

*N.B. This English text is an unofficial translation of the Swedish original of the notice to attend the extraordinary general meeting in JonDeTech Sensors AB (publ), and in case of any discrepancies between the Swedish and the English translation, the Swedish text shall prevail.*

## **NOTICE OF EXTRAORDINARY GENERAL MEETING IN JONDETECH SENSORS AB (PUBL)**

The shareholders in JonDeTech Sensors AB (publ), reg. no. 556951-8532 (the "Company"), are hereby invited to an extraordinary general meeting on 16 October 2023 at 10.00 a.m. at Eversheds Sutherland Advokatbyrå's premises at Sveavägen 20, 111 57 Stockholm. Registration starts at 09.45 am.

### **RIGHT TO PARTICIPATION AND NOTIFICATION**

Shareholders who wish to attend the general meeting shall

- be entered in the share register maintained by Euroclear Sweden AB on 6 October 2023,
- notify the Company of their participation in the general meeting no later than 10 October 2023 by e-mail to [registrering2023@jondetech.com](mailto:registrering2023@jondetech.com) or by letter to Eversheds Sutherland Advokatbyrå AB, Att. Andreas Vestberg, Box 140 55, 104 40 Stockholm. When registering, the shareholder shall state name, personal or corporate identity number, address and telephone number and, where applicable, information about assistants (maximum 2).

### **NOMINEE REGISTERED SHARES**

Shareholders whose shares are registered in the name of a nominee through a bank or securities institution must register their shares in their own name in order to be entitled to participate in the General Meeting. Such registration may be temporary (so-called voting rights registration) and is requested from the nominee according to the nominee's procedures. Voting rights registrations completed (registered with Euroclear Sweden AB) no later than 10 October 2023 are taken into account in the preparation of the share register.

### **OMBUD M.M.**

Shareholders who are represented by a proxy shall issue a written authorisation for the proxy, signed and dated by the shareholder. The period of validity of the authorisation may not exceed five years if specifically stated. If no period of validity is specified, the authorisation is valid for a maximum of one year. If the authorisation is issued by a legal entity, a copy of the registration certificate or equivalent for the legal entity must be attached. The original power of attorney and any certificate of registration should be sent by post to the Company at the above address well in advance of the general meeting. The proxy form is available on the Company's website ([www.jondetech.se](http://www.jondetech.se)) no later than two weeks before the general meeting.

### **DRAFT AGENDA**

1. Opening of the meeting
2. Election of the Chairman of the meeting
3. Approval of the agenda
4. Preparation and approval of the voting list
5. Election of one or two adjusters
6. Examination of whether the meeting has been duly convened
7. Resolution to reduce the share capital
8. Resolution to amend the Articles of Association.
9. Resolution to approve the decision of the Board of Directors of 8 September 2023 to issue units with preferential rights for existing shareholders
10. Decision to reduce the share capital
11. Resolution to authorise the Board of Directors to make minor adjustments to the resolutions adopted by the General Meeting.
12. Closure of the meeting

### **PROPOSALS FOR RESOLUTIONS**

#### **Item 7 - Resolution to reduce the share capital**

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It is proposed that the general meeting resolves that the Company's share capital is reduced by SEK 4,698,872.538079 for allocation to unrestricted equity. The reduction shall be carried out without cancellation of shares by changing the quota value of the share from approximately SEK 0.0382175 to SEK 0.006 per share.

The background to the proposal is that the Company, based on the current market situation, needs to be able to carry out the rights issue in accordance with item 8 of the agenda. After the reduction carried out in accordance with the proposal, the Company's share capital will amount to SEK 875,089.794, divided into 145,848,299 shares (before the rights issue), each share with a quota value of SEK 0.006.

The decision to reduce the share capital can be implemented without obtaining authorisation from the Swedish Companies Registration Office as the Company simultaneously carries out a rights issue whereby the share capital is increased by a maximum of SEK 6,125,628.558, which means that neither the Company's restricted equity nor its share capital will decrease.

**The Board's report in accordance with Chapter 20, Section 13, fourth paragraph of the Swedish Companies Act.**

The reduction is carried out because the Company, based on the current market situation, needs to be able to carry out the new issue with the subscription price stated in the board's decision of 8 September 2023 on the issue of units with preferential rights for existing shareholders. Since neither the share capital nor the restricted equity will decrease in relation to what it was at the time of the decision, the company may implement the reduction decision without authorisation from the Swedish Companies Registration Office or a general court.

