

## **Notice of Annual General Meeting in Re:NewCell AB**

The shareholders of Re:NewCell AB, Reg. No. 556885-6206, with registered office in Stockholm, Sweden ("**Re:NewCell**" or the "**Company**"), are hereby summoned to the Annual General Meeting on Tuesday, 17 May 2022.

The Board of Directors of the Company has decided that the Annual General Meeting is to be held only through postal voting pursuant to temporary legislation. This means that the Annual General Meeting will be conducted without the physical presence of shareholders or representatives. Shareholders will only be able to participate in the Annual General Meeting by postal voting and submitting questions in advance in the manner described below.

Information on the resolutions passed at the Annual General Meeting will be disclosed on Tuesday, 17 May 2022, when the outcome of the postal voting has been confirmed.

A statement in which Managing Director Patrik Lundström comments on the Company's operations will be published on the Company's website, [www.renewcell.com](http://www.renewcell.com), on 17 May 2022.

### **Right to attend**

Shareholders who wish to participate in the Annual General Meeting must

1. be registered as of 9 May 2022 in the share register kept by Euroclear Sweden AB, and
2. give notice of participation no later than 16 May 2022 by casting its postal vote in accordance with the instructions under the heading "*Postal voting*" below so that the postal vote is received by the Company no later than that day.

### **Nominee-registered shares**

In order to be entitled to participate in the Annual General Meeting, a shareholder whose shares are nominee-registered must, in addition to giving notice of participation in the Annual General Meeting, register its shares in its own name so that the shareholder is registered in the share register kept by Euroclear Sweden AB as of the record date on 9 May 2022. Such registration may be temporary (so-called voting rights registration), and request for such voting rights registration shall be made to the nominee in accordance with the nominee's routines at such a time in advance as decided by the nominee. Voting rights registrations made no later than the second banking day after 9 May 2022 are taken into account in the presentation of the share register.

### **Postal voting**

Shareholders may exercise their voting rights at the Annual General Meeting only by postal voting in advance in accordance with Section 22 of the Act (2022:121) on temporary exceptions to facilitate the execution of general meetings in companies and other associations.

Shareholders who wish to postal vote must use the postal voting form, which is available on the Company's website, [www.renewcell.com](http://www.renewcell.com), and from the Company at Cardellgatan 1, SE-114 36 Stockholm, Sweden. The postal voting form is considered as notice to participate at the Annual General Meeting.

The completed and signed form must be received by the Company no later than Monday, 16 May 2022. The completed and signed form must be sent by mail to Re:NewCell AB, Cardellgatan 1, SE-114 36 Stockholm, Sweden, marked "AGM", or by e-mail to [investors@renewcell.com](mailto:investors@renewcell.com). If the shareholder is a legal person, a registration certificate or other authorization document must be attached to the form.

Shareholders may not provide special instructions or conditions to the postal vote. If so, the vote (i.e., the entire postal vote) is invalid. Further instructions and conditions can be found in the postal voting form.

Shareholders who wish to submit its postal vote by proxy must issue a written and dated power of attorney for their representative. If the power of attorney is issued by a legal person, a copy of the registration certificate or equivalent for the legal person must be attached. Proxy form is available on the Company's website, [www.renewcell.com](http://www.renewcell.com), and must be attached to the postal voting form.

## **Proposed agenda**

- 1 Election of Chairman of the Annual General Meeting.
- 2 Preparation and approval of the voting list.
- 3 Approval of the agenda.
- 4 Election of one or two persons to attest the minutes.
- 5 Determination of whether the Annual General Meeting has been duly convened.
- 6 Presentation of the annual report and auditor's report, and of the consolidated accounts and consolidated auditor's report.
- 7 Resolution on:
  - a. adoption of the income statement and balance sheet, and the consolidated income statement and consolidated balance sheet,
  - b. appropriation of the Company's result according to the adopted balance sheet,
  - c. discharge from liability for the members of the Board of Directors and the Managing Director.
- 8 Resolution on the number of members of the Board of Directors.
- 9 Determination of fees to the members of the Board of Directors.
- 10 Election of members of the Board of Directors and Chairman of the Board.
- 11 Resolution on the number of auditors and deputy auditors.
- 12 Determination of fees to the auditor.
- 13 Election of auditor.
- 14 Resolution on adoption of changes in the Articles of Association.
- 15 Resolution on authorization for the Board of Directors to resolve upon issues of shares, warrants and/or convertible instruments.
- 16 Resolution on principles for appointment of a Nomination Committee.

## **Proposed resolutions**

### **Item 1 – Election of Chairman of the Annual General Meeting**

The Nomination Committee proposes that Dain Hård Nevonen from Advokatfirman Vinge, or in the event of his absence, the person appointed by the Nomination Committee instead, be elected Chairman of the Annual General Meeting.

