

Notice of the Annual General Meeting 2023

The shareholders in Careium AB (publ) org. nr. 559121–5875 (“the Company”) is hereby invited to the annual general meeting on Thursday, April 27, 2023 at 13:00 Malmö Live in Malmö, with address Dag Hammarskjölds torg 2, 211 18 Malmö

Registration takes place from 12:00 am. Members of the executive management are present to answer questions from the shareholders.

RIGHT TO ATTEND AND NOTIFICATION

Attend annual meeting

In order to have the right to attend the annual meeting a person must be:

- registered in the register of shareholders maintained by Euroclear Sweden AB as per 19 April 2023 and
- no later than 21 April 2023, notifies its intention to participate in the annual general meeting.

Voting rights registrations made no later than the second banking day after April 21, 2023, are taken into account when preparing the share register.

Notification of attendance at the annual general meeting may be made by phone no. +46 (0)771 24 64 00 weekdays between 09.00 - 16.30 or in writing to the address, Careium AB c/o Computershare AB “AGM of Careium AB”, Box 5267, SE-102 46 Stockholm or by e-mail. When registering, the shareholder must state name, address, social security number or organization number, telephone number and number of possible proxy (maximum two).

[Registration for the Annual General Meeting for 27 April, 2023 in Careium AB for individual shareholders](#)

If shareholders are represented by proxy, a written and dated power of attorney signed by the shareholder must be issued for the representative. Power of attorney must not be older than 1 year, unless a longer period is specified in the power of attorney (maximum 5 years).

Power of attorney form is available on the Company's website www.careium.com. If the power of attorney is issued by a legal entity, a certified copy of the registration certificate or equivalent for the legal entity must be attached. In order to facilitate the registration for the AGM, the original power of attorney and any proof of registration should be at Careium on the address mentioned above on April 21, 2023 at the latest.

Shareholders whose shares have been registered with a nominee must temporarily register the shares in their own name so that the shareholder is listed in the presentation of the share register of the company as of April 19, 2023. Such re-registration can 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 that have been made with Euroclear Sweden AB as of April 19, 2023 will be considered in the presentation of the share register, which means that the shareholder must instruct the nominee in due time before this date.

PROCESSING OF PERSONAL DATA

CAREIUM AB is the personal data controller for the processing of personal data carried out by the Company or its service providers in connection with the annual general meeting. For information on how personal data is processed; <https://www.euroclear.com/>.

RIGHTS OF SHAREHOLDERS TO REQUEST INFORMATION

The shareholders are reminded of their right to request information according to Ch. 7. Section 32 of the Swedish Companies Act (2005:551). The Board of Directors and the President shall, if any shareholder so requests and the Board considers that this can be done without significant damage to the company, provide information on

circumstances that may affect the assessment of a matter on the agenda, and circumstances that may affect the assessment of the company or subsidiary's financial situation, or the company's relationship with another group company.

PROPOSED AGENDA

1. Opening of the meeting,
2. Election of chairman of the meeting,
3. Preparation and approval of the voting list,
4. Approval of the agenda,
5. Election of two persons to verify the minutes,
6. Determination as to whether the meeting has been duly convened,
7. CEO presentation
8. Presentation of the annual report and the audit report, and the consolidated accounts and the audit report including auditors' report regarding compliance with the guidelines for remuneration
9. Decision of remuneration report,
10. Decision regarding the adoption of the income statement and the balance sheet, and of the consolidated income statement and the consolidated balance sheet,
11. Decision regarding appropriation of the company's profit according to the adopted balance sheet,
12. Decision regarding the discharge from liability for the members of the Board of Directors and the Managing Director,
13. Determination of the number of members of the Board of Directors, deputy directors and auditors,
14. Determination of the remuneration to each of the members of the Board of Directors and the auditor,
15. Election of the members of the Board of Directors and the chairman of the Board of Directors and the auditor,
16. The Nomination committee's proposal regarding principles for the appointment of the nomination committee,
17. The board's proposal regarding authorisation to issue new shares,
18. Closing of the meeting.