The CEO, or the person appointed by the Board of Directors, shall be entitled to make such minor adjustments as may be necessary in connection with the registration of the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB.

**Item 8 - Resolution to amend the Articles of Association**

At the time of the notice, a total of 145,848,299 shares are outstanding in the Company. Under item 9 on the agenda of the extraordinary general meeting, the board of directors proposes that the general meeting approves the board's decision of 13 September 2023 to issue units with preferential rights for existing shareholders.

The Board of Directors proposes that the extraordinary general meeting resolves to amend the Company's Articles of Association by adopting new limits on the number of shares as follows.

**Section 4 Share capital**

Current wording	Proposed wording
The share capital is not less than SEK 3 400 000 and not more than SEK 13 600 000.	The share capital is not less than SEK 5 500 000 and not more than SEK 22 000 000.

**§ 5 Number of shares**

Current wording	Proposed wording
The number of shares shall be not less than 89 000 000 and not more than 356 000 000.	The number of shares shall be not less than 900 000 000 and not more than 3 600 000 000.

The CEO, or the person appointed by the Board of Directors, shall be entitled to make such minor adjustments as may be necessary in connection with the registration of the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB.

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*The resolution requires that the proposal is supported by shareholders representing at least two thirds (2/3) of both the votes cast and the shares represented at the meeting. The resolution further requires that the meeting also resolves on the reduction of the share capital according to item 7 and the rights issue according to item 9 on the agenda. In case the share capital or the number of shares in the Company after registration of the share capital reduction and the rights issue falls below the proposed limits in the articles of association, the limits shall be reduced to the extent required to enable registration.*

#### **Item 9 - Resolution to approve the decision of the Board of Directors of 8 September 2023 to issue units with preferential rights for existing shareholders**

The Board of Directors proposes that the meeting resolves to approve the board of directors' resolution from 13 September 2023 on a new issue of no more than 145,848,299 units, containing shares and warrants of series TO2 and TO3, with preferential rights for existing shareholders. The following conditions shall otherwise apply to the resolution.

1. The new shares and warrants shall be issued in units. Each unit shall contain seven (7) shares, seven (7) warrants of series TO2 and seven (7) warrants of series TO3.
2. The Company's share capital may be increased by not more than SEK 6,125,628.558, after registration of the proposed reduction of the share capital proposed to be resolved upon at the Extraordinary General Meeting on 11 October 2023, by issuing not more than 1,020,938,093 shares. Not more than 1,020,938,093 warrants of series TO2 and series TO3 respectively shall be issued, entailing an increase of the share capital upon full exercise of warrants of series TO2 and series TO3 with not more than SEK 6,125,628,558.
3. Shareholders who are registered in the share register maintained by Euroclear Sweden AB on the record date of 18 October 2023 will receive unit rights for participation in the issue.
4. The right to subscribe for units shall with preferential rights be granted to those who on the record date for the issue are registered as shareholders in the Company, whereby holding one (1) entitles to one (1) unit right. One (1) unit right entitles the holder to subscribe for one (1) unit.
5. In the event that not all units are subscribed for with unit rights, the Board of Directors shall, within the framework of the maximum amount of the new issue, decide on allocation in accordance with the allocation principles below:
  - a) In the first instance, allotment shall be made to those who have subscribed for units by virtue of unit rights, irrespective of whether the subscriber was a shareholder on the record date or not, and in the event of oversubscription in relation to the number of unit rights exercised by each person for subscription of units and, to the extent that this cannot be done, by drawing lots.
  - b) Secondly, allotment shall be made to others who have subscribed for units without the support of unit rights, and, in the event that they cannot receive full allotment, in proportion to the number of units that each has applied for subscription and, to the extent this cannot be done, by drawing lots.
  - c) Ultimately, any remaining units shall be allocated to the underwriters who have entered into underwriting commitments in proportion to the size of the respective underwriting commitment and, to the extent this cannot be done, by drawing lots.
6. Subscription of units shall take place during the period from 20 October 2023 up to and including 3 November 2023. The Board of Directors is entitled to extend the subscription period.
7. The subscription price shall be SEK 0.28 per unit, corresponding to SEK 0.04 per share. The warrants are issued without consideration. The premium shall be added to the free premium reserve.

