



## NOTICE TO ATTEND EXTRAORDINARY GENERAL MEETING IN SCIBASE HOLDING AB (PUBL)

The shareholders of SciBase Holding AB (publ), reg.no 556773-4768 (the "**Company**") are hereby summoned to an extraordinary general meeting on Wednesday 16 June 2021. The meeting will be held through postal voting only.

The board of directors has, in light of continued spread of the coronavirus and in accordance with the Swedish Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations, decided that the extraordinary general meeting shall be held without physical presence of shareholders, proxies and/or external parties and that the shareholders shall have only the opportunity to vote by mail prior to the meeting.

The Company welcomes all shareholders to exercise their voting rights at the meeting through postal voting as described below. Information on the resolutions passed at the meeting will be published on Wednesday 16 May 2021, as soon as the result of the postal voting has been finally confirmed.

### PARTICIPATION

A Shareholder wishing to attend the meeting shall:

- be recorded in the share register maintained by Euroclear Sweden AB on Tuesday 8 June 2021; and
- notify the Company of its intention to attend the meeting not later than on Tuesday 15 June 2021 by submitting a complete voting form and, where applicable, proxies, registration certificates and other corresponding authorization documents in accordance with the instructions under the heading "Information on postal voting" below.

To be entitled to attend the meeting, shareholders whose shares are nominee-registered must, in addition to giving notice of attendance to the Company by casting their postal vote, register such shares in their own names so that the shareholder is recorded in the share register as of Tuesday 8 June 2021. Such registration may be temporary (so called voting right registration) and request for such registration shall be made to the nominee in accordance with the nominee's routines in such time in advance as decided by the nominee. Voting rights registrations effected no later than the second banking day after 8 June 2021 (i.e. 10 June 2021) will be considered in the preparation of the share register.

### INFORMATION ON POSTAL VOTING

#### Postal voting

The shareholders may exercise their voting rights at the meeting only by voting in advance, so-called postal voting, in accordance with Section 22 of the Swedish Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations.

A special form shall be used for postal voting. The form will be available on the Company's website, <http://investors.scibase.se/>. The postal voting form is considered as the notification of participation at the annual general meeting.

The completed voting form must be received by Eversheds Sutherland Advokatbyrå AB no later than Tuesday 15 June 2021. The form may be submitted by post to Eversheds Sutherland Advokatbyrå AB Attn: Rasmus Laws, Box 14055, 104 40 Stockholm or via e-mail to [rasmuslaws@eversheds-sutherland.se](mailto:rasmuslaws@eversheds-sutherland.se).

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. The shareholders may request in the postal voting form that a resolution on one or several of the matters on the proposed agenda below should be deferred to a so-called continued general meeting, which cannot be

conducted solely by way of postal voting. Such general meeting shall take place if the meeting so resolves or if shareholders with at least one tenth of all shares in the Company so requests.

### **Proxy voting**

A shareholder represented by proxy shall issue a power of attorney which shall be dated and signed by the shareholder. If the shareholder postal votes by proxy, the power of attorney shall be enclosed to the form. If issued by a legal entity, the power of attorney shall also be accompanied by registration certificate or, if not applicable, equivalent documents of authority. Power of attorney forms for those shareholders wishing to postal vote by proxy will be available on the Company's website <http://investors.scibase.se/>.

### **PROPOSED AGENDA**

The Board of Directors' proposed agenda for the meeting:

1. Opening of the meeting
2. Appointment of chairman of the meeting
3. Preparation and approval of the voting list
4. Approval of the agenda for the meeting
5. Appointment of one or two persons to verify the minutes of the meeting
6. Determination of whether the meeting has been duly convened
7. Resolution on approving the Board of Director's resolution on a directed share issue
8. Closing of the meeting

### **PROPOSED RESOLUTIONS**

#### **Appointment of Chairman of the meeting (item 2)**

The Board of Directors proposes that Johan Engström (*Eversheds Sutherland*) is appointed as the chairman of the meeting.

#### **Preparation and approval of voting list (item 3)**

The voting list which is to be prepared based on the meeting's share register and postal votes received is proposed as voting list for the meeting.

#### **Election of one or two persons to verify the minutes (item 5)**

The Board of Directors proposes that Rasmus Laws (*Eversheds Sutherland*), or, if unable to attend the meeting, any of the persons assigned by the Board of Directors, shall verify the minutes. The persons verifying the minutes shall also control the voting list and that received postal votes are correctly reflected in the minutes.

