



## NOTICE CONVENING THE 2024 ANNUAL GENERAL MEETING

Genovis AB will hold its Annual General Meeting of Shareholders at 5:00 p.m. on May 15, 2024, at Karl Johans väg 104, Kävlinge.

4:30 p.m. – 4:50 p.m. Registration      5:00 pm Annual General Meeting convened

### **Right to participate. Registration**

Shareholders who are registered in the register of shareholders maintained by Euroclear Sweden AB on May 6, 2024, and who have notified the company of their intention to attend the Annual General Meeting by no later than May 8, 2024, preferably before 3:00 p.m., have the right to attend the Annual General Meeting. Notification may be made by mail at Genovis AB c/o Advokatfirman Källén AB, Stora Tomegatan 5, 223 51 Lund, or per e-mail: [arne@advkallen.se](mailto:arne@advkallen.se). Upon notification, shareholders must provide their name/company name, personal identity number/corporate identity number, address and phone number. Information about the number of assistants (maximum two) that the shareholder intends to bring to the meeting should also be included.

Shareholders whose shares are registered in the name of a nominee must, in order to be entitled to attend the meeting, request that their nominee re-register their shares in their own name, so that the shareholder is registered in the shareholder register on May 6, 2024. Such registration may be temporary (so-called “voting right registration”) and is requested from the nominee in accordance with the nominee’s procedures at such time in advance as determined by the nominee. Voting rights registration that has been made by the nominee not later than Wednesday, May 8, 2024 will be taken into account in the preparation of the share register.

### **Proxy**

Shareholders who are represented by proxy shall issue a written, signed and dated power of attorney for the proxy. Shareholders should submit the power of attorney together with the notification of their intention to participate at the AGM. The expiry date of the proxy document may be no more than five years from its issue. Proxy forms are available on the company’s website, <https://investor.genovis.com/en/corporate-governance/general-meeting/>. Representatives of legal entities must present a copy of the certificate of registration or equivalent authorization documents showing the authorized signatory.

### **Proposed Agenda**

1. Opening of the Meeting.
2. Election of Chairman of the Meeting.
3. Preparation and approval of voting list.
4. Approval of the agenda.
5. Election of individuals to verify the minutes.

6. Consideration of whether the meeting had been duly convened.
7. Presentation of the annual report and the consolidated accounts as well as the audit report.
8. Speech by the Chief Executive Officer.
9. Resolutions on:
  - a. adoption of the Income Statement and the Balance Sheet, as well as the Consolidated Income Statement and the Consolidated Balance Sheet,
  - b. allocation of the Company's result in accordance with the adopted balance sheet,
  - c. discharge from liability to the company of the Directors and the Chief Executive Officer.
10. Resolution regarding number members of the Board and deputy members.
11. Resolution regarding directors' fees.
12. Election of Directors and Chairman of the Board.
13. Resolution on fees to auditors.
14. Election of auditor.
15. Appointment of members to the Nomination Committee and adoption of guidelines for the Nomination Committee
16. Resolution authorizing the Board of Directors to decide on the issuance of shares.
17. Authorization of the Chief Executive Officer to make such formal adjustments to the resolutions as may be necessary in conjunction with registration and implementation thereof.
18. Adjournment.

#### **Item 2. Election of Chairman of the Meeting**

The Nomination Committee proposes that attorney Arne Källén chair the meeting.

#### **Item 10 Resolution regarding number of Board members and deputy members**

The Nomination Committee proposes that the Board shall consist of five members without deputies.

#### **Item 11 Determination of fees for members of the Board of Directors**

The Nomination Committee proposes that fees until the close of the next Annual General Meeting shall be paid in the amount of SEK 200,000 to each Board member who is not employed by the company and SEK 400,000 to the Chairman of the Board.

**Item 12. Election of Directors and Chairman of the Board.**

The Nomination Committee proposes:

Re-election of Board members Torben Jørgensen, Mikael Lönn, Steve Jordan, Magnus Gustafsson and Lotta Ljungqvist.

