

## **NOTICE TO THE ANNUAL GENERAL MEETING OF ADDVISE GROUP AB (PUBL)**

ADDvise Group AB (publ), reg. no. 556363–2115, hereby convenes the annual general meeting on 3 May 2024 at 10:00 CEST at Grev Turegatan 30 in Stockholm. Entrance and registration start at 09.30 CEST.

### **NOTIFICATION**

Shareholders wishing to attend the annual general meeting must:

- i) be registered in the share register kept by Euroclear Sweden AB on the record date 24 April 2024, or, if the shareholder has had his/her shares registered in the name of a nominee, request that the nominee registers the shares for voting purposes in such time that the registration is completed no later than 26 April 2024,
- ii) give notice of attendance no later than 26 April 2024.

Notice of attendance shall be sent by e-mail to [hanna.myhrman@addvisigroup.se](mailto:hanna.myhrman@addvisigroup.se), or by regular mail to ADDvise Group AB (publ), Attn. Hanna Myhrman, Grev Turegatan 30, 114 38 Stockholm. The notice shall state the name, personal identification number or corporate registration number, address and telephone number and, where applicable, details of representatives, proxy holders and advisors.

A shareholder who wishes to be represented by proxy shall issue a written and dated proxy to the proxy holder. If the proxy is issued by a legal entity, a copy of the registration certificate or corresponding document shall be enclosed. The proxy must not be more than one year; however, the proxy may be older if it is stated that it is valid for a longer term, not exceeding five years. A proxy form will be available on ADDvise Group AB (publ)'s website, [www.addvisigroup.se](http://www.addvisigroup.se). Please note that notice of participation in the annual general meeting must be made even if the shareholder wishes to exercise his/her voting rights by proxy. A submitted proxy is not valid as notice of attendance to the annual general meeting.

In order to facilitate entry to the annual general meeting, the proxy, registration certificate and other authorisation documents (as applicable) should be received by ADDvise Group AB (publ) at ADDvise Group AB (publ), Attn. Hanna Myhrman, Grev Turegatan 30, 114 38 Stockholm no later than 29 April 2024.

### **PROPOSED AGENDA**

1. Election of the chairman of the meeting.
2. Preparation and approval of the voting list.
3. Election of one or two persons to certify the minutes.
4. Determination of whether the meeting has been duly convened.
5. Approval of the agenda.
6. Presentation of the annual report and the auditor's report, as well as of the consolidated financial statements and the auditor's report for the group.
7. Resolution on:
  - (a) adoption of the income statement and balance sheet for the company, as well as of the consolidated income statement and consolidated balance sheet for the group;
  - (b) disposition of the company's earnings in accordance with the approved balance sheet; and
  - (c) discharge from liability of the board members and the CEO.
8. Determination of remuneration to the board of directors and auditor.
9. Determination of the number of members of the board of directors and auditors.
10. Election of members of the board of directors and auditor.
11. Resolution on guidelines for remuneration to senior executives.
12. Resolution on approval of the board of directors' remuneration report 2023.
13. Resolution on:

- (a) Amendment of § 7 in the articles of association; and
  - (b) Proposal of a new § 9 in the articles of association.
14. Resolution to authorise the board of directors to issue shares, warrants, and convertible debentures.
15. Closing of the meeting.

The nomination committee for the annual general meeting has consisted of Per-Anders Tammerlöv (chairman), Per Åhlgren, Roger Lindqvist and Staffan Torstensson. The nomination committee's complete proposal and reasoned opinion will be made available on the company's website ([www.addvisigroup.se](http://www.addvisigroup.se)).

## **PROPOSED RESOLUTIONS**

### **Election of chairman of the meeting (item 1)**

The nomination committee proposes that Mikael Borg, member of the Swedish Bar Association, at Gernandt & Danielsson Advokatbyrå is appointed as chairman of the meeting, or, in his absence, the person appointed by a representative of the nomination committee.

### **Resolution on disposition of the company's earnings in accordance with the approved balance sheet (item 7 b)**

The board of directors proposes that the annual general meeting resolves that no dividend shall be paid to the shareholders for the financial year 2023 and that the funds at disposal of the meeting shall be balanced in new accounts.