THE NOMINATION COMMITTEE'S PROPOSALS

For the 2023 Annual General Meeting, the nomination work has been carried out by a nomination committee consisting of Mark Shay, nominated by Accendo Capital as chairman of the nomination committee, Peter Lindell, nominated by Rite Ventures and representative for own holdings, Richard Torgerson nominated by Nordea Fonder and Lennart Jacobsen, chairman of the board, co-opted to the election committee. The nomination committee has submitted the following proposals regarding points 2, 13, 14, 15 and 16.

Chairman of the annual general meeting: Attorney at Law Paula Eninge (item 2)

Number of board members and deputies and, in addition number of auditors: The number of board members (including the chairman) is proposed to be four (4) with no deputies (currently 6). Furthermore, the nomination committee proposes that the number of auditors is to be one (1) without any deputy (item 13).

Remuneration to the board members: The remuneration to the board of directors, until the time of the end of the next annual general meeting, is proposed as follows: The chairman of the board shall receive a fee of 600 000 (unchanged) SEK and other members not employed by the company shall receive a fee of 300 000 (250 000) SEK. No remuneration shall be paid for participation in committee work (item 14).

Remuneration to the auditors: The remuneration to the auditors for the period until the end of next annual general meeting is proposed in accordance with invoicing approved by the company (item 14).

Election of chairman of the board and other members of the board and in addition, auditors: Re-election is proposed for the following current board members: Cecilia Ardström, Stefan Berg and Kai Tavakka. Election of Maria Khorsand as chairman of the board is proposed (item 15). Lennart Jacobsen and Towa Jexmark have declined reelection. The nomination committee thanks Lennart Jacobsen and Towa Jexmark for their efforts.

Presentation of proposed new elections:

During the period October 2022 – March 2023, Maria Khorsand (b. 1957) has been acting CEO of Careium. Prior to that, Maria has, among other things, been CEO of SOS Alarm (2016-2022), CEO of Sweden's Technical Research Institute, SP, now RISE (2007-2015), Dell Sweden, Ericsson Technology Licensing and held leading positions at OMX and Ericsson. Maria is currently a board member of the Swedish Foundation for Strategic Environmental Research, Mistra, the Swedish National Road and Transport Research Institute, VTI, and the Swedish Sea Rescue Society. She has previously been a board member of, among others, SOS Alarm, Beijer Electronics and the Swedish University of Agricultural Science, SLU. Maria is a Swedish citizen. Through related companies, she owns 6,108 shares in Careium. She is judged to be independent in relation to both the company's management and the major shareholders.

Auditor: Re-election of the authorised public accounting firm Öhrlings PricewaterhouseCoopers AB as the auditor for a mandate period until the end of next annual general meeting is proposed. Certified public accountant, Johan Rönnbäck will serve as the lead auditor. The proposal from the nomination committee is in accordance with the recommendation of the board (item 15).

Proposal for tasks of the nomination committee and principles for the appointment of the nomination committee:

The nomination committee (NC) shall comprise three (3) members that represent the company's largest shareholders according to number of voting rights. The chairman of the board shall be an adjunct member of the NC. The largest shareholders according to number of voting rights shall be determined based on a transcript from Euroclear Sweden AB showing the registered shareholders, as of the last trading day in September, and such shareholders shall promptly thereafter be contacted by the company's chairman of the board.

In the event that any one of the three largest shareholders abstains from the right to appoint a representative to the NC or fails to do so within one week of the aforementioned contact provides notice, that right shall befall the shareholder, among the ten largest shareholders, that has the next largest shareholding per the date above. At least two members are required. If, due to abstention, three members cannot be obtained from among the ten largest shareholders, the vacant position shall remain vacant unless filled at a later date by the appointee of an eligible shareholder.

The names of the shareholder representatives and the names of the shareholders they represent shall be disclosed at the latest six months before the annual general meeting. The NC's mandate period shall continue until a new NC is formed. The chairman of the NC shall be, unless the NC decides otherwise, the representative of the largest shareholder according to voting rights.

