

PRESS RELEASE 2023-03-20

NOTICE OF THE ANNUAL GENERAL MEETING OF CELL IMPACT AB (PUBL)

The shareholders of Cell Impact AB (publ), reg. no. 556576-6655, are hereby invited to participate in the annual general meeting to be held on Thursday 20 April 2023, 14.00 hours (CET), at the premises of Cell Impact AB (publ) on Källmossvägen 7A in Karlskoga, Sweden. Registration from 13.30 hours (CET).

This is an unofficial translation of the original Swedish notice to the annual general meeting. In the event of any discrepancy between the versions, the Swedish version shall prevail.

The company will arrange a joint round-trip transport between Stockholm and Karlskoga in connection with the general meeting. The company's shareholders will also be offered to participate in a site visit which will be arranged on the day of the general meeting. More information regarding the transport and the site visit will be posted on the company's website <https://investor.cellimpact.com/> under the tab "Shareholder meetings".

The board of directors has decided that shareholders shall be able to exercise their voting rights at the annual general meeting also by postal voting in accordance with the company's articles of association. The shareholders may thus choose to exercise their voting rights at the meeting by physical participation, by proxy or by postal vote.

Registration and notification

Participation in the meeting room

Anyone wishing to attend the annual general meeting in the meeting room in person or by proxy:

- *must* be listed as a shareholder in the share register produced by Euroclear Sweden AB regarding the conditions on Wednesday 12 April 2023; and
- *must* notify the company of their attendance no later than on Friday 14 April 2023.

Notification shall be made by either a digital form which is available on the company's website <https://investor.cellimpact.com/> under the tab "Shareholder meetings", by post to Wåhlin Advokater AB, att. Cell Impact, Nybrogatan 39, 114 39 Stockholm, Sweden or via telephone: +46 76 126 39 16. In the notification, shareholders must state their name, address, telephone number and personal identity number (Swedish citizens only) or corporate identity number. The shareholder or its proxy may bring up to two advisors. The number of advisors shall be notified in the same way as the shareholder.

Shareholders who wish to exercise their voting right at the annual general meeting through proxy must issue a dated and signed power of attorney. The power of attorney, together with a registration certificate or corresponding authorization documents for owners who are legal persons, shall be sent to the company on the above address before the annual general meeting. A proxy form is available for download on the company's website <https://investor.cellimpact.com/> under the tab

“Shareholder meetings” and will be sent to shareholders who so request and state their postal address by phoning +46 76 126 39 16.

Participation by postal vote

Anyone wishing to attend the annual general meeting by postal vote, in person or by proxy:

- *must* be listed as a shareholder in the share register produced by Euroclear Sweden AB regarding the conditions on Wednesday 12 April 2023; and
- *must* no later than Friday 14 April 2023 notify the company of their attendance by casting their postal vote according to the instructions below so that the postal vote is received by the company no later than that day.

For postal voting, a special form shall be used. Preferably a digital form shall be used, which will be available on the company’s website <https://investor.cellimpact.com/> under the tab “Shareholder meetings” at the latest from Thursday 30 March 2023, whereby voting is made electronically by BankID or other identification method. For shareholders who do not wish to vote by electronic postal vote, a physical form for postal voting will be available at the latest on Thursday 30 March 2023 and will be sent to shareholders who so request and state their postal address by phoning +46 76 126 39 16. The form is to be completed, signed and sent by post to the company on address Wåhlin Advokater AB, att. Cell Impact, Nybrogatan 39, 114 39 Stockholm, Sweden.

Anyone who wants to participate in the meeting room of the annual general meeting in person or by proxy must notify the company of their attendance in accordance with the instructions under the heading “Participation in the meeting room” above. This means that a notification of attendance by casting a postal vote only is not enough for those who want to participate in the meeting room.

Shareholders who wish to exercise their postal voting right by proxy must issue a dated and signed power of attorney. The power of attorney, together with a registration certificate or corresponding authorization documents for owners who are legal persons, must be attached to the postal vote. A proxy form is available for download on the company’s website <https://investor.cellimpact.com/> under the tab “Shareholder meetings” and will be sent to shareholders who so request and state their postal address by phoning +46 76 126 39 16.

Shares registered in the name of a custodian

To have the right to participate in the annual general meeting shareholders whose shares are registered in the name of a custodian must, as well as notify the company of their attendance, temporarily have their shares registered in their own names (so called voting rights registration) in order to be included in the share register as of Wednesday 12 April 2023. Shareholders must therefore, well in advance, contact the custodian in accordance with the custodian’s routines and request such registration. Registration of voting rights made by the custodian no later than Friday 14 April 2023 will be taken into account when procuring the share register.

Proposed agenda

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

4. Approval of the agenda
5. Election of one or two persons to check the minutes
6. Determination of whether the general meeting has been duly convened
7. Presentation by the company's CEO
8. Presentation of the annual report and the auditor's report, as well as the consolidated report and the consolidated auditor's report
9. Decisions regarding:
 - a) adoption of the profit and loss account and balance sheet as well as the consolidated profit and loss account and the consolidated balance sheet
 - b) allocation of the company's profit or loss as shown in the adopted balance sheet
 - c) discharge from liability of the directors of the board and the managing director
10. Decision on the number of board members, auditors and any deputies to them
11. Decision on remuneration to the board members and the auditors
12. Election of board members, chairman, auditors and any deputies to them
13. Election of members of the nomination committee and decision on guidelines for the nomination committee
14. Decision on authorizing the board of directors to decide upon issue of shares, warrants and/or convertibles
15. Closing of the annual general meeting

Section 2, election of the chairman of the general meeting

The nomination committee proposes that lawyer Anna-Maria Heidmark Green is elected as chairman of the general meeting, or if she cannot attend, the person a representative of the nomination committee proposes.

