



NOTICE

of the Annual General Meeting in SciBase Holding AB (publ)

The shareholders of SciBase Holding AB (publ), reg. no. 556773-4768, (hereinafter the “**Company**”) are hereby invited to the Annual General Meeting to be held on **Thursday May 16, 2019 at 4.00 p.m. CET** at Setterwalls Advokatbyrå’s offices with address at Sturegatan 10 in Stockholm.

Registration

Shareholders who wish to attend the Annual General Meeting must be recorded in the share register kept by Euroclear Sweden AB as per Friday May 10, 2019 and notify the Company of their intention to attend by no later than Friday May 10, 2019, preferably before 3.00 p.m. CET. Notice of attendance is made in writing to SciBase Holding AB (publ), P.O. Box 3337, SE-103 67 Stockholm, Sweden, or by e-mail to info@scibase.com or by phone +46-8-410 620 00. The notice of attendance shall include name, personal or corporate ID number, address and phone number. The same dates, addresses, and formal requirements apply for notifying the Company of any accompanying advisors. Powers of attorneys, certificates of incorporation and other documents of authorization must be presented at the Annual General Meeting, but can preferably be sent to the Company in connection with the notice of attendance.

Shareholders whose shares are registered in the names of nominees must temporarily register the shares in their own name in order to be entitled to attend the Annual General Meeting (so called voting registration). In order for such voting registration to be completed as per May 10, 2019 the shareholders must inform their nominees well before this date.

A shareholder's rights at the meeting may be exercised by a proxy empowered by a power of attorney. The power of attorney shall be in writing, dated and signed and must not be older than five years. The original power of attorney must be presented at the meeting. Those representing a legal person must also present a certificate of registration or the similar showing the authorized signatories. A proxy form is available on the Company’s website, www.scibase.com.

Proposed agenda

1. Opening of the meeting;
2. Election of chairman of the meeting;
3. Drawing up and approval of the voting list;
4. Approval of the agenda;
5. Election of one or two persons to verify the minutes;
6. Determination as to whether the meeting has been duly convened;
7. Presentation of the annual report and the auditor's report on the annual report and the consolidated annual report and the auditor’s report on the consolidated annual report;
8. Resolutions regarding:

- i. adoption of the income statement and balance sheet and the consolidated income statement and consolidated balance sheet;
 - ii. allocation of the Company's result according to the adopted balance sheet; and
 - iii. discharge from liability for the members of the Board of Directors and the Managing Director;
- 9. Resolution regarding the number of members and deputies of the Board of Directors and number of auditors;
- 10. Resolution regarding the remuneration for the members of the Board of Directors and the auditor;
- 11. Election of Board of Directors and auditor;
- 12. Resolution regarding appointment of Nomination Committee;
- 13. Resolution on guidelines for determination of salary and other remuneration to senior management;
- 14. Resolution regarding authorisation for the Board of Directors to resolve upon issues of shares, warrants and convertibles;
- 15. Closing of the meeting.

Resolution proposals

Item 2 – Election of chairman of the meeting

The Nomination Committee proposes that Attorney-at-law Jörgen S. Axelsson is appointed chairman of the meeting.

Item 8 (ii) – Allocation of the Company's result according to the adopted balance sheet

The Board of Directors and the Managing Director proposes that the result for the year is allocated so that SEK 135,443,035 is carried forward. No dividend to the shareholders is thus proposed.

Item 9 – Resolution regarding the number of members and deputies of the Board of Directors and number of auditors

The Nomination Committee proposes that the Company's Board of Directors shall consist of four ordinary members and no deputy directors.

Item 10 – Resolution regarding the remuneration for the members of the Board of Directors and the auditor

The Nomination Committee proposes that a fee of SEK 200,000 shall be paid to the Chairman of the Board of Directors and SEK 150,000 to external members of the Board of Directors who are not employed by a larger shareholder in the Company.

Fees to the Company's auditor shall be paid in accordance with approved invoices.

Item 11 – Election of members, deputies and Chairman of the Board of Directors and auditor

The Nomination Committee proposes election of members, deputies and Chairman of the Board of Directors and auditor for the period until the end of the next Annual General Meeting, as follows:

Board members:

Diana Ferro (re-election)
Thomas Eklund (re-election)
Thomas Taapken (re-election)
Tord Lendau (re-election)

Chairman:

Tord Lendau (re-election)

Auditor:

Re-election of the chartered auditing firm PricewaterhouseCoopers AB (PwC), with Magnus Lagerberg as responsible auditor.

Item 12 – Resolution regarding appointment of Nomination Committee

The Nomination Committee proposes the following decision for election of a Nomination Committee for the Annual General Meeting 2019:

The Nomination Committee for the Annual General Meeting 2020, which shall comprise of four members, shall be appointed by way of that the Chairman of the Board of Directors will consult with the three largest shareholders of the Company at the end of the third quarter of 2019. These shareholders will be requested to each appoint one member who, together with the Chairman of the Board of Directors, will form the Nomination Committee. The composition of the Nomination Committee shall be publicly announced no later than six months prior to the Annual General Meeting. The Nomination Committee, whose mandate period applies until the time a new Nomination Committee has constituted itself, shall appoint a chairman among its members. The Nomination Committee shall prior to the Annual General Meeting 2020 prepare and submit proposals regarding the election of the chairman of the Annual General Meeting, the number of board members and deputy members, the election of board members, chairman, deputy members and auditor, remuneration for the Board of Directors and the auditor, as well as guidelines for the appointment of the Nomination Committee for the following Annual General Meeting. The Nomination Committee's proposals shall be presented in the notice to a General Meeting where election of board members and auditor shall take place and on the Company's website. Should a member of the Nomination Committee resign from its assignment, a replacement shall be sought from the shareholder that appointed the departing member. Should a shareholder that has appointed a member of the Nomination Committee substantially decrease its ownership in the Company, the next shareholder in size order shall, if the Nomination Committee so resolves, be requested to appoint a member to the Nomination Committee.