### **Item 2 – Preparation and approval of the voting list**

The voting list proposed to be approved under item 2 on the agenda is the voting list prepared by the Chairman of the Annual General Meeting on behalf of the Company, based on the general meeting share register and received postal votes, as verified and confirmed by the persons elected to attest the minutes.

**Item 4 – Election of one or two persons to attest the minutes**

The Board of Directors proposes that Malcolm Norlin and Boris Gyllhamn, or in the event of absence of any or both, the person or persons designated by the Board of Directors instead, be elected to attest the minutes. The tasks of the persons elected to attest the minutes also include verifying the voting list and that received postal votes are correctly reproduced in the minutes of the meeting.

**Item 7 b – Appropriation of the Company's result according to the adopted balance sheet**

The Board of Directors proposes that no dividend is paid and that available profits are carried forward.

**Item 8 – Resolution on the number of members of the Board of Directors**

The Nomination Committee proposes that the number of members of the Board of Directors shall be six.

**Item 9 – Determination of fees to the members of the Board of Directors**

The Nomination Committee proposes that the fees to the Board of Directors shall be the following (fees for 2021 in brackets):

- SEK 300,000 (220,000) to the Chairman of the Board and SEK 150,000 (120,000) to each of the other Board members elected by the Annual General Meeting. However, no fee shall be paid to Board members who are employed in the Company or dependent in relation to major shareholders, and
- SEK 125,000 (125,000) to the Chairman of the Audit Committee and SEK 60,000 (60,000) to each of the other members of the Audit Committee, and SEK 20,000 (20,000) to the Chairman of the Remuneration Committee and SEK 15,000 (15,000) to each of the other members of the Remuneration Committee.

**Item 10 – Election of members of the Board of Directors and Chairman of the Board**

The Nomination Committee proposes re-election of the Board members Mia Hemmingson, Om Bhatia, Anna Attemark, Helene Willberg and Henrik Ager as well as election of Michael Berg. All members are elected for the period until the end of the next Annual General Meeting. It is noted that Mia Hemmingson has declined re-election as Chairman of the Board. The Nomination Committee proposes that Michael Berg is elected Chairman of the Board.

Michael Berg, who is proposed as a new Board member and Chairman of the Board, was born in 1964 and holds a degree in Business Administration from the Stockholm School of Economics. Michael Berg is currently Chairman of Lowenco A/S, Babybjörn AB and Proxify AB and has previously held several international leadership roles within Tetra Pak, been CEO of Envirotainer and Polygon AB and Chairman of companies such as the construction waste recycling company Sortera AB. With many years of international experience in both operations and board positions in listed and unlisted companies and expertise in rapid international scale-up, Michael Berg will bring knowledge from many industries and companies that have grown rapidly and successfully under his leadership.

**Item 11 – Resolution on the number of auditors and deputy auditors**

The Nomination Committee proposes that one registered accounting firm be appointed as auditor, without deputy auditors.

**Item 12 – Determination of fees to the auditor**

The Nomination Committee proposes that the auditor's fees be paid as per approved invoice.

### **Item 13 – Election of auditor**

The Nomination Committee proposes, in accordance with the recommendation of the Audit Committee, re-election of the registered accounting firm Mazars AB as the Company's auditor for the period until the end of the next Annual General Meeting. Mazars AB has informed that the Authorized Public Accountant Michael Olsson will be appointed auditor in charge, should Mazars AB be elected as auditor.

### **Item 14 – Resolution on adoption of changes in the Articles of Association**

The Board of Directors proposes a new 11 § and 12 § of the Articles of Association, and, as a result thereof, the numbering of the subsequent articles is adjusted. The proposal to adopt a new 11 § is proposed to enable the Board of Directors to collect powers of attorneys in accordance with the procedure described in Chapter 7, Section 4 of the Swedish Companies Act and to authorize the Board of Directors to decide that the shareholders shall be entitled to exercise their voting rights by post prior to a general meeting. A new 12 § is also proposed allowing the Board of Directors to resolve that persons who are not shareholders may participate at the general meeting.

#### *11 § Collection of powers of attorneys and postal voting*

*The board of directors may collect powers of attorney in accordance with the procedure described in Chapter 7, Section 4, second paragraph 2 of the Swedish Companies Act (2005:551).*

*The board of directors has the right before a shareholders' meeting to decide that shareholders shall be able to exercise their right to vote by post before the shareholders' meeting.*

#### *12 § The right for persons not being shareholders to attend a shareholders' meeting*

*The board of directors may resolve that persons not being shareholders of the company shall be entitled, on the conditions stipulated by the board of directors, to attend or in any other manner follow the discussions at a shareholders' meeting.*

### **Item 15 – Resolution on authorization for the Board of Directors to resolve upon issues of shares, warrants and/or convertible instruments**

The Board of Directors proposes that the Annual General Meeting resolves to authorize the Board of Directors to, on one or several occasions until the next Annual General Meeting, with or without preferential rights for the shareholders, resolve upon issues of shares, warrants and/or convertible instruments. The total number of shares that may be issued under the authorization (including any new shares following exercise or conversion of warrants or convertible instruments issued under the authorization) may correspond to an increase of the share capital by no more than ten percent at the time the authorization is used for the first time. Resolutions by support of the authorization may include provisions on non-cash, set-off or cash payment.

