

## **PROPOSED RESOLUTIONS AT THE ANNUAL GENERAL MEETING OF CERENO SCIENTIFIC AB (PUBL)**

### **Proposed resolutions by the nomination committee**

In accordance with the Annual General Meeting's principles adopted last year, the nomination committee shall be composed of one member appointed by the Company's largest shareholder, or group of shareholders, as per 31 May 2022, one member appointed by a shareholder group consisting of the Company's founders Sverker Jern and Niklas Bergh, and one member shall be the chairman of the Board of Directors. The nomination committee has been comprised of Cihan Punar, Sverker Jern, and Catharina Bäärnhjelm.

#### 2. Election of chairman of the meeting

The nomination committee proposes attorney Eric Ehrencrona from MAQS Advokatbyrå or, in the event of an impediment, the person appointed by the nomination committee to be elected as the chairman of the Annual General Meeting.

#### 10. Resolution regarding determination of the number of directors, deputies, and auditors

The nomination committee proposes that five board members and no deputy board members be appointed for the period until the end of the next Annual General Meeting.

Furthermore, it is proposed that one auditor be appointed until the end of the next Annual General Meeting.

#### 11. Resolution regarding determination of the fees payable to the directors and the auditors

The nomination committee proposes that the fee paid to the directors for the period from the present Annual General Meeting until the end of the next Annual General Meeting be distributed as follows (previous year in brackets): fee of three (two) price base amounts to each of the directors and six (four) price base amounts to the chairman of the Board of Directors. The price-base amount per 2023 shall be applied.

If the general meeting resolves according to the nomination committee's proposal as regards the composition of the Board of Directors, the total fee will amount to SEK 945,000 (previous year SEK 772,800).

If the Board of Directors within itself chooses to set up committees, it is proposed that no fee should be paid to these since the committees in such case will consist of the Board of Directors.

It is proposed that fees be paid to the auditor according to invoice approved by the Company.

#### 12. Election of the Board of Directors and auditor

The nomination committee proposes re-election of the directors Sverker Jern, Anders Svensson, and Lena Mårtensson and new election of Jonas Fajjerson Säljö (previously deputy director) and Joakim Söderström. Catharina Bäärnhjelm and Klementina Österberg have declined re-election.

Furthermore, it is proposed new election of Joakim Söderström as the chairman of the Board of Directors.

Joakim Söderström is an entrepreneur and biotech investor with experience as CEO, board member, and chairman. Joakim is currently CEO of Svensk Bakgrundsanalys AB, CEO and board member of Quod Opto AB and J-TAC AB. Joakim was previously CEO of SäkerhetsBranschen and Vice President of Euroalarm. Moreover, Joakim has previously held multiple managerial positions within the Swedish Police Authority.

Further information about the other proposed directors can be found on the Company's website, [www.cerenoscientific.com](http://www.cerenoscientific.com).

It is proposed re-election of Frejs Revisorer AB as auditor of the Company. Frejs Revisorer AB has informed that in the event it is re-elected, Mikael Glimstedt will continue in his capacity as principal auditor.

### 13. Resolution regarding determination of principles for the nomination committee

The nomination committee proposes the following principles for the nomination committee (which correspond to the principles adopted at the previous Annual General Meeting):

The nomination committee shall be appointed according to the following principles. The Company's largest shareholder, or group of shareholders, as of 31 May 2023, shall have the right to appoint one member of the nomination committee. Furthermore, a shareholder group consisting of the Company's founders Sverker Jern and Niklas Bergh shall have the right to jointly appoint one member of the nomination committee. In addition, the nomination committee shall consist of the chairman of the Board of Directors, who shall also be the convener.

One of the members, but not the chairman of the Board of Directors, shall be appointed as chairman of the nomination committee. The nomination committee's term of office extends until a new nomination committee is appointed.

No compensation shall be paid to the members of the nomination committee. However, the nomination committee shall have the right to charge the Company with reasonable cost for evaluations, investigations, recruitment, and travels in connection with its work for the nomination committee.

The nominations committee shall present proposals to the Annual General Meeting 2024 for: a) election of chairman of the Annual General Meeting; b) resolution regarding the number of board members and deputy members; c) resolution regarding fees to the chairman of the board and each of the other board members (including work in the board committee); d) elections of board members

and deputy members; e) election of chairman of the Board of Directors; f) resolution regarding fee to auditor; g) election of auditor; and h) resolution regarding principles for the nominations committee.

If a member of the nominations committee resigns prior to completion of the work, and if the nominations committee deems that there is a need to replace the member, the nominations committee shall appoint a new member; primarily a member nominated by the shareholder which nominated the resigning member, under the condition that the shareholder remains the largest shareholder, or group of shareholders in the Company.

