

This notice is a translation of a Swedish notice and in case of any deviations between the language versions, the Swedish version shall prevail.



12 November 2024

Notice to extraordinary general meeting in Scibase Holding AB (publ)

Shareholders of SciBase Holding AB (publ), reg. no. 556773-4768 (the "**Company**"), are hereby summoned to an extraordinary general meeting to be held on 13 December 2024 at 10.00 CET at Advokatfirman Schjødt, Hamngatan 27, in Stockholm. The registration to the meeting will open at 9.30 CET.

Right to participate and notice of participation

A shareholder who wishes to participate at the extraordinary general meeting must:

- (i) be recorded in the share register maintained by Euroclear Sweden AB on 5 December 2024, and
- (ii) notify the Company of its intention to participate by post to Advokatfirman Schjødt, att: William Hellsten, Box 715, 101 33 Stockholm, or by e-mail to william.hellsten@schjodt.com, no later than on 9 December 2024. Notification shall include full name, personal identification number or corporate registration number, address, telephone number, shareholding and, if appropriate, information about assistants (no more than two).

Nominee-registered shares

Shareholders whose shares are held in the name of a nominee must, in order to be able to participate at the general meeting and exercise their voting right, temporarily re-register the shares in their own name in the share register maintained by Euroclear Sweden AB (so-called voting right registration). When preparing the share register for the general meeting per the record date, 5 December 2024, voting right registrations completed by the nominee no later than on 9 December 2024 will be considered. This means that the shareholders must request that the nominee completes such voting right registration well in advance of 9 December 2024.

Participation by proxy

Shareholders represented by proxy must issue a power of attorney for the proxy. If the power of attorney is issued by a legal entity, a copy of the legal entity's certificate of registration, showing who has authority to issue the power of attorney, must be enclosed. The original version of the power of attorney and, if applicable, the certificate of registration, should well in advance of the general meeting, be sent by post to Advokatfirman Schjødt, att: William Hellsten, Box 715, 101 33 Stockholm, or by e-mail to william.hellsten@schjodt.com. The power of attorney must not be older than one year unless a longer validity term (however no longer than five years) is specifically stated in the power of attorney. A proxy form is available on the Company's website, <https://scibase.com/>.

Proposed agenda

1. Opening of the meeting
2. Election of chairman of the meeting
3. Preparation and approval of the voting list

4. Approval of the agenda
5. Election of one or two persons who shall approve the minutes of the meeting
6. Determination of whether the meeting has been duly convened
7. Resolution to amend the articles of association in order to enable the issues of units under items 8 and 9
8. Resolution to approve of the board of directors' resolution on a rights issue of units
9. Resolution to approve of the board of directors' resolution on a directed issue of units
10. Closing of the meeting

PROPOSALS FOR RESOLUTION

Item 7 – Resolution to amend the articles of association in order to enable the issues under items 8 and 9

To enable the registration of the resolution on the issues of units under items 8 and 9 below, the board of directors proposes that the general meeting resolves that the limits to the share capital in § 4 and the number of shares in § 5 of the articles of association are amended.

The board of directors, the CEO, or anyone appointed by the board of directors or the CEO, shall be authorised to make such minor amendments to the above resolution as may be necessary in connection with the registration of the resolution with the Swedish Companies Registration Office or Euroclear Sweden AB or due to other formal requirements.

A resolution in accordance with this item 7 is conditional upon that the meeting also resolves in accordance with items 8 and 9. A valid resolution requires that the resolution is supported by shareholders representing at least two thirds of the votes cast as well as of the shares represented at the extraordinary general meeting.

The board of directors proposes that the extraordinary general meeting resolves on the following amendments to sections 4-5 of the articles of association.

Proposed wording section 4:

The share capital shall amount to not less than SEK 16,440,000 and not more than SEK 65,760,000.

Proposed wording section 5:

The number of shares shall not be less than 328,800,000 and not more than 1,315,200,000.

Item 8 – Resolution to approve of the board of directors' resolution on a rights issue of units

The board of directors proposes that the general meeting resolves to approve the board of directors' resolution, taken on 12 November 2024, on a new issue of a maximum of 131,723,040 shares, entailing a maximum increase of the share capital of SEK 6,586,152, and a new issue of a maximum of 131,723,040 warrants of series TO 3 entitling to subscription of 131,723,040 shares in the Company, whereby the share capital may increase by an additional maximum of SEK 6,586,152 if all issued warrants of series TO 3 are exercised. In total, the share capital can increase by a maximum of SEK 13,172,304.

