

## The board's proposal on resolution on amendment of the company's articles of association

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The board of directors of Nanexa AB (publ), corp.reg.no 556833-0285 (the "Company") proposes that the general meeting resolves to amend the wording of the provisions of the articles of association concerning the limits of the Company's share capital and number of shares (paragraph § 4-5) in accordance with the following:

<i>Current wording</i>	<i>Proposed wording</i>
§ 4 Share capital	§ 4 Share Capital
The company's share capital shall be not less than SEK 3,100,000 and not more than SEK 12,400,000.	The company's share capital shall be not less than SEK 7,750,000 and not more than SEK 31,000,000.
§ 5 Number of shares	§ 5 Number of shares
The number of shares in the company shall be not less than 24,000,000 and not more than 96,000,000.	The number of shares in the company shall be not less than 60,000,000 and not more than 240,000,000.

The proposed new articles of association are attached to this proposal, [Appendix 1](#).

The CEO, or any other person appointed by the board of directors, shall have the right to make such minor adjustments to this resolution that may be necessary in connection with the registration with the Swedish Companies Registration Office and Euroclear Sweden AB.

A resolution on amendment of the articles of association in accordance with the board's proposal requires that the resolution is supported by shareholders representing at least two-thirds of both the votes cast and the shares represented at the meeting.

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Uppsala in April 2024  
Nanexa AB (publ)  
The board of directors

## ARTICLES OF ASSOCIATION

Corp reg no 556833-0285

### § 1 Company namn

The company name is Nanexa AB. The company is public (publ).

### § 2 Registered Office

The registered office of the company is in Uppsala municipality.

### § 3 Objectives

The company's objective is to carry out development, manufacturing, distribution and marketing of products in the field of nanotechnology, with particular focus on medical nanotechnology, new materials and functional coating technology, management of movable property and other business compatible therewith.

### § 4 Share capital

The company's share capital shall be not less than SEK 17,500,000 and not more than SEK 70,000,000.

### § 5 Number of shares

The number of shares in the company shall be not less than 135,000,000 and not more than 540,000,000.

### § 6 Board of directors

The board of directors shall consist of not less than three and not more than ten board members with not more than five deputy board members.

### § 7 Auditor

One or two auditors shall be appointed with or without deputy auditors.

### § 8 Notice

Notice to attend an ordinary general meeting or an extraordinary general meeting where an amendment of the articles of association shall be addressed, shall be issued no earlier than six and no later than four weeks prior to the general meeting. Notice to attend other extraordinary general meetings shall be issued no earlier than six and no later than two weeks prior to the general meeting. Notice to attend a general meeting shall be announced in The Official Swedish Gazette (*Sw. Post- och Inrikes Tidningar*) and on the company's website. The fact that notice has been issued shall be announced in Dagens Industri.

### § 9 Right to attend general meetings

Shareholders who wish to participate at a general meeting shall, in addition to requirements for participation set out in the Swedish Companies Act (*Sw. Aktieföretagslagen (2005:551)*), also notify the company thereof no later than on the date stated in the notice to attend the general

meeting. Such date may not be a Sunday, other public holiday, Saturday, Midsummer Eve, Christmas Eve or New Year's Eve and may not occur earlier than the fifth weekday prior to the general meeting.

Shareholders may be accompanied by one or two advisors at a general meeting, provided that the shareholder has given the company notice of the number of advisors in the manner stated in the previous paragraph.

## **§ 10 General meeting**

General meetings are held annually within six (6) months after the end of the financial year. At an annual general meeting, the following matters shall be addressed.

1. Election of chairman of the general meeting.
2. Establishment and approval of the voting list.
3. Election of one or two persons to verify the minutes.
4. Determination as to whether the meeting has been duly convened.
5. Approval of the agenda.
6. Presentation of the annual report and, where applicable, the auditor's report, the consolidated annual report and the auditor's report on the consolidated annual report.
7. Resolutions on
  - a) adoption of the income statement and the balance sheet and, where applicable, the consolidated income statement and the consolidated balance sheet.
  - b) dispositions regarding the company's result according to the approved balance sheet
  - c) discharge from liability for each of the members of the board of directors and the managing director.
8. Determination of remuneration to the board of directors and, where applicable, the auditor.
9. Election of members of the board of directors and auditor, if any.
10. Any other matter incumbent on the general meeting according to the Swedish Companies Act (2005:551) or the articles of association.

## **§ 11 Financial year**

The company's financial year shall be the calendar year.

## **§ 12 CSD Clause**

The shareholder or nominee who, on the record date, is entered in the share register and registered in a Central Securities Depository Register pursuant to Chapter 4 of the Swedish Central Securities Depositories and Financial Instruments Act (1998:1479), or registered in the reconciliation account according to Chapter 4 Section 18 first paragraph of said law, shall be assumed to be authorized to exercise the rights according to Chapter 4 Section 39 of the Swedish Companies Act (2005:551).

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