If any shareholder, who is asked by the nomination committee to propose a member, refrains from submitting a proposal, the nomination committee shall ask the next shareholder in order of size (as of 31 May 2023) who has not previously nominated a member to the nomination committee.

Changes in the nominations committee's composition shall be communicated by the chairman of the nominations committee to the chairman of the Company's Board of Directors as soon as possible. The change shall also be disclosed to the public.

#### **Proposed resolutions by the Board of Directors**

##### 9(b). Resolution on allocation of the Company's profit or loss according to the adopted balance sheet

The Board of Directors proposes that the Annual General Meeting resolves that the Company's result is allocated according to the Board of Directors' proposal in the annual report, i.e., available funds is balanced in the new account.

##### 14. Resolution regarding (a) adoption of new Articles of Association and (b) consolidation of shares

The Board of Directors' proposal in accordance with items (a)-(b) below are conditional on each other and the general meeting's resolution accordingly shall be adopted as on resolution. The resolution is only valid if it has been supported by shareholders representing at least 2/3 of both the votes cast and the votes represented at the general meeting.

###### *(a) adoption of new Articles of Association*

The Board of Directors propose, in order to enable the proposed consolidation of shares according to item (b) below, that the limits for the number of shares in the first paragraph of § 5 of the Articles of Association be changed from a minimum of 100 million shares and a maximum of 400 million shares to a minimum of 5 million shares and a maximum of 20 million shares, in accordance with below.

<b><i>Current wording</i></b>	<b><i>Proposed wording</i></b>
§ 5 Number of shares and series of shares	§ 5 Number of shares and series of shares  The number of shares in the company shall be minimum 5,000,000 and maximum 20,000,000.

The number of shares in the company shall be minimum 100,000,000 and maximum 400,000,000.	
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For clarification, only the first paragraph of § 5 of the Articles of Association is to be changed, which means that all other paragraphs in § 5 of the Articles of Association shall have the same wording as before.

The Board of Directors, or whoever the Board of Directors appoints, shall have the right to make such minor amendments that may prove necessary in connection with registration of the resolutions with the Swedish Companies Registration Office or Euroclear Sweden AB, or due to other formal requirements.

*(b) consolidation of shares*

The Board of Directors proposes that general meeting resolves to carry out a 1:20 consolidation of shares by consolidating twenty (20) shares into one (1) share. The reason for the consolidation is to achieve an appropriate number of shares for the Company.

The resolution shall be registered with the Swedish Companies Registration Office and the Board of Directors is authorized to determine the record date for the consolidation, which may not, however, be before the resolution of the consolidation of shares has been registered with the Swedish Companies Registration Office.

If a shareholder's holding of shares in the Company is not equivalent to a full quantity of new shares, i.e., is not evenly divisible by twenty (20), ownership of the excess shares shall be passed to the Company on the record date. Excess shares passed to the Company will be without unnecessary delay be sold at the Company's expense and will be executed through a securities institution. The payment which is realised in conjunction with the sale shall be divided among those who own the shares at the time when the ownership of excess shares passed to the Company in proportion to their interest in the shares sold.

Further information on the procedure of the consolidation of shares will be announced in connection with the Board of Directors' resolution on record date.

The Board of Directors, or whoever the Board of Directors appoints, shall have the right to make such minor amendments that may prove necessary in connection with registration of the resolutions with the Swedish Companies Registration Office or Euroclear Sweden AB, or due to other formal requirements.

15. Resolution regarding authorization for the Board of Directors to issue shares and/or warrants and/or convertibles

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors to resolve, on one or several occasions, on issue of shares and/or warrants and/or convertibles during the time until the next Annual General Meeting for payment in cash and/or with terms regarding set-

off or issue in kind or otherwise with terms and thereby deviate from the preferential right of the shareholders.

When exercising the authorization, the subscription price and other conditions shall be market-based, taking into account the market-based issue discount where applicable.

The number of shares that could be issued, or the number of shares that could be subscribed for through warrants, or the number of shares that convertibles could be converted into shall amount to a total that can be accommodated within the limits of the Articles of Association for the number of shares in case of full subscription, full conversion, or full exercise of warrants.

The purpose of the authorization and the reason to deviate from the preferential right of the shareholders is that issues shall be possible for financing the Company's business, commercialisation and development of the Company's products and/or acquisition of businesses, companies, or parts of companies and/or enable a broadening of the owner base of the Company.

For resolution according to the above, support by shareholders representing at least 2/3 of both the votes cast and the votes represented at the general meeting is required.

#### 16. Resolution regarding adjustment authorization

The Board of Directors, the CEO or the person appointed by the Board of Directors, shall be authorized to make such minor amendments of the resolution by the Annual General Meeting that may prove necessary in connection with registration of the resolutions.

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Gothenburg in May 2023  
**Cereno Scientific AB (publ)**  
*The Board of Directors*