

*The English text is an unofficial translation of the notice to the extraordinary general meeting in ContextVision AB, originally drafted in Swedish. In case of any discrepancies between the Swedish original and this translation, the Swedish version shall prevail.*

## **NOTICE TO EXTRAORDINARY GENERAL MEETING IN CONTEXTVISION AB (PUBL)**

The shareholders of ContextVision AB, corporate registration number 556377-8900, are hereby invited to attend an extraordinary general meeting on the 10 December, 2021 at 10 a.m CET at ContextVision AB's office, Klara Norra Kyrkogata 31, 111 22, Stockholm.

### **RIGHT TO PARTICIPATE AND NOTIFICATION**

Shareholders who wish to participate in the annual general meeting with the right to vote shall

- be entered in the share register kept by Euroclear Sweden AB as of Thursday, 2 December 2021, and
- give notice of attendance to the company in writing at the latest on Friday, 3 December 2021.

The notice of attendance can be given by e-mail to [finance@contextvision.se](mailto:finance@contextvision.se) or by post to Klara Norra Kyrkogata 31, 111 22 Stockholm.

### **NOMINEE REGISTERED SHARES**

A shareholder who has its shares registered with a nominee must, in order to be entitled to participate in the general meeting, have the shares registered in its own name through the nominee, so that the shareholder is registered in the share register kept by Euroclear Sweden AB on the record date of Thursday, 2 December 2021. Such registration may be temporary (so-called voting rights registration). Shareholders who wish to register the shares in their own name must, in accordance with the respective nominee's routines, request that the nominee make such voting rights registration. Registration of voting rights that have been requested by shareholders at such a time that the registration has been made by the relevant nominee no later than Monday, 6 December 2021 will be taken into account when preparing the register of shareholders.

### **PARTICULAR FOR SHAREHOLDERS REGISTERED AT NORSKA VERDIPAPIRSSENTRALEN (VPS)**

- Shareholders registered at Norska Verdipapirsentralen (VPS) who are not registered at Euroclear Sweden AB, Sweden, and wish to be entitled to vote at the extraordinary general meeting must give notice of attendance to DNB Bank ASA at the latest on 29 November 2021, at 12:00 (noon) local time. The notice of attendance is made on a specific application form which will be sent by post to the shareholders and also be available on the company's website. The notice of attendance shall be sent to DNB Bank ASA, Verdipapirservice, PB 1600 Sentrum, N-0021 Oslo, or by e-mail to [vote@dnb.no](mailto:vote@dnb.no).
- DNB Bank ASA will temporarily record the shares at Euroclear Sweden AB in the name of the shareholder. Shareholders recorded at VPS must also, as described above, give notice of attendance to the company in order to obtain the right to vote at the extraordinary general meeting.

### **PROPOSED AGENDA:**

1. Election of a chairman of the meeting.
2. Preparation and approval of the voting list.
3. Election of one person to approve the minutes of the meeting.
4. Determination of whether the meeting was duly convened.
5. Approval of the agenda.
6. Resolution on dividend of all shares in the Company's subsidiary containing the line of business Digital Pathology.
7. Closing of the meeting.

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**THE BOARD OF DIRECTORS' PROPOSAL FOR A RESOLUTION ON DIVIDEND OF ALL SHARES IN THE COMPANY'S SUBSIDIARY CONTAINING THE LINE OF BUSINESS DIGITAL PATHOLOGY. (ITEM 6)**

The board of directors proposes that the extraordinary general meeting resolves that all shares in the company's wholly-owned Swedish subsidiary Inify Laboratories AB (under name change from Goldcup 100833 AB), reg.no 559345-4431, ("**Inify Laboratories**") containing ContextVision AB's current business segment Digital Pathology to be distributed to the shareholders in ContextVision AB, whereby one (1) share in ContextVision AB shall entitle to receipt of one (1) share in Inify Laboratories. The board of directors further proposes that the extraordinary general meeting authorises the board of directors to determine the record date for the right to receive the dividend.

The distribution of the shares in Inify Laboratories is expected to be made in accordance with the so-called Lex Asea rules. Lex Asea is a Swedish tax regulation. The provision implies, in brief, that the shares in a subsidiary under certain circumstances can be distributed without triggering any immediate taxation of the dividend for Swedish resident shareholders (instead, the tax basis for the shares in the parent company is allocated between the shares in the parent company and the received shares in the subsidiary).

Before the distribution is carried out, tangible assets, intangible assets, intellectual property rights and cash corresponding to an aggregate value of SEK 31,253,000 will be transferred from ContextVision AB to Inify Laboratories (the "**Carve Out**").

The value of the distribution of the shares in Inify Laboratories is determined based on the book value at the time of the distribution of the shares to ContextVision AB's shareholders by application of relevant accounting rules. ContextVision AB estimates the book value at the time of the distribution to be SEK 31,753,000, which hence is the total value that is proposed to be distributed to the shareholders.

According to the company's latest approved balance sheet, the company has SEK 30,955,000 in unrestricted equity. No previous resolution on value transfer has been made since the balance sheet was adopted and no alterations in the restricted equity have resulted in the available capital for dividends, pursuant to Chapter 17, Section 3, first paragraph of the Swedish Companies Act, to be limited. In connection with the Carve Out, the portion of ContextVision AB's fund for development costs relating to Digital Pathology, amounting to SEK 13,293,717, will be dissolved, implying that ContextVision AB's unrestricted equity will increase with the same amount. The board of directors therefore assesses that the proposed dividend falls within the available unrestricted equity. Following the distribution of ContextVision AB's shares in Inify Laboratories in accordance with the board of directors' proposal it is assessed, pursuant to Chapter 17, Section 3, first paragraph of the Swedish Companies Act, that the remaining available capital will amount to approximately SEK 12,495,717.

