

Notice to attend the annual general meeting in SciBase Holding AB (publ)

The shareholders in SciBase Holding AB (publ), reg. no. 556773-4768 (the “Company”), are hereby given notice to attend the annual general meeting at 17:00 p.m. on Wednesday 17 May 2023 at Setterwalls Advokatbyrå’s offices at address Sturegatan 10 in Stockholm. Registration for the meeting commences at 16:30 p.m. The board of directors has decided, pursuant to Chapter 7, Section 4a of the Swedish Companies Act and the Company’s articles of association, to apply the possibility of postal voting in conjunction with the general meeting (see “Postal voting” below for more information).

Notice

Shareholders wishing to participate at the meeting must:

- (i) be entered in the shareholders’ register, kept by Euroclear Sweden AB (the Swedish Central Securities Depository & Clearing Organisation), on the record day which is Tuesday 9 May 2023 and
- (ii) notify the Company of their attendance and any assistant no later than Thursday 11 May 2023. Notification can be made in writing to Setterwalls Advokatbyrå AB, Attn: Johan Tønnesen, P.O. Box 1050, SE-101 39 Stockholm, Sweden or by e-mail to joan.tonnesen@setterwalls.se.

Notification shall include full name, personal identification number or corporate registration number, address, daytime telephone number and, if appropriate, information about representative, proxy, and assistants. The number of assistants may not be more than two. In order to facilitate entry to the meeting, notification should, where appropriate, be accompanied by powers of attorney, registration certificates and other documents of authority.

Nominee registered shares

In order to be entitled to participate and vote at the meeting, shareholders who have their shares registered in the name of a nominee must have their shares registered in their own name, so that the shareholder will be included in the transcription of the share register as of Tuesday 9 May 2023. Such registration may be temporary (so-called voting rights registration) and is requested to the nominee in accordance with the nominee’s routines at such time in advance as the nominee determines. Voting rights registrations made by the nominee no later than Thursday 11 May 2023 will be taken into account in the preparation of the share register.

Postal voting

The board of directors has decided, pursuant to Chapter 7, Section 4a of the Swedish Companies Act and the Company’s articles of association, to apply the possibility of postal voting in conjunction with the general meeting. A special form shall be used for postal voting. The form will be available on the Company’s website, <http://investors.scibase.se/en/annual-general-meeting-2023>.

The form may be submitted by post to Setterwalls Advokatbyrå AB, Attn: Johan Tønnesen, Box 1050, 101 39 Stockholm or via e-mail to joan.tonnesen@setterwalls.se. The completed voting form must be received by Setterwalls Advokatbyrå AB no later than Tuesday 16 May 2023 provided the shareholder has given notice of attendance for the general meeting no later than Thursday 11 May 2023. However, a complete postal vote which reaches Setterwalls Advokatbyrå AB no later than Thursday 11 May 2023 shall also be considered the shareholder’s notice of attendance at the meeting (by postal voting).

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.

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 will be available on the Company's website <http://investors.scibase.se/en/annual-general-meeting-2023>.

Processing of personal data

For information regarding how your personal data is processed in connection with the annual general 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>.

Proposed agenda

1. Opening of the meeting and election of chairman of the meeting.
2. Preparation and approval of the voting list.
3. Approval of the agenda.
4. Election of one person who shall approve the minutes of the meeting.
5. Determination of whether the meeting has been duly convened.
6. Submission of the annual report and the auditor's report as well as of the consolidated financial statements and the auditor's report on the group.
7. Resolution in respect of:
 - (i) adoption of the profit and loss statement and the balance sheet as well as of the consolidated profit and loss statement and the consolidated balance sheet;
 - (ii) allocation of the Company's results according to the adopted balance sheet; and
 - (iii) the members of the board of directors' and the CEO's discharge from liability.
8. Resolution regarding the number of members and, where applicable, deputies of the board of directors and number of auditors and, where applicable, deputy auditors.
9. Determination of the fees payable to the members of the board of directors and the auditors.
10. Election of members of the board of directors and auditor.
11. Resolution on principles for the appointment of a nomination committee.
12. Resolution regarding changes to the articles of association.
13. Resolution on an authorisation for the board of directors to resolve upon issues of shares, warrants and convertibles.
14. Closing of the meeting.

The nomination committee's proposed resolutions

The nomination committee is composed of the chairman of the board of directors of the Company (i.e. Tord Lendau), Dharminder Chahal (appointed by VanHerk Group), Peter Elmvik (appointed by Stockholms Elbolag) and Iraj Arastoupour. The nomination committee has presented the following proposed resolutions in relation to items 1 and 8-11 in the proposed agenda.

Item 1 - Election of chairman

Olof Reinholdsson (lawyer at Setterwalls Advokatbyrå) is proposed as chairman of the meeting, or if he is unable to attend the meeting, any other person proposed by the board of directors.