The issues shall be treated as one resolution and be carried out through the issuance of so-called units. One (1) unit consists of three (3) new shares and three (3) warrants of series TO 3.

Otherwise, the following conditions shall apply.

1. The right to subscribe for units shall, in accordance with the shareholders' preferential rights, vest with those who are registered as shareholders in the Company on 20 December 2024 (the "**Record Date**"). Each shareholder receives one (1) unit right for each share held. Five (5) unit rights entitle to subscription of one (1) unit.
2. The subscription price for each unit is SEK 1.35, corresponding to a subscription price of SEK 0.45 per share. The amount that exceeds the share's quota value shall be transferred to the unrestricted premium reserve. Warrants of series TO 3 are issued free of charge.
3. Subscription for units, with preferential rights, is made with the support of unit rights. The right to receive unit rights to subscribe for units with preferential rights, shall vest with persons registered as shareholders with Euroclear Sweden AB as of the Record Date.
4. Subscription of units with the support of unit rights must be made by simultaneous cash payment during the period from and including 27 December 2024 until and including 13 January 2025. The board of directors has the right to extend the subscription and payment period.
5. Subscription of units without the support of unit rights must be made on a special subscription list during the period from and including 27 December 2024 until and including 13 January 2025. Payment for units that are subscribed for without the support of unit rights must be paid in cash in accordance with the instructions on the transaction note no later than the third banking day after notification of allocation is sent to the subscriber through transaction note. The board of directors has the right to extend the subscription period and payment period.
6. One (1) warrant of series TO 3 gives the holder the right to subscribe for one (1) new share in the Company against a cash payment amounting to 80 percent of the volume-weighted average price of the Company's share on Nasdaq First North Growth Market during the measurement period from and including 10 November 2025 until and including 21 November 2025, however, not less than SEK 0.45 and not more than SEK 0.75 per share. The amount that exceeds the quota value of the share shall be transferred to the unrestricted premium reserve. Warrants of series TO 3 may be exercised during the period from and including 24 November 2025 until and including 5 December 2025.
7. The new shares issued in the rights issue shall carry a right to dividends commencing on the first record date that occurs after the registration of the shares with the Swedish Companies Registration Office and the entry of the shares in the share register kept by Euroclear Sweden AB. Shares issued as a result of exercise of warrants of series TO 3 shall carry a right to dividends commencing on the first record date that occurs after the interim registration of the shares in the share register kept by Euroclear Sweden AB.
8. The full terms and conditions for the warrants of series TO 3 are available on the Company's website, <https://scibase.com/>.
9. In the event all units in the rights issue are not subscribed for with the support of unit rights, the board of directors shall, within the maximum amount of the rights issue, resolve on the allotment of units subscribed for without the support of unit rights. In case of over-subscription, allotment shall be made in according to the following principles:

- i. Firstly, allocation shall be made to those who subscribed for units with the support of unit rights, regardless of whether the subscriber was a shareholder on the record date or not, and, in case of oversubscription, in relation to the number of unit rights that each party has exercised for the subscription of units, and, if this is not possible, by drawing lots.
- ii. Secondly, allocation shall be made to other subscribers who subscribed to Units without the support of unit rights, and, in case of oversubscription, in relation to the subscribed amount, and, if this is not possible, by drawing lots.
- iii. Thirdly, allocation of any remaining Units shall be made to guarantors in accordance with signed guarantee commitments. In the event that allotment cannot be made in full, allotment shall be made in proportion to the amount guaranteed by each guarantor and, if this is not possible, by drawing lots.

The board of directors, the CEO, or anyone appointed by the board of directors or the CEO, shall be authorized to make such minor amendments to the above resolution as may be necessary in connection with the registration of the resolution with the Swedish Companies Registration Office or Euroclear Sweden AB or due to other formal requirements.

A resolution in accordance with this item 8 is conditional on that the general meeting also resolves in accordance with items 7 and 9.

Item 9 - Resolution to approve of the board of directors' resolution on a directed issue of units

The board of directors proposes that the general meeting resolves to approve the board of directors' resolution, taken on 12 November 2024, on a new issue of a maximum of 50,008,872 shares, entailing a maximum increase of the share capital of SEK 2,500,443.60, and a new issue of a maximum of 50,008,872 warrants of series TO 3 entitling subscription of 50,008,872 shares in the Company, whereby the share capital may increase by an additional maximum of SEK 2,500,443.60 if all issued warrants of series TO 3 are exercised. In total, the share capital may increase by a maximum of SEK 5,000,887.20.

The issues shall be treated as one resolution and be carried out through the issuance of so-called units. One [1] unit consists of three [3] new shares and three [3] warrants of series TO 3.