The purpose of the authorization and the reasons for any deviation from the shareholders' preferential rights is that issues should be able to take place in order to increase the Company's financial flexibility and the Board of Director's room for maneuver. To the extent than an issue by support of the authorization takes place with deviation from the shareholders' preferential rights, the issue shall take place on market terms.

The Board of Directors, or the person appointed by the Board of Directors, shall have the right to make the minor adjustments to the authorization that may prove necessary in connection with registration with the Swedish Companies Registration Office.

#### **Item 16 – Resolution on principles for appointment of a Nomination Committee**

The Nomination Committee proposes that the Annual General Meeting resolves on the principles for appointment of a Nomination Committee for the Annual General Meeting 2023 as set out below.

The Nomination Committee shall comprise the Chairman of the Board together with one member appointed by each of the three largest shareholders, based on ownership in the Company as of the expiry of the third quarter of the financial year. Should any of the three largest shareholders renounce its right to appoint a member to the Nomination Committee, such right shall transfer to the shareholder who then in turn, after these three, is the largest shareholder in the Company. The Chairman of the Board of Directors shall convene the Nomination Committee. The member appointed by the largest shareholder shall be appointed Chairman of the Nomination Committee, unless the Nomination Committee unanimously appoints someone else.

Should a shareholder having appointed a member to the Nomination Committee no longer be among the three largest shareholders at a point in time falling three months before the Annual General Meeting at the latest, the member appointed by such shareholder shall resign and the shareholder who is then among the three largest shareholders shall have the right to appoint one member to the Nomination Committee. Unless there are specific reasons otherwise, the already established composition of the Nomination Committee shall, however, remain unchanged in case such change in the ownership is only marginal or occurs during the three-month period prior to the Annual General Meeting. Should a member resign from the Nomination Committee before his or her work is completed, the shareholder who has appointed such member shall appoint a new member, unless that shareholder is no longer one of the three largest shareholders, in which case the largest shareholder in turn shall appoint the substitute member. A shareholder who has appointed a member to the Nomination Committee shall have the right to discharge such member and appoint a new member.

Changes to the composition of the Nomination Committee shall be announced immediately. The term of the office for the Nomination Committee ends when the next Nomination Committee has been appointed. The Nomination Committee shall carry out its duties as set out in the Swedish Code of Corporate Governance.

### **Other information**

#### **Nomination Committee**

The Nomination Committee consists of Per Olofsson (appointed by Girincubator AB), Nanna Andersen (appointed by H&M Fashion AB), Suzanne Sandler (appointed by Handelsbanken Fonder) as well as Mia Hemmingson (Chairman of the Board).

#### **Majority requirements**

To be valid, resolutions pursuant to the proposals under items 14 and 15 on the proposed agenda must be supported by shareholders representing no less than two-thirds of the votes cast and the shares represented at the Annual General Meeting.

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

At the time of issuance of this notice, the total number of shares in Re:NewCell, as well as the total number of voting rights, amounts to 30,857,276. The Company holds no treasury shares.

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

In accordance with Chapter 7, Section 32 of the Swedish Companies Act 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 material harm to the Company, provide information at the meeting about circumstances that may affect the assessment of an item on the agenda, circumstances that may affect the assessment of the Company's or subsidiary's financial position and the Company's relationship to other group companies.

Due to the fact that the Annual General Meeting will be held without a physical meeting, requests for information must be submitted in writing by mail to the address Cardellgatan 1, SE-114 36 Stockholm, Sweden, or by e-mail to [investors@renewcell.com](mailto:investors@renewcell.com), no later than 7 May 2022. Such information is provided by being kept available from the Company at the address Cardellgatan 1, SE-114 36 Stockholm, Sweden, and on the Company's website, [www.renewcell.com](http://www.renewcell.com), no later than 12 May 2022. The information is also sent within the same time to shareholders who so request and provide their postal or e-mail address.

### **Available documents**

The Nomination Committee's and the Board of Director's complete proposals are presented in this notice, which is available from the Company and on its website as detailed below.

Accounting documents and the accompanying auditor's report will be kept available from the Company for at least three weeks before the Annual General Meeting. The documents will also be available on the Company's website, [www.renewcell.com](http://www.renewcell.com).

Copies of the above documents are also sent to the shareholders who so request and provide their postal address.

Information on all proposed members of the Board of Directors and the Nomination Committee's reasoned opinion regarding proposals for the Board of Directors is available on the Company's website, [www.renewcell.com](http://www.renewcell.com).

### **Processing of personal data**

For information about how your personal data are processed, see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

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**Re:NewCell AB**  
Stockholm in April 2022  
*The Board of Directors*