies to them
13. Election of members of the nomination committee and decision on guidelines for the nomination committee
14. Decision on authorizing the board of directors to decide upon issue of shares, warrants and/or convertibles
15. Closing of the annual general meeting

Section 2, election of the chairman of the general meeting

The nomination committee proposes that lawyer Anna-Maria Heidmark Green from Wåhlin Advokater AB is elected as chairman of the general meeting, or if she cannot attend, the person a representative of the nomination committee proposes.

Section 10, decision on the number of board members, auditors and any deputies to them

The nomination committee proposes that the board for the period until the end of the next annual general meeting consists of four ordinary board members without deputies.

The nomination committee proposes that the company for the period until the end of the next annual general meeting shall have one auditor without a deputy auditor.

Section 11, decision on remuneration to the board members and the auditors

The nomination committee proposes that board fees shall be paid in the unchanged amounts of SEK 360,000 to the chairman of the board and SEK 180,000 to each of the other board members elected by the general meeting. Furthermore, the board shall have the right to decide on remuneration to a board member of unchanged SEK 8,000 per day for performed consultancy work that is not covered by customary board work.

The nomination committee proposes that remuneration to the auditor shall be paid on an ongoing basis in accordance with invoices approved by the company.

Section 12, election of board members, chairman, auditors and any deputies to them

The nomination committee proposes re-election of the current board members Lars Bergström and Mats Franzén for the period until the end of the next annual general meeting. The nomination committee proposes election of Jan Pieters and Mats Boquist as new board members for the period until the end of the next annual general meeting. The current board members Robert Sobocki and Thomas Carlström have declined re-election. The nomination committee proposes that Mats Franzén is elected as the chairman of the board.

Information about the proposed board members Jan Pieters and Mats Boquist:

Jan Pieters

Main occupation: Various board assignments.

Education: Business Administration, Umeå University.

Other: Jan was born in 1957 and has over the years held several leading positions in the steel industry. Jan has, among other things, been managing director of Suzuki Garphyttan AB and Fagersta Stainless Aktiebolag. Today, Jan has several board assignments, for example in Ovako Group AB, Skyllbergs Bruks Aktiebolag and S2H2+Bm Concept AB.

Mats Boquist

Main occupation: Lawyer at Valåsens Advokatbyrå AB with a special focus on mergers and acquisitions, corporate law and financing.

Education: LL.M., Uppsala University and studies in Business Administration.

Other: Mats was born in 1954 and has been a member of the Swedish Bar Association since 1983. Mats is a board member of Björneborg Steel AB, the Delibake Group, Flex Fasadia Aktiebolag, Hagmans Tak Sverige AB, Emperor Pipe AB, Challenger Mobile Technology AB (publ) and BIK Karlskoga AB to mention a few.

Information about the board members proposed for re-election is available on the company's website www.cellimpact.com.

The nomination committee proposes re-election of the registered auditing company Öhrlings PricewaterhouseCoopers AB as auditor for the period until the end of the next annual general meeting. Öhrlings PricewaterhouseCoopers AB has announced that if Öhrlings PricewaterhouseCoopers AB is elected, the authorized public accountant Sebastian Månsson will be main responsible auditor.

Section 13, election of members of the nomination committee and decision on guidelines for the nomination committee

The nomination committee proposes that the nomination committee for the period until the end of the next annual general meeting shall consist of three members and proposes re-election of Mattias Klintemar, the company's chairman of the board and Kjell Östergren as members for the period until the end of the next annual general meeting. Mattias Klintemar is proposed to be the chairman of the nomination committee. In the event that a member of the nomination committee resigns before its assignment is completed, the chairman of the nomination committee (or the company's chairman of the board in the event the chairman of the nomination committee resigns) shall contact the largest shareholder in terms of votes who has not already appointed a member and ask such shareholder to appoint a member. If this shareholder does not wish to appoint a member, the second largest is asked, etc. Changes in the composition of the nomination committee shall be posted on the company's website.

No remuneration shall be paid to the members of the remuneration committee. However, the nomination committee may charge the company for reasonable costs that arise in the nomination process.

The nomination committee shall prepare proposals for the following decisions prior to the 2025 annual general meeting:

1. proposal of election of chairman of the annual general meeting,
2. proposals for the number of board members, auditors and any deputies to them,
3. proposals for remuneration to the board and remuneration to the company's auditors,

4. proposals for the election of board members and any deputies to them,
5. proposal for election of chairman of the board,
6. proposals for the election of auditors and any deputies to them, and
7. proposals for the election of members to the nomination committee or principles for the appointment of members to the nomination committee and proposal for decision on guidelines for the nomination committee.

Section 14, decision on authorizing the board of directors to decide upon issue of shares, warrants and/or convertibles

The board proposes that the general meeting authorizes the board to decide upon the issue of shares, warrants and/or convertibles until the next annual general meeting and within the limits of the articles of association, on one or more occasions, with or without deviation from the shareholders' preferential rights. However, such decisions on issues may lead to an increase in the company's share capital by a maximum of 20 percent, calculated on the size of the share capital the first time the authorization is used. Issues may be made against cash payment, issue in kind and/or set-off, or otherwise be combined with conditions. Issues will be made in order to increase production capacity and build the organization to enable future growth. If the board of directors decides on a share issue with deviation from the shareholders' preferential rights, the issue shall be carried out on market terms.

Furthermore, the board proposes that the board, or the person appointed by the board, shall have the right to make minor changes to the general meeting's decision which may be required in connection with registration with the Swedish Companies Registration Office or for other administrative reasons.

Shareholders' right to receive information

At the annual general meeting the shareholders have the right to, if the board of directors considers that this can be done without significant damage to the company, receive information about any circumstances that may affect the assessment of a matter in the agenda or the company's financial situation (i.e., the right stated in chapter 7 section 32 and 57 of the Swedish Companies Act).

Special majority requirements

A decision in accordance with section 14 requires that it is supported by shareholders representing at least two thirds of both the votes cast and the shares represented at the general meeting.

Complete proposals and available documents

The proposals for decisions pursuant to section 2 and 10-14 on the agenda are complete.

The annual report and the auditor's report for 2023 are available at the company's office at Källmossvägen 7 A, 691 52 Karlskoga and on the company's website www.cellimpact.com and will be sent by post to the shareholders who so request and state their postal address.

Shares and votes

At the time of this notice, the total number of shares and votes in the company amount to 591,450,032.

Processing of personal data

For information on how your personal data is processed in connection with the annual general 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 annual general meeting. In the event of any discrepancy between the versions, the Swedish version shall prevail.

March 2024
Cell Impact AB (publ)
The Board of Directors

For more information, please contact:

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About Cell Impact

Cell Impact AB (publ) is a global supplier of advanced flow plates to fuel cell and electrolyzer manufacturers. The company has developed and patented a unique method for high velocity forming, Cell Impact Forming™ which is significantly more scalable and cost-efficient compared to conventional forming methods. Cell Impact Forming is an environmentally friendly forming technology that consumes no water and very little electrical power.

The Cell Impact share is listed on Nasdaq First North Growth Market and FNCA Sweden AB is the company's Certified Advisor (CA).