Following the execution of the dividend, a reverse stock split of the shares in Inify Laboratories will be carried out, whereby ten (10) shares in Inify Laboratories will be combined into one (1) share. The reverse stock split is conditional upon that one of Inify Laboratories' large shareholders will agree to contribute with shares to the shareholders whose holding of shares is not evenly divisible by ten (10), as well as to round down its remaining holding of shares in Inify Laboratories to the nearest number that is evenly divisible by ten (10). The reverse stock split is taking place in order to achieve an appropriate number of shares in Inify Laboratories. Following the reverse stock split the number of shares in Inify Laboratories will amount to 7,736,750.

The board of directors proposes that the board of directors, the CEO or any person they appoint shall have the right to make minor adjustments of the resolution above that are deemed necessary in conjunction with the registration with the Swedish Companies Registration Office and/or Euroclear Sweden AB and/or VPS, and otherwise to take necessary measures to implement the resolution.

In order for the resolution by the extraordinary general meeting in accordance with the board of directors' proposal under item 6 above to be valid, shareholders representing more than fifty per cent of the votes cast must be in favour of the proposal or, in case of parity of votes, the chairman of the meeting being in favour of the proposal.

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**THE NUMBER OF SHARES AND VOTES**

The number of outstanding votes in the company at the time of this notice amounts to a total of 77,367,500 divided into a total of 77,367,500 shares. The company holds no own shares.

**PERSONAL DATA**

For information on how your personal data is processed, please see

<https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>

**AVAILABLE DOCUMENTS**

The board of director's complete proposal under item 6 and the company's Annual Report and the Auditor's Report for the financial year 2020 are available at ContextVision AB, Klara Norra Kyrkogata 31, Stockholm. The board of director's statements pursuant to Chapter 18, Sections 4 and 6 of the Swedish Companies Act and a statement from the auditor pursuant to Chapter 18, Section 6 of the Swedish Companies Act will be available at ContextVision AB, Klara Norra Kyrkogata 31, Stockholm at the latest on 26 November 2021. Copies of the documents will be sent to shareholders upon request and will be available at the extraordinary general meeting

**SHAREHOLDERS' RIGHT TO REQUEST INFORMATION**

At the extraordinary general meeting, if the board of directors determines that it can be disclosed without material damage to the company, shareholders have a right to obtain information on conditions that may affect the assessment of an agenda item and conditions that may affect the assessment of the company's financial situation.

Linköping in November 2021

**CONTEXTVISION AB (PUBL)**

The Board of Directors

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**ANMÄLAN OM REGISTRERING INFÖR EXTRA BOLAGSSTÄMMA I CONTEXTVISION AB (PUBL) DEN 10 DECEMBER, 2021.  
/APPLICATION FOR REGISTRATION BEFORE THE EXTRAORDINARY GENERAL MEETING IN CONTEXTVISION AB (PUBL) ON  
DECEMBER 10, 2021**

Aktieägare i ContextVision AB (publ) noterade hos VPS skall ha inkommit med anmälan om rösträttsregistrering enligt nedan senast 29 november 2021 kl 12.00 lokal tid.

Shareholders of ContextVision AB (publ) registered with VPS must apply for registration for voting purposes according to below by November 29, 2021, at 12:00 hours (noon) CET.

Returneras via e-mail eller brev/To be returned by e-mail or mail

E-mail address: [vote@dnb.no](mailto:vote@dnb.no)

Address/Address: DNB Bank ASA, Verdipapirservice, PB 1600 Sentrum, 0021 Oslo, Norway

Telefonnummer under kontorstid / Telephone No. Daytime	
Antal aktier / Number of shares	

Deltar personligen i stämman/Will attend in person

Företräds vid årsstämman genom ombud enligt nedanstående eller separat fullmakt /

Represented at the annual general meeting by proxy holder as per details below or separate proxy

Fullmakt för aktieägare (Observera att fullmakten måste dateras och undertecknas) / Proxy for share holder (The proxy must be dated and signed):	
Ombudets namn / Name of proxy holder	
Utdelningsadress / Address	
Postnummer och ortnamn / Zip code and city	
Telefonnummer under kontorstid/ Telephone No. Daytime	
att vid den extra bolagsstämman i ContextVision AB (publ), org.nr 556377-8900, den 10 december 2021 och eventuell dag för fortsatt bolagsstämman företräda mig/oss och rösta för samtliga mina/våra aktier i bolaget. / as a proxy to represent me/us and to vote for all my/our shares in ContextVision AB (publ), corporate registration No. 556377-8900, at the Extraordinary General Meeting on December 10, 2021, and, as the case may be, on any day for a continued shareholders' meeting.	

Underskrift av aktieägaren /Signature of the shareholder Ort och datum / Place and Date
Aktieägarens namnteckning (vid firmateckning, bifoga registreringsbevis)/ Authorized signature (where a company signature, please enclose list of authorized signatures)
Namnförtydligande / Name in block letters