### **Determination of remuneration to the board of directors and the auditors (item 8)**

- Remuneration to the board of directors is proposed to be paid with SEK 750,000 to the chairman (an increase with SEK 500 000 compared to the previous year) and SEK 200,000 to each non-employed board member (an increase with SEK 75 000 compared to the previous year) (i.e. a total of SEK 1,550,000 if board of directors' election is made in accordance with the nomination committee's proposal). In its review of the board of directors' work, the nomination committee has paid particular attention to the workload of the chairman and considering the work performed by him, the remuneration to the chairman has historical been too low. The nomination committee therefore proposes an increase in the chairman's remuneration in order to reflect both the performance and work expected to be carried out by the chairman. Based on historical workload, the proposed remuneration to the chairman amounts to SEK 750,000 per year (an increase of SEK 500,000), which the nomination committee considers to be a fair compensation for the extensive work performed by the chairman.
- Remuneration to members of the audit committee is proposed to be paid with SEK 75,000 to the chairman (an increase with SEK 25,000 compared to the previous year) and SEK 50,000 to each other member (an increase with SEK 25,000 compared to the previous year).
- The board of directors intends to appoint a remuneration committee in 2024. Remuneration to the members of the remuneration committee is proposed to be paid with SEK 75,000 to the chairman and with SEK 50,000 to each other member.
- Remuneration to the auditor is proposed to be paid in accordance with approved invoice.
- No remuneration is proposed to be paid to the members of the nomination committee.

### **Determination of number of board members and auditors and election of members of the board of directors and auditor (item 9 and 10)**

- The board of directors shall consist of five (5) members without deputies (item 9).
- Re-election of Staffan Torstensson, Fredrik Celsing, Johanne Brændgaard and Anna Ljung as board members, all for the period until the end of the next annual general meeting. New election of Thomas Eklund as board member for the period until the end of the next annual general meeting (item 10).
- Re-election of Staffan Torstensson as chairman of the board of directors for the period until the end of the next annual general meeting (item 10).

- Re-election of Öhrlings PricewaterhouseCoopers AB as auditor for the period until the end of the next annual general meeting. The audit firm has informed the nomination committee that the authorised auditor Johan Engstam will continue as auditor in charge. The nomination committee's proposal is in line with the audit committee's recommendation (item 10).

Erland Pontusson (current board member) has declined re-election.

The nomination committee's complete proposals, including a presentation of the proposed board members and an assessment of their independence in relation to the company, the management and the company's major shareholders, are available on the company's website ([www.addvisegroup.se](http://www.addvisegroup.se)).

### **Decision on guidelines for remuneration to senior executives (item 11)**

The board of directors of ADDvise Group AB (publ) proposes that the annual general meeting adopts the following guidelines for remuneration to the company's senior executives.

The previous guidelines were adopted at the 2020 annual general meeting. The proposed amendments hereto primarily relate to linguistic and material clarifications. The guidelines have also been adapted to the company's corporate governance model and planned introduction of a remuneration committee. The board of directors has not received any comments on the previous guidelines from any shareholder.

#### ***Introduction***

The following guidelines cover the company's chief executive officer and other members of the company's management. After the adoption of the guidelines by the general meeting, the guidelines shall be applied to agreed remuneration and to changes in already agreed remuneration. The guidelines do not cover remuneration decided by the general meeting or, where applicable, such issues and transfers covered by Chapter 16 of the Swedish Companies Act.

#### ***Company's business strategy, long-term interests and sustainability***

ADDvise is an international life science group. Operating a decentralised ownership model, we develop and acquire high quality companies within the business areas Lab and Healthcare.

A prerequisite for the success of the company's business strategy, long-term interests and sustainability work is that the company can recruit and retain qualified senior executives. These guidelines aim to promote the company's ability to recruit and retain qualified employees by offering competitive remuneration.

#### ***General remuneration principles and components of remuneration***

The company shall have the remuneration levels and employment terms required to retain and recruit executives with the requisite skills and which enable the company to achieve its objectives. The overall principle is that salary and other remuneration to senior executives shall be market-based in relation to comparable listed companies of similar size and in the corresponding sector.

The total possible remuneration to senior executives in the company consists of fixed cash salary, variable cash remuneration, pension benefits and other benefits. In addition, the general meeting can decide on share-based incentive programs in which senior executives can participate.

#### ***Fixed cash salary***

Each senior executive shall receive a fixed cash salary. The fixed cash salary shall be individually determined based on the respective senior executive's competence, responsibility and performance and shall be market-based and competitive.

#### ***Variable cash remuneration***

In addition to fixed salary, variable cash remuneration may be paid in order to reward the fulfilment of predetermined and measurable criteria that promote the company's business strategy and long-term value creation, including sustainability work. The variable remuneration shall be determined (a) based

on the fulfilment of pre-established criteria at group and individual level, as well as the company's financial development, and (b) taking into account the individual executive's personal development.