Re-election of Torben Jørgensen as Chairman of the Board.

**Item 13 Resolution on fees to auditors**

The Nomination Committee proposes that remuneration to the auditors shall be paid on approved account.

**Item 14 Election of auditor**

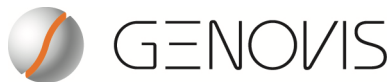
The Nomination Committee proposes re-election of registered auditing firm Öhrlings PricewaterhouseCoopers AB (“**PWC**”). PWC has announced that in the event that PWC is elected, Neda Feher will be appointed auditor in charge.

**Item 15 Appointment of members to the Nomination Committee and adoption of guidelines for the Nomination Committee**

The Nomination Committee proposes that the Committee for the 2025 AGM will consist of representatives of the four largest shareholders as of September 30, 2024. The Nomination Committee shall appoint a chairman from among its members. It is incumbent upon the Chairman of the Board to convene the Nomination Committee. Should a shareholder decline to participate on the Nomination Committee, the right to appoint a representative shall be transferred to the next largest shareholder not represented in the committee. If deemed appropriate as a result of ownership changes, the Nomination Committee shall invite additional shareholders to join the Nomination Committee, though the total number of members may not exceed five. In the event a member of the Nomination Committee leaves the Committee before its work is completed, the Chairman of the Board, if the Nomination Committee deems necessary, shall invite the same shareholder or, if the latter is no longer one of the major shareholders, the shareholder next entitled, in terms of size of shareholding, to appoint a replacement. Such a change shall be announced on the company’s website. The Nomination Committee will prepare proposals for the 2025 Annual General Meeting for resolution as regards chairman at the meeting, Chairman of the Board and other directors, remuneration of directors and auditors, and principles for appointing the Nomination Committee. The Nomination Committee mandate runs until a new committee is appointed. The Nomination Committee proposes that remuneration will only be paid for direct costs associated with the assignment.

**Item 16 The Board’s proposal authorizing the Board of Directors to decide on the issuance of shares.**

The Board proposes that the Meeting authorize the Board, on one or more occasions until the next Annual General Meeting, with or without preferential rights for shareholders, to issue new shares, convertible bonds or warrants. New shares may be paid for in cash and/or in kind or set-off or on other terms. This decision would mean that the share capital could be increased up to a maximum total of SEK 1,625,000 through the issuance of a maximum total of 6,500,000 new shares. When deciding on issuances without preferential rights for shareholders, the subscription shall be market-based at the time of the issue resolution.



The reason for the possible deviation from shareholders' preferential rights is to broaden the ownership group, acquire, or facilitate the raising of working capital, increase the liquidity of shares, carry out acquisitions, or procure or permit the raising of capital for acquisitions.

*For a valid resolution under this item, the Meeting's resolution must be supported by shareholders representing at least two thirds of both the voting rights and the shares represented at the Meeting.*

### **Documents**

The annual report, audit report, articles of association, proxy form and the other proposals for motions will be available at the Company's office at Karl Johans väg 104, Kävlinge, and on the Company's website [www.genovis.com](http://www.genovis.com) as of April 24, 2024, and will be sent, upon request, to shareholders who provide their mailing address.

### **Number of shares and votes**

At the time of issuance of this notice, the total number of shares and votes in the company is 65,465,714.

### **Information at the Annual General Meeting**

Shareholders are reminded of their right to request information from the Board of Directors and the Chief Executive Officer pursuant to Chapter 7, sections 32 and 57 of the Swedish Companies Act. A request for such information shall be submitted in writing to Genovis AB, Attn: Legal, Box 4, 244 21 Kävlinge, Sweden or by e-mail to: [legal@genovis.com](mailto:legal@genovis.com). The information must be sent to the shareholder who has requested it and be kept available in writing at the company and on the company's website no later than May 10, 2024.

Lund, April 2023

**Genovis AB (publ)**

*Board of Directors*

*This is a translation of the Swedish original. In the event of any discrepancy between this translation and the Swedish original, the Swedish version shall prevail.*