The NC shall remain unchanged unless:

- a representative wish to resign prematurely, in which case such a request shall be sent to the chairman of the NC (or, in the case of the chairman of the NC resigning, to another representative of the NC) and the receipt of such request implies that the request has been served,
- a nominated shareholder wishes to change its representative on the NC to another person, where such a request (containing the two relevant names) shall be sent to the chairman of the NC (or, in the case of a change of chairman of the NC, to another representative in the NC), and the receipt of such request implies that the request has been served,
- a nominating shareholder sells all or parts of its holding in Careium, whereupon such shareholder no longer is one of the three largest shareholders according to number of voting rights, in which case a new member shall be appointed according to the same principles as set out above, or
- the NC within its free judgment decides to appoint, to vacant positions in the NC, shareholders or shareholder representatives in order for the NC to thereby reflect the ownership of Careium.

If a NC member leaves the NC before the committee's work is completed, the NC shall appoint a new member according to the principles above, using a transcript of shareholders provided by Euroclear Sweden AB as soon as possible after the departure of the leaving member. Changes to the NC shall be disclosed publicly immediately.

No remuneration shall be paid to members of the NC for their work in the committee. As needed, the company shall reimburse reasonable expenses related to the NC's work as well as for external consultants that the NC deems necessary for the NC to be able to complete its work.

The NC shall provide to the annual general meeting:

- proposal of chairman at the annual general meeting,
- proposal of board of directors
- proposal of chairman of the board of directors
- proposal of remuneration to the board of directors, allocated among the chairman of the board of directors, board members, and any compensation for committee work,
- proposal of company auditor or auditors, and proposal of compensation to the auditor(s)
- proposal for the approval of principles for formation of the nomination committee (item 15).

THE BOARD OF DIRECTORS' PROPOSAL FOR A DECISION ON AUTHORIZATION REGARDING THE NEW ISSUE OF SHARES

The Board of Directors of Careium AB (publ), org.no. 559121–5875 proposes that the annual general meeting resolves to authorize the board to, on one or more occasions before the next annual general meeting, with or without deviating from the shareholders' pre-emptive rights, decide on a new issue of shares to a number that in total does not exceed 10% of the total number of outstanding shares in the Company. The company's restriction, to own no

more than 10% of the total number of outstanding shares in the company at any time, also applies to shares that the company receives through a possible new issue.

The board shall have the right to decide that the new issue shall take place against cash payment and/or the provision referred to in Ch. 13. Section 5, first paragraph, point 6 of the Swedish Companies Act (contribution, set-off or other conditions). The purpose of the authorization is to give the board flexibility in the work of ensuring that the Company can provide capital for business and business acquisitions in an appropriate manner. The authorization must also enable the board to make decisions about targeted new issues/issues to a potential owner of an acquisition object or to a new investor.

The CEO is proposed to be authorized to make the minor adjustments in this decision that may be necessary in connection with registration at the Swedish Companies Registration Office.

For decisions in accordance with the board's proposal, the decision must be supported by shareholders with at least two-thirds of both the votes cast and the shares represented at the annual general meeting.

AUTHORISATION

The Board of Directors, or whom the Board of Directors assigns, shall have the right to make such minor adjustments to the annual general meeting's resolutions that may prove necessary in connection with the registration with the Swedish Companies Registration Office and Euroclear Sweden AB and otherwise take the measures required to implement the decisions.

FULL SET OF DOCUMENTS

Information about proposed board members and the nomination committee's reasoned opinion is available on the Company's website. Annual report, auditor's report, remuneration report, the auditor's opinion on whether the annual general meeting's guidelines for remuneration to senior executives have been followed, the board's opinion on the proposal for profit distribution and the board's proposal for resolution will be made available to the shareholders at the Company's office on the Company's website no later than three weeks before the meeting, and copies will be sent to those who provide their postal address or email address.

NUMBER OF SHARES AND VOTES

As of the date of this notice, there are 24,326,214 shares and votes in the company.

CAREIUM AB (publ.)

Malmö, March 2023

The Board of Directors