

**NOTE: This is an unofficial translation of the original Swedish notice. In case of discrepancies, the Swedish version shall prevail.**

## NOTICE OF ANNUAL GENERAL MEETING IN RESPINOR AB (PUBL)

The shareholders of RESPINOR AB (publ), reg. no. 559348-1806, (the "**Company**") are hereby given notice to attend the Annual General Meeting (the "**AGM**") on 24 June 2026 at 14:00 CEST via digital connection. Registration starts at 13.30.

### Digital participation

The AGM will only be conducted digitally. Digital participation will take place through Microsoft Teams. Registered shareholders will receive a link to the email address provided by the shareholder before the AGM to join the AGM via Microsoft Teams. More detailed information on how digital participation works, including how the voting procedure will be conducted, will be provided to registered shareholders in connection with the link for participation being sent out. In order to participate in the AGM digitally, the participant must ensure that he/she has a functioning Microsoft Teams account and has access to an updated browser and internet connection throughout the Meeting

### Right to participate

Shareholders that wish to participate in the AGM shall be registered in the share register maintained by Euroclear Sweden AB no later than on 15 June 2026 and shall have notified the Company of their intention to participate at the AGM no later than on 17 June 2026. Notice to participate shall be given in writing by e-mail to [respinor@fredersen.se](mailto:respinor@fredersen.se) or by post to RESPINOR AB (publ) c/o Fredersen Advokatbyrå, Birger Jarlsgatan 8, 114 34 Stockholm, Sweden. The notice shall contain the shareholder's name, personal identity number or registration number, telephone number, e-mail address, and, where applicable, the number of advisors (maximum two).

### Representative

If a shareholder wishes to be represented by proxy, a power of attorney shall be issued to the proxy. The power of attorney is to be in writing, dated and duly signed by the shareholder. If the shareholder is a legal entity, a certificate of incorporation or a corresponding document shall be included with the notification. Please provide the power of attorney in original as well as certificate of incorporation and other documents of authority to the Company to the address mentioned above well in advance before the AGM. Power of attorney forms are available at the Company and on the Company's website, [www.respinor.com](http://www.respinor.com), and will be sent upon request to any shareholder who states their postal address.

### Nominee-registered shares

Shareholders whose shares are registered in the name of a nominee/custodian must register their shares in their own names in order to be entitled to participate at the AGM. Such registration, which may be temporary, must be effected no later than on 17 June 2025 and shareholders must, therefore, instruct their nominees well in advance thereof.

### Proposal of agenda

1. Opening of the Meeting
2. Election of Chairman of the Meeting
3. Preparation and approval of the voting register
4. Approval of the agenda
5. Election of one or two persons to attest the minutes
6. Determination as to whether the meeting has been duly convened
7. Presentation of the annual report and the auditor's report
8. Resolutions on
  - a) adoption of the profit or loss account and the balance sheet
  - b) allocation of the Company's profit according to the adopted balance sheet
  - c) discharge from liability for the Board members and the CEO
9. Resolution as to the number of Board members and auditors
10. Resolution on the remuneration to the Board of Directors and auditors
11. Election of Board members
  - 11.1 Anders Wold (re-election)
  - 11.2 Aage Bryn (re-election)
  - 11.3 Jan Fikkan (re-election)
  - 11.4 Marco Renoldi (re-election)
  - 11.5 Cathrine Lund Hadley (re-election)
  - 11.6 Otto Skolling (re-election)
12. Election of chairman of the Board  
Anders Wold (re-election)
13. Election of auditor (re-election)
14. Resolution on authorization for the Board of Directors to resolve on a new issue of shares, warrants or convertibles
15. Resolution to change the company category from public to private limited liability company

16. Resolution on post-sale purchase right clause in the Articles of Association
17. Resolution on amendment of the Articles of Association in order for the Company to cease being a CSD registered company
18. Closing of the meeting