Item 13 – Resolution on guidelines for determination of salary and other remuneration to senior management

The Board of Directors proposes that the Annual General Meeting resolves to adopt the following guidelines for the remuneration to senior management members for the period extending until the 2020 Annual General Meeting.

The remuneration to the Group's senior management members shall comprise fixed salary, variable salary, pension and other benefits. The total remuneration package shall be based on market terms, be competitive and reflect the individual's performance and responsibilities as well as the Group's earnings trend.

The variable salary may comprise annual incentives in cash and long-term incentives in cash, shares and /or share-based instruments in the Company. Variable salary in cash is conditional upon the fulfillment of defined and measurable goals and should be maximized in relation to the fixed salary. Long-term incentives in the form of shares and /or share-based instruments in the Company may be provided through participation in long-term incentive programs approved by the General Meeting. Terms and conditions for variable salary should be designed so that the Board of Directors, if exceptional economic circumstances prevail, has the option of limiting or refraining from payment of variable salary if such a measure is considered reasonable.

In specific cases, agreements may be reached regarding one-off remuneration amounts provided that such remuneration does not exceed an amount corresponding to the individual's annual fixed salary and maximum variable salary in cash, and is not paid more than once per year and individual.

Pension benefits should either be defined benefit or defined contribution, or a combination thereof. The retirement age is minimum 60 years for the Managing Director and minimum 62 years for other senior management members.

Members of the senior management generally have a period of notice of not more than 12 months. The Board of Directors shall have the right to depart from the guidelines resolved on by the Annual General Meeting if, in an individual case, there are special reasons for doing so.

The sphere of senior executives encompassed by these guidelines comprises the Managing Director and other members of the Group's senior management.

Item 14 – Resolution regarding authorization for the Board of Directors to resolve upon issues of shares, warrants and convertibles

The Board of Directors proposes that the Annual General Meeting resolves to authorise the Board of Directors to, until the next Annual General Meeting, on one or more occasions, decide upon issuances of new shares, issuance of warrants and/or convertibles. New issues of shares and issues of warrants and/or convertibles may occur with or without preferential rights for shareholders of the Company, and may be made either in cash and/or by way of set-off or contribution in kind or otherwise on specific terms. The number of shares issued, or number of shares created in connection with exercise of warrants or conversion of convertibles, shall not exceed 1,661,810 (corresponding to approx. 10 percent of the number of shares in the Company at the date of the issuance of the notice).

Information at the Annual General Meeting

Upon request by any shareholder and where the Board of Directors believes that such may take place without significant harm to the Company, the Board of Directors and the Managing Director should provide information at the Annual General Meeting in respect of any circumstances which may affect the assessment of a matter on the agenda, and any circumstances which may affect the assessment of the Company's or a subsidiary's financial position and as regards the Company's relationship to other group companies.

Majority requirements

Resolution in accordance with item 14 on the agenda requires that the General Meeting's resolution is supported by shareholders representing at least two thirds of the shares represented at the General Meeting as well as of the votes cast.

Number of shares and votes

At the time of the issuance of this notice, the total number of shares and votes in the Company amounted to 16,618,101.

Documents

The financial statements and auditor's report will be available at the Company's offices and at the Company's website www.scibase.com no later than 25 April 2019. Copies of the aforementioned documents will also be sent by post to shareholders who so request and provide their postal addresses. The proposals of the Board of Directors and the Nomination Committee are set out in full in the notice.

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Stockholm in April 2019
SciBase Holding AB (publ)
The Board of Directors

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The information was submitted, through the contact person (s) above, for publication at 3.00 pm on April 8, 2019 .

About SciBase and Nevisense

SciBase AB is a Swedish medical technology company, headquartered in Stockholm that has developed and sells a unique point-of-care device for evaluation of skin disorders such as skin cancer and atopic dermatitis. Its first product, Nevisense, helps doctors to detect malignant melanoma, the most dangerous type of skin cancer. SciBase was founded by Stig Ollmar, Associate Professor at The Karolinska Institute in Stockholm, Sweden. Nevisense is based on substantial research and has achieved excellent results in the largest clinical study ever conducted on the detection of malignant melanoma. Nevisense is CE marked in Europe, has TGA approval in Australia and a FDA clearance in the United States. Nevisense is based on a method called Electrical Impedance Spectroscopy (EIS), which uses the varying electrical properties of human tissue to categorize cellular structures and thereby detect malignancies and abnormalities. SciBase is listed on Nasdaq First North ("SCIB"). Further information is available at www.scibase.com.