The targets for the chief executive officer and other senior executives are set by the board of directors, or by an appointed remuneration committee. The conditions and basis of calculation of variable remuneration shall be determined for each financial year. An outcome assessment is made at the end of the measurement period for the fulfilment of criteria for the payment of variable cash remuneration. The remuneration committee is responsible for assessing the performance of the chief executive officer, while the chief executive officer, with the approval of the chairman of the board, is responsible for assessing the performance of the other senior executives. The amount of the variable remuneration shall not exceed the fixed cash salary paid to the individual executive during the period to which the variable remuneration relates.

When determining variable cash remuneration for the senior executives, the board of directors shall consider introducing conditions (i) making the payment of a certain part of such remuneration conditional on the sustainability of the performance on which the vesting is based over time, and (ii) allowing the company to recover already paid remuneration on the basis of information that is later found to be clearly incorrect.

#### *Pension benefits*

Senior executives shall be offered market-based pension conditions and pension levels.

The pension benefits shall be individually set with regard to each executive's specific competence. Pension provisions shall be defined contribution. Unless otherwise provided by law, pension benefits may amount to a maximum of 40 percent of the fixed cash salary. Variable cash remuneration shall not be pensionable.

#### *Other benefits*

Senior executives may be offered other benefits such as health care, mobile phones and computers. The benefits shall aim to facilitate the performance of the work and be on market terms. Premiums and other costs for such benefits may, for each senior executive, amount to a maximum of 10 percent of the fixed cash salary.

#### ***Employment, notice period and severance pay***

Employment contracts concluded between the company and the senior executives shall, as a general rule, be valid until further notice. A notice period of 6–12 months shall apply between the company and the chief executive officer. The notice period for other senior executives shall be 6–12 months.

Fixed cash salary during the notice period and any severance pay shall in no case exceed an amount corresponding to the annual fixed cash salary for 18 months for each such senior executive.

#### ***Decision-making process for establishing, evaluating and applying the guidelines***

In preparing these guidelines, the board of directors has considered the salary and employment terms for the company's other employees, as well as information on total remuneration and how remuneration has changed over time.

The board of directors, or the remuneration committee as appointed from time to time, is responsible for preparing the board of directors' decision regarding proposals for guidelines for remuneration to senior executives. The board of directors shall prepare a proposal for new guidelines at least every four years and present the proposal for resolution at the annual general meeting. The guidelines shall apply until new guidelines are adopted by the general meeting.

The board of directors, or the remuneration committee as appointed from time to time, shall also monitor and evaluate programs for variable remuneration for the company's management, as well as the application of the guidelines in terms of remuneration levels and structures. The chief executive officer and other senior executives do not attend the board of directors' discussions and decisions on remuneration-related matters insofar as they are affected.

### ***Exemption of the guidelines***

The board of directors, or the remuneration committee as appointed from time to time, may decide to temporarily deviate from the guidelines, in whole or in part, in case of exceptional circumstances in an individual case and provided that such deviation is necessary to serve the company's long-term interests, including its sustainability, or to ensure the company's financial viability. As stated above, the board of directors, or the remuneration committee as appointed from time to time, is responsible for preparing the board of directors' decisions on remuneration, including decisions on deviations from the guidelines. Any deviations shall be reported and justified annually in the remuneration report.

### **Resolution on approval of the board of directors' remuneration report 2023 (item 12)**

The board of directors' remuneration report for 2023 provides an overview of how the guidelines for remuneration of senior executives adopted by the 2020 annual general meeting have been implemented in 2023. The remuneration report also includes information on the remuneration of the company's CEO, the chairman of the board of directors and one member of the board of directors (to the extent such remuneration to the board member has not been resolved by the general meeting).

The remuneration report is available on the company's website ([www.addvisigroup.se](http://www.addvisigroup.se)).

The board of directors proposes that the annual general meeting resolves to approve the board of directors' remuneration report for senior executives.

### **Resolution on (a) amendment of § 7 of the articles of association and (b) insertion of a new § 9 of the articles of association (item 13(a)-(b))**

The items in paragraph 13(a)–(b) shall be treated as two separate proposals. A valid resolution under item 13(a)–(b) requires approval from shareholders representing at least two-thirds of both the number of votes cast as well as the shares represented at the general meeting in order to be valid.

#### ***(a) Resolution to amend § 7 of the articles of association***

The board of directors proposes that the annual general meeting resolves to amend § 7 of the company's articles of association as follows.

Current wording:

#### **“Section 7 Board of Directors**

The board of directors shall consist of a minimum of three and a maximum of six members with a maximum of one deputy.”

Proposed new wording:

#### **“§ 7 Board of Directors**

The board of directors shall consist of a minimum of three and a maximum of six members with no deputies.”