## **Proposals**

### ***Proposal (item 2 and 9-13)***

Shareholders in the Company has proposed:

that Nina Johnsson is elected chairman of the AGM,

that the Board of Directors shall consist of six (previously six) Board members and no deputy Board members,

that one auditor with no deputy auditors is elected as auditor of the Company,

that remuneration to the Board shall be SEK 120,000 (previously SEK 120,000) to the chairman of the Board and SEK 80,000 (previously SEK 80,000) each to the Board members,

that remuneration to the auditor shall be in accordance with approved invoicing,

that Anders Wold, Aage Bryn, Jan Fikkan, Marco Renoldi, Otto Skolling and Cathrine Lund Hadley are re-elected as Board members for the period until the end of the next AGM,

that Anders Wold is re-elected as chairman of the Board, and

that the registered auditing company RSM Stockholm AB is re-elected as Auditor for the period until the end of the Annual General Meeting to be held in 2027. RSM Stockholm AB has notified that the authorised auditor Anneli Richardsson will continue as principal auditor if the AGM resolves in accordance with the proposal.

### ***Allocation of the Company's profit or loss (item 8b)***

The Board of Directors proposes that no dividend for the financial year 2025 is to be paid.

### ***Resolution on authorization for the Board of Directors to issue shares, warrants or convertibles (item 14)***

The Board of Directors proposes that the AGM authorizes the Board of Directors to, on one or several occasions during the period up to the next AGM, resolve on new issues of shares, warrants or convertibles, with or without deviation from the shareholders' pre-emption rights. Payment may be made in cash, through set-off, with capital contributed in kind, or otherwise as per conditions pursuant to Chapter 2, section 5, second paragraph, items 1–3 and 5 of the Swedish Companies Act. The number of shares that can be issued, or, in the event of an issue of warrants or convertibles, added after exercise or conversion, with the support of the authorization shall not be limited in any other way than by the limits for the share capital and number of shares, as set forth from time to time in the registered Articles of Association.

The purpose of the authorization is to increase the Company's financial flexibility and the Board's discretion. If the Board of Directors resolves on an issue with deviation from the shareholders' pre-emption rights, the reason shall be to broaden the ownership of the Company, raise working capital or enable the raising of working capital, increase the liquidity of the share or carry out corporate acquisitions.

### ***Resolution to change the company category from public to private limited liability company (item 15)***

The Board of Directors proposes that the Company changes the company category from public to private and that the Company's Articles of Association shall be amended as follows.

Företagsnamn / *name of company* in § 1 is proposed to be amended as follows:

”Bolagets företagsnamn är RESPINOR AB.

*The name of the company is RESPINOR AB.*”

Kallelse till bolagsstämma / *Notice to attend general meetings* in § 7 is proposed to be amended as follows:

”Kallelse till bolagsstämman ska ske genom brev med posten, e-post eller annonsering i Post-och Inrikes Tidningar.

*Notice of a general meeting of shareholders shall be given through letter by post, e-mail or an announcement in the Official Swedish Gazette (Post-och Inrikes Tidningar).*”

### ***Resolution on post-sale purchase right clause in the Articles of Association (item 16)***

In connection with the AGM resolving to change the company category, the Board of Directors proposes that the AGM also resolves on the following amendment to the Company's Articles of Association:

### ***Introduction of a post-sale purchase right clause in the Articles of Association***

The Board of Directors proposes that the AGM resolves to introduce a post-sale purchase right clause in the Company's Articles of Association. The Company's Articles of Association shall be amended so that a new § 12 is added to the

Articles of Association.

The new § 12 shall be as follows:

**§ 12 Hembud / Post-sale purchase right**

Har en aktie övergått från en aktieägare till en person som inte är aktieägare i bolaget har övriga aktieägare rätt att lösa aktien. Lösningsrätten ska kunna utnyttjas även för ett mindre antal aktier än erbjudandet omfattar. Den nye ägaren av aktien ska genast skriftligen anmäla övergången till bolagets styrelse. Denne ska också visa på vilket sätt denne har fått äganderätt till aktien. När anmälan om en akties övergång har gjorts ska styrelsen genast meddela detta till varje lösningsberättigad vars postadress är känd för bolaget. Styrelsen uppmanar de lösningsberättigade att skriftligen framställa lösningsanspråk hos bolaget, senast inom två (2) månader räknat från anmälan hos styrelsen om övergången. *If a share has been transferred to a person who is not a shareholder of the company, the other shareholders shall have the post-sale purchase right to purchase the share. The post-sale purchase right may also be exercised in respect of a smaller number of shares than offered. The new owner of the share shall immediately notify the company's board of directors of the transfer in writing and shall also show how ownership of the share was acquired. Once such notification has been made, the board of directors shall immediately notify each entitled shareholder whose postal address is known to the company. The board of directors shall invite such shareholders to submit claims for purchase in writing to the company no later than two (2) months from the date of notification to the board of directors of the transfer.*

Anmäler sig fler än en lösningsberättigad, ska samtliga aktier så långt det är möjligt fördelas mellan de lösningsberättigade i förhållande till deras tidigare innehav av aktier i bolaget. Återstående aktier fördelas genom lottnings av bolagets styrelse eller, om någon lösningsberättigad begär det, av notarius publicus.

*If more than one shareholder exercises the post-sale purchase right, all shares shall, as far as possible, be distributed among them in proportion to their existing shareholdings in the company. Any remaining shares shall be allocated by drawing lots by the company's board of directors or, if requested by a shareholder, by a notary public.*

Har en aktie som är underkastad lösningsrätt överlåtits mot vederlag, ska lösenbeloppet motsvara vederlaget, om inte särskilda skäl föranleder annat. Lösenbeloppet ska erläggas inom en (1) månad från den tidpunkt lösenbeloppet blev bestämt.

*If a share subject to the post-sale purchase right has been transferred against consideration, the redemption amount shall correspond to such consideration, unless specific reasons dictate otherwise. The redemption amount shall be paid within one (1) month from the date on which the redemption amount was determined.*

Talan i en fråga om hembud måste väckas inom två (2) månader från den dag då lösningsanspråket framställdes hos bolaget.

*Any claim relating to the post-sale purchase right must be brought before a court within two (2) months from the date on which the redemption claim was submitted to the company.*

***Resolution to change the Articles of Association in order for the Company to cease being a CSD registered company (item 17)***

The Board of Directors proposes that the AGM resolves to amend the Articles of Association in order for the Company to cease being a central securities depository ("CSD") registered company. In order for the Company to cease being a CSD company, the Company's Articles of Association needs to be amended so that the current CSD clause under § 12 in the Articles of Association is removed. The Board of directors therefore proposes that the AGM resolves to remove the current § 12 in the Company's Articles of association.

A resolution in favor of the Board of Directors' proposal under this item 17 will mean that the current CSD clause in the Articles of Association is removed and that § 12 in the Articles of Association is replaced with the new post-sale purchase right clause in accordance with item 16 above.

The proposed new Articles of Association in their entirety will be available at the Company and on the Company's website during the statutory period prior to the AGM.

This resolution to alter the Articles of Association entailing deletion of the CSD clause is valid only if all parties holding security interests in the Company's shares have given their written consent to the resolution.

**Majority requirements**

Resolutions in accordance with items 14 and 17 requires approval of at least two-thirds (2/3) of both the votes cast and the shares represented at the meeting. Resolutions in accordance with items 15 and 16 requires approval of all shareholders present at the AGM and that they together represent at least nine-tenths (9/10) of all shares in the Company.

**Other information**

At the time of this notice, the registered number of shares and votes in the Company amounts to 108,949,666. The Company does not hold any own shares.

The Annual Report and the Auditor's Report, proxy forms, complete proposals and related documents will be available at the Company and on the Company's website during the statutory period prior to the AGM. The documents will be sent upon request to shareholders who state their postal address.

Shareholders are reminded of their right to request information pursuant to Chapter 7, Section 32 of the Swedish Companies Act. The company is headquartered in Stockholm.

**Processing of personal data**

For information on how your personal data is processed, see <https://www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf>

**RESPINOR AB (publ)**

*The Board*