#### **Resolution on approving the Board of Director's decision on a directed share issue (item 7)**

The Board of Directors in the Company proposes that the meeting approves the Board of Directors' decision from 31 May 2021, to issue not more than 239,000 shares. As a result of the new share issue, the share capital may increase by not more than SEK 11,950. The resolution shall otherwise be governed by the following terms and conditions.

- 1) The right to subscribe for the shares shall, disapplying from the shareholders' preemption rights, be vested in the Company's board member Matt Leavitt.
- 2) The reasons for disapplying the shareholders' preemption rights are to raise capital in a cost and time effective manner as well as to make it possible for the Board member Matt Leavitt to invest and thus achieving alignment with the Company's shareholders.

- 3) The shares shall be issued at a subscription price of SEK 5.20 per share. The subscription price has been determined following negotiations at arm's length with investors and it is the Board of Directors' assessment that the price reflects current market conditions and demand.
- 4) The share premium shall be transferred to the unrestricted premium reserve.
- 5) Subscription for the shares shall take place on the date of the resolution of the issue.
- 6) Payment for subscribed shares shall take place within two days from the date of the shareholders' approval of the share issue at a general meeting in the Company.
- 7) The Board of Directors shall be entitled to extend the subscription and the payment period.
- 8) The new shares entitle the holder to dividend from the date on which the shares are entered in the share register maintained by Euroclear Sweden AB.
- 9) The Board of Directors or a person appointed by the Board of Directors shall be authorized to make any minor adjustments required to register the resolution with the Swedish Companies Registration Office and Euroclear.

*The resolution proposed under this item must be approved by shareholders representing not less than nine tenths (9/10) of the votes cast and shares represented at the meeting.*

## **OTHER**

### **Shareholders' right to request information**

Shareholders have the right to request information from the Board of Directors and the CEO in accordance with Chapter 7 Section 32 of the Swedish Companies Act regarding conditions that may affect the assessment of a matter on the agenda and conditions that may affect the assessment of the Company's financial situation. The Board of Directors and the CEO shall disclose such information if the Board of Directors considers that this can be done without significant damage to the Company. The disclosure obligation also applies to the Company's relationship with another group company, the group accounts and such matters as mentioned above with regard to subsidiaries.

Requests for such information must be submitted in writing to the Company no later than ten days before the meeting, i.e. no later than 6 June 2021, to the Company's address SciBase Holding AB (publ), Box 3337, 103 67 Stockholm, Sverige, Sweden or by e-mail to [info@scibase.com](mailto:info@scibase.com). The information is provided by the Company by keeping it available on the Company's website [www.scibase.com](http://www.scibase.com) and at the Company at the above address no later than five days prior to the meeting, i.e., 11 June 2021. The information is also sent to shareholders who have requested it and who have provided their address.

### **Processing of personal data**

For information regarding how your personal data is processed in connection with the meeting, please refer to the privacy policy on Euroclear Sweden AB's website: <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

### **Number of shares and votes in the Company**

The total number of shares in the Company at the time of issuance of this notice is 54,780,086. An additional 13,456,021 shares are currently subject to registration. The Company does not hold any of its own shares.

## Documents

Documents pursuant to the Chapter 13, section 6 of the Swedish Companies Act will be available at the Company's office and website two weeks prior to the meeting. Copies of the documents will be sent by mail upon request to shareholders' stating their address. The board of directors' proposals are set out in full in the notice.

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Stockholm, May 2021  
**SciBase Holding AB (publ)**  
*The Board of Directors*

### For mor information, please kontakta:

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### About SciBase och Nevisense

SciBase AB is a global medical technology company based in Stockholm, Sweden that develops unique point-of-care devices for the evaluation of skin disorders such as skin cancer and atopic dermatitis. SciBase's first product, Nevisense, helps clinicians detect melanoma, the most dangerous type of skin cancer. Further development has led to Nevisense also being used as a tool to assess the skin barrier and non-melanoma skin cancer. 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 an FDA approval (PMA) in the United States. SciBase technology is based Electrical Impedance Spectroscopy (EIS) combined with Artificial Intelligence (AI) algorithms that interpret the varying electrical properties of human tissue to detect malignancies and abnormalities. SciBase Holding AB is listed on First North Growth Market ("SCIB"). Further information is available at [www.scibase.com](http://www.scibase.com).