Section 10, decision on the number of board members, auditors and any deputies to them

The nomination committee's proposal for number of board members and any deputies to them will be announced by press release and posted on the company's website <https://investor.cellimpact.com/> no later than 30 March 2023.

The nomination committee proposes that the company for the period until the end of the next annual general meeting shall have one auditor without a deputy auditor.

Section 11, decision on remuneration to the board members and the auditors

The nomination committee's proposal for remuneration to the board members will be announced by press release and posted on the company's website <https://investor.cellimpact.com/> no later than 30 March 2023.

The nomination committee proposes that remuneration to the auditor shall be paid on an ongoing basis in accordance with invoices approved by the company.

Section 12, election of board members, chairman, auditors and any deputies to them

The nomination committee's proposal for the election of board members, chairman and any deputies to them will be announced by press release and posted on the company's website <https://investor.cellimpact.com/> no later than 30 March 2023.

The nomination committee proposes re-election of the registered auditing company PricewaterhouseCoopers AB as auditor for the period until the end of the next annual general meeting. PricewaterhouseCoopers AB has announced that if PricewaterhouseCoopers AB is elected, the authorized public accountant Sebastian Månsson will be main responsible.

Section 13, election of members of the nomination committee and decision on guidelines for the nomination committee

The nomination committee proposes that the nomination committee for the period until the end of the next annual general meeting shall consist of three members and proposes re-election of Mattias Klintemar, the company's chairman of the board and Kjell Östergren as members for the period until the end of the next annual general meeting. Mattias Klintemar is proposed to be the chairman of the nomination committee. In the event that a member of the nomination committee resigns before its assignment is completed, the chairman of the nomination committee (or the company's chairman of the board in the event the chairman of the nomination committee resigns) shall contact the largest shareholder in terms of votes who has not already appointed a member and ask such shareholder to appoint a member. If this shareholder does not wish to appoint a member, the second largest is asked, etc. Changes in the composition of the nomination committee shall be posted on the company's website.

No remuneration shall be paid to the members of the remuneration committee. However, the nomination committee may charge the company for reasonable costs that arise in the nomination process.

The nomination committee shall prepare proposals for the following resolutions prior to the 2024 annual general meeting:

- 1) proposal of election of chairman of the annual general meeting,
- 2) proposals for the number of board members, auditors and any deputies to them,
- 3) proposals for remuneration to the board and remuneration to the company's auditors,
- 4) proposals for the election of board members and any deputies to them,
- 5) proposal for election of chairman of the board,
- 6) proposals for the election of auditors and any deputies to them, and
- 7) proposals for the election of members to the nomination committee or principles for the appointment of members to the nomination committee and proposal for decisions on guidelines for the nomination committee.

Section 14, decision on authorizing the board of directors to decide upon issue of shares, warrants and/or convertibles

The board proposes that the general meeting authorizes the board to decide upon the issue of shares, warrants and/or convertibles until the next annual general meeting and within the limits of the articles of association, on one or more occasions, with or without deviation from the shareholders' preferential rights. However, such decisions on issues may lead to an increase in the

company's share capital by a maximum of 20 percent, calculated on the size of the share capital the first time the authorization is used. Issues may be made against cash payment, issue in kind and/or set-off, or otherwise be combined with conditions. Issues will be made in order to increase production capacity and build the organization to enable future growth. If the board of directors decides on a share issue with deviation from the shareholders' preferential rights, the issue shall be carried out on market terms.

Furthermore, the board proposes that the board, or the person appointed by the board, shall have the right to make minor changes to the general meeting's decision which may be required in connection with registration with the Swedish Companies Registration Office or for other administrative reasons.

Shareholders' right to receive information

At the annual general meeting the shareholders have the right to, if the board of directors considers that this can be done without significant damage to the company, receive information about any circumstances that may affect the assessment of a matter in the agenda or the company's financial situation (i.e., the right to question as stated in chapter 7 section 32 and 57 of the Swedish Companies Act).

Special majority requirements

A decision in accordance with section 14 requires that it is supported by shareholders representing at least two thirds of both the votes cast and the shares represented at the general meeting.

Complete proposals and available documents

The nomination committee's proposals for decisions pursuant to section 2 and 13 and the board's proposal for a decision pursuant to section 14 on the agenda are complete. The nomination committee's proposals for decisions pursuant to section 10-12 will be announced by press release and posted on the company's website <https://investor.cellimpact.com/> no later than 30 March 2023.

The annual report (including the board's proposal on disposition of the company's results) and the auditor's report for 2022 will be available at the company and on the company's website https://investor.cellimpact.com from Friday 24 March 2023 and will be sent by post to the shareholders who so request and state their postal address by phoning +46 76 126 39 16.

Shares and votes

At the time of this notice, the total number of shares and votes in the company amount to 75,826,928.

Processing of personal data

Cell Impact AB (publ), reg. no 556576-6655, registered in Karlskoga, is the controller of the processing of personal data performed by the company or its service providers in connection with the annual general meeting. For information on how personal data is processed, please see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>

March 2023
Cell Impact AB (publ)
Board of directors