The board of directors, or the person appointed by the board of directors, shall be authorised to make such minor adjustments to the resolution as may be necessary in connection with registration with the Swedish Companies Registration Office.

#### ***(b) Resolution on the insertion of a new § 9 in the articles of association***

The board of directors, as the Swedish Corporate Governance Board (Sw. Kollegiet för svensk bolagsstyrning), considers that physical general meetings are preferable, as the physical meeting between management and shareholders is an important part of the Swedish corporate governance model. Under extraordinary circumstances, however, the need may arise to hold entirely digital meetings. The board of directors therefore proposes that the annual general meeting resolves to introduce a new § 9 in the company's articles of association as follows.

#### **“§ 9 Form of the general meeting**

The board of directors may, in accordance with what is stated in Chapter 7, Section 15, first paragraph of the Swedish Companies Act (2005:551), decide that a general meeting shall be held digitally.”

The board of directors, or the person appointed by the board of directors, shall be authorised to make the minor adjustments to the resolution that may be necessary in connection with registration with the Swedish Companies Registration Office.

#### **Resolution to authorise the board of directors to issue shares, warrants and convertible debentures (item 14)**

The board of directors proposes that the annual general meeting authorises the board of directors, within the limits of the current articles of association, until the next annual general meeting, on one or more occasions, with or without deviation from the shareholders' preferential rights, to resolve on the issue of shares, warrants and/or convertible debentures. Subscribed shares, warrants or convertible debentures shall be paid in cash, by set-off or in kind, or otherwise be subject to conditions. The authorisation shall be limited so that the board of directors may not resolve upon issues of shares, convertibles debentures or warrants that entail that the total number of shares that are issued, issued through conversion of convertible debentures or issued through exercise of warrants exceeds 20 percent of the total number of shares in the company at the time the board of directors exercises the authorisation for the first time.

If the board of directors resolves on a new issue of shares, warrants and/or convertibles debentures without preferential rights for the shareholders, the reason for the deviation shall be to raise new capital, to increase the company's financial flexibility and strengthen the company's own funds or to use shares as payment in connection with acquisitions. The issue of new shares pursuant to the authorisation shall be carried out on customary terms under current market conditions. If the board of directors deems it appropriate, an issue can be made at a subscription price corresponding to the quota value of the shares.

The board of directors, or the person appointed by the board of directors, shall be authorised to make the minor adjustments to the resolution that may be necessary in connection with registration with the Swedish Companies Registration Office.

The resolution according to this item 14 requires approval from shareholders representing at least two-thirds of both the number of votes cast as well as the shares represented at the general meeting in order to be valid.

#### **NUMBER OF SHARES AND VOTES**

The total number of shares in the company as of the date of this notice amounts to 198,834,197 shares, of which 7,619,439 shares are of series A, corresponding to 7,619,439 votes, and 191,214,758 shares are of series B, corresponding to 19,121,475.8 votes. The total number of votes in the company amounts to 26,740,914.8.

#### **SHAREHOLDERS' RIGHT TO REQUEST INFORMATION**

The board of directors and the managing director shall, if any shareholder so requests and the board of directors considers that it can be done without significant harm to the company, provide information on circumstances that may affect the assessment of an item on the agenda and circumstances that may affect the assessment of the company's financial situation. The duty of disclosure also applies to the company's relationship with another group company, the consolidated financial statements and such circumstances regarding subsidiaries as referred to in the previous sentence.

#### **DOCUMENTATION**

Complete proposals for resolutions and other documentation to be made available prior to the annual general meeting in accordance with the Swedish Companies Act and the Swedish Corporate Governance Code will be made available at the company's address Grev Turegatan 30, 114 38 Stockholm and on the company's website ([www.addvisigroup.se](http://www.addvisigroup.se)) no later than three weeks prior to the annual general meeting and will be sent to shareholders who so request and provide their e-mail or postal address. Such request can be sent by e-mail to Hanna Myhrman, or by post to ADDvise Group AB (publ), Attn. Hanna Myhrman, Grev Turegatan 30, 114 38 Stockholm.

## **PROCESSING OF PERSONAL DATA**

For information on how the company processes your personal data in connection with the annual general meeting, please refer to the privacy policy available on Euroclear Sweden AB's website, [https://www.euroclear.com/dam/ESw/Legal/Privacy-policybolagsstammor\\_svenska.pdf](https://www.euroclear.com/dam/ESw/Legal/Privacy-policybolagsstammor_svenska.pdf), and the company's website, <https://www.addvisigroup.se/dokumentation/policy/>.

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Stockholm in March 2024  
**ADDvise Group AB (publ)**  
*The board of directors*