Otherwise, the following conditions shall apply.

1. The right to subscribe for units shall, with deviation from the shareholders' preferential rights, vest with Maria Anderkvist, Praktikerinvest AB, Victor Anderkvist, Haga Gruppen Holding AB, Kåre Gilstring, Ulf Andersson, Johan Gyllenswård AB, Sven Holmgren, Max Leitgeb, Ophtron Förvaltning Aktiebolag, Klimage AB, MLJK Konsult AB and Irene Kotschy. Oversubscription may not occur.
2. The Company's board of directors has made an overall evaluation and carefully considered raising the necessary capital only through a rights issue, but has made the assessment that, for several reasons, it is more favorable for the Company and the shareholders to partially raise capital in the capital raising through a directed issue. Among other things, the directed issue reduces the need for guarantee commitments in the rights issue and thus also the fee to guarantors. The directed issue also contributes to strengthening the shareholder base in the Company with professional investors, which is considered positive in a long-term perspective. Since the subscription price in the directed issue was determined by the board of directors based on arms-length discussions with investors at a price corresponding to the closing price of the Company's share on Nasdaq First North Growth Market on 11 November 2024, it is the board of directors' assessment that the subscription price in the directed issue therefore reflects current market conditions and demand. Conclusively, the directed issue is deemed to be in the interest of the Company and all shareholders.

3. The subscription price for each unit is SEK 1.35, corresponding to a subscription price of SEK 0.45 per share. The amount that exceeds the share's quota value shall be transferred to the unrestricted premium reserve. Warrants of series TO 3 are issued free of charge. The subscription price has been determined based on an assessment of the current market situation, the historical development of the business and the Company's business prospects.
4. Subscription and payment of units shall be made no later than on 20 December 2024. The board of directors shall have the right to extend the time for subscription and payment.
5. One [1] warrant of series TO 3 gives the holder the right to subscribe for one [1] new share in the Company against a cash payment amounting to 80 percent of the volume-weighted average price of the Company's share on Nasdaq First North Growth Market during the measurement period from and including 10 November 2025 until and including 21 November 2025, however, not less than SEK 0.45 and not more than SEK 0.75 per share. The amount that exceeds the quota value of the share shall be transferred to the unrestricted premium reserve. Warrants of series TO 3 may be exercised during the period from and including 24 November 2025 until and including 5 December 2025.
6. The full terms and conditions for the warrants of series TO 3 are available on the Company's website, <https://scibase.com/>.
7. The new shares issued in the directed issue shall carry a right to dividends commencing on the first record date that occurs after the registration of the shares with the Swedish Companies Registration Office and the entry of the shares in the share register kept by Euroclear Sweden AB. Shares issued as a result of exercise of warrants of series TO 3 shall carry a right to dividends commencing on the first record date that occurs after the interim registration of the shares in the share register kept by Euroclear Sweden AB.

The board of directors, the CEO, or anyone appointed by the board of directors or the CEO, shall be authorized to make such minor amendments to the above resolution as may be necessary in connection with the registration of the resolution with the Swedish Companies Registration Office or Euroclear Sweden AB or due to other formal requirements.

A resolution in accordance with this item 9 is conditional upon that the meeting also resolves in accordance with items 7 and 8. A valid resolution requires that the resolution is supported by shareholders representing at least two thirds of the votes cast as well as of the shares represented at the extraordinary general meeting.

Documentation etc.

The board of directors' proposals and related documents will be available at the Company's office and on the Company's website, www.scibase.se, no later than two weeks prior to the general meeting and will be sent free of charge to shareholders who so request and provide their postal address.

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Shareholders' right to request information

Shareholders are reminded of their right to request information from the board of directors and managing director in accordance with Chapter 7 Section 32 of the Swedish Companies Act.

Use of personal data

For information regarding the processing of your personal data, please see the integrity policy that is

available at Euroclear Sweden AB's website: www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf.

Stockholm in November 2024

SciBase Holding AB (publ)

The board of directors

For additional information, please contact:

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About SciBase

SciBase is a global medical technology company, specializing in early detection and prevention in dermatology. SciBase develops and commercializes Nevisense, a unique point-of-care platform that combines AI (artificial intelligence) and advanced EIS technology to enhance diagnostic accuracy, ensuring proactive skin health management.

Our commitment is to minimize patient suffering, allowing clinicians to improve and save lives through timely detection and intervention and reduce healthcare costs.

Built on more than 20 years of research at Karolinska Institute in Stockholm, Sweden, SciBase is a leader in dermatological advancements.