Items 8-10 - Election of and remuneration to the board of directors and auditors

The nomination committee proposes that the board of directors, until the end of the next annual general meeting, shall consist of five (5) ordinary members without deputy members. Furthermore, it is proposed that a registered accounting firm shall be elected as auditor.

The nomination committee furthermore proposes that the fees payable to the board of directors for the period until the end of the next annual general meeting shall be SEK 200,000 for the chairman of the board and SEK 150,000 to each of the other ordinary board members (who are not employed by a larger shareholder in the Company). It is proposed that the Company's auditor shall be paid in accordance with approved invoices.

The board of directors today consists of the following five (5) ordinary members without deputy members: Tord Lendau (chairman), Diana Ferro, Thomas Taapken, Matt Leavitt och Jvalini Dwarkasing.

The nomination committee proposes that all current board members are to be re-elected and proposes no election of new board members. Furthermore, Tord Lendau is proposed to be re-elected as chairman of the board of directors.

The registered accounting firm PricewaterhouseCoopers AB (PwC) is proposed to be re-elected as auditor. The accounting firm has informed that Magnus Lagerberg will remain as principally responsible auditor.

Additional information regarding the board members is available on the Company's website.

Item 11 - Resolution on principles for the appointment of a nomination committee

The nomination committee proposes the following decision for appointment of a nomination committee for the annual general meeting 2024 (same principles as the previous year). The nomination committee for the annual general meeting 2024, 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 2023. 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 2024 prepare and submit proposals regarding the election of the chairman of the annual general meeting, the number of board members and, where applicable, deputy members, the number of auditors and, where applicable, deputy auditors, the election of board members, chairman and, where applicable, deputy members, auditor and, where applicable, deputy auditors, 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.

The board of directors' proposed resolutions

The board of directors of the Company has presented the following proposed resolutions in relation to items 7(ii), 12 and 13 in the proposed agenda.

Item 7 (ii) - Allocation of the Company's results according to the adopted balance sheet

The board of directors proposes that SEK 171,885,712 shall be carried forward in new account. Accordingly, no dividend is proposed.

Item 12 – Resolution regarding changes to the articles of association

The board of directors proposes that the annual general meeting resolves on changes to the articles of association so that the wording of section 4 in the articles of association is revised from “The Company’s share capital shall be no less than SEK 1,500,000 and no more than SEK 6,000,000” to “The Company’s share capital shall be no less than SEK 5,990,000 and no more than SEK 23,960,000” and that the wording of section 5 in the articles of association is revised from “The number of shares shall be no less than 30,000,000 and no more than 120,000,000” to “The number of shares shall be no less than 119,800,000 and no more than 479,200,000”. The chairman of the board of directors, the CEO 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.

Item 13 – Resolution regarding authorisation 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 authorize 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 be conditional. Through issuances resolved upon with support from the authorisation – with deviation from the shareholders’ preferential rights - the number of shares issued, or number of shares created in connection with exercise of warrants or conversion of convertibles, shall correspond to not more than a 20 per cent dilution of the share capital and the number of shares and votes in the Company after such issue(s). The chairman of the board of directors, the CEO 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.

Majority requirements

Resolution in accordance with the board of director’s proposal in accordance with item 12 and 13 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.

Shareholders’ right to request information

The board of directors and the CEO shall, if any shareholder so requests and the board of directors believe that it can be done without material damage to the Company, provide information regarding circumstances that may affect the assessment of an item on the agenda, of the Company’s, or a subsidiary’s economic situation and of the Company’s relations with other group companies on the general meeting.

Documentation

The financial accounts and auditor’s report will be kept available at the Company’s office and on the Company’s website www.scibase.com no later than 26 April 2023. Copies of such documents will be sent free of charge to shareholders who so request and state their postal address. The proposals of the board of directors and the nomination committee are set out in full in the notice.

Stockholm, April 2023
SciBase Holding AB (publ)
The board of directors

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About SciBase and Nevisense

SciBase is a global medical technology company headquartered in Stockholm, Sweden, that has developed a unique point of care platform for the non-invasive detection of skin cancer and other skin conditions. SciBase is a pioneer within augmented intelligence, combining artificial intelligence with Electrical Impedance Spectroscopy (EIS) to provide objective information that assists dermatologists and others in clinical decision-making. SciBase's products include Nevisense and Nevisense Go and to date the platform addresses the areas of melanoma detection, non-melanoma skin cancer detection and skin barrier assessment. Nevisense is the only FDA-approved device for the detection of melanoma and the only MDR-approved technology for skin cancer detection in Europe. SciBase's technology is based on more than 20 years of academic research at the Karolinska Institute in Stockholm, Sweden. For more information please visit www.scibase.com. All press-releases and financial reports can be found here: <http://investors.scibase.se/en/pressreleases>