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8. Subscription can only be made in units and thus not of shares and warrants separately. Allocation may only be made in units. However, after completion of the issue, the shares and warrants will be separated.
9. Payment of units shall be made in cash. Payment of units subscribed for with preferential rights shall be made at the same time as subscription takes place during the period from 20 October 2023 up to and including 3 November 2023. Payment of units subscribed for without preferential rights shall be made no later than three (3) banking days after the allotment notice has been sent to the subscriber. The Board is entitled to extend the payment period.
10. Each warrant of series TO2 entitles the holder to subscribe for one (1) share at a subscription price corresponding to 70 per cent of the volume-weighted average price of the Company's share on Nasdaq First North Growth Market during the period from and including 27 December 2023 to and including 10 January 2024, however, no more than SEK 0.05 and no less than the quota value of the share. New subscription of shares through the exercise of the warrants of series TO2 can take place during the period from 12 January 2024 up to and including 26 January 2024. The premium on new subscription of shares through the exercise of the warrants shall be added to the free premium reserve. The warrants are subject to additional conditions, including customary conversion conditions, **Appendix 1A.**
11. Each warrant of series TO3 entitles the holder to subscribe for one (1) share at a subscription price corresponding to 70 per cent of the volume-weighted average price of the Company's share on Nasdaq First North Growth Market during the period from and including 17 September 2024 to and including 30 September 2024, however, no more than SEK 0.06 and no less than the quota value of the share. New subscription of shares through the exercise of the warrants of series TO3 can take place during the period from and including 2 October 2024 up to and including 16 October 2024. The premium on new subscription of shares through the exercise of the warrants shall be added to the free premium reserve. The warrants are subject to additional conditions, including customary conversion conditions **Appendix 1B.**
12. The new shares shall entitle to dividends for the first time on the record date for dividends that occurs immediately after the shares have been registered with the Swedish Companies Registration Office and entered in the share register kept by Euroclear Sweden AB. The new shares resulting from the exercise of the warrants shall entitle to dividends for the first time on the record date for dividends that occurs immediately after the shares have been registered with the Swedish Companies Registration Office and entered in the share register maintained by Euroclear Sweden AB.

The Board of Directors, or the person appointed by the Board of Directors, is entitled to make minor adjustments to the above resolutions that may prove necessary in connection with registration with the Swedish Companies Registration Office or in relation to Euroclear Sweden AB.

*A resolution under this item 9 is conditional upon the meeting also voting in favour of approving the Board's proposal for a resolution to reduce the share capital under item 7 and the Board's proposal for a resolution to amend the Articles of Association under item 8.*

#### **Item 10 - Decision to reduce the share capital**

The Board of Directors proposes that the general meeting resolves that the company's share capital shall be reduced by not more than SEK 1,426,756.019921 for allocation to non-restricted equity. The reduction of the share capital shall be set at an amount in SEK corresponding to the part of the increase of the share capital according to the resolution on the new share issue under item 9 on the agenda that is attributable to the increase due to newly issued shares minus the amount of the reduction under item 7 on the agenda, with relevant adjustment to achieve an appropriate quota value.

The reduction shall be carried out without cancellation of shares by changing the quota value of the share. The resolution is conditional upon that the new issue according to item 8 on the agenda, entailing an increase of the share capital with a maximum of SEK 6,125,628,558, is registered with the Swedish Companies Registration Office.

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## **The Board's report in accordance with Chapter 20, Section 13, fourth paragraph of the Swedish Companies Act.**

The reduction is carried out so that the board's decision of 13 September 2023 on the issue of units with preferential rights for existing shareholders does not result in the company's share capital or restricted equity becoming disproportionately high. Since neither the share capital nor the restricted equity will decrease in relation to what it was at the time of the decision, the company may implement the reduction decision without authorisation from the Swedish Companies Registration Office or a court of law.

The Managing Director, or the person appointed by the Board of Directors, shall be entitled to make such minor adjustments as may be necessary in connection with the registration of the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB.

## **Item 11 - Resolution to authorise the Board of Directors to make minor adjustments to the resolutions adopted by the General Meeting.**

The Board of Directors proposes that the general meeting authorises the Board of Directors, the CEO or the person otherwise appointed by the Board of Directors to make such minor adjustments and clarifications of the resolutions passed at the general meeting to the extent necessary for registration of the resolutions.

## **OTHER**

### **Shareholders' right to receive information**

According to Chapter 7, Section 32 of the Swedish Companies Act, shareholders have the right to request information from the Board of Directors and the CEO regarding circumstances that may affect the assessment of an item on the agenda or the Company's financial situation. The Board of Directors and the CEO shall disclose such information if the Board of Directors considers that it can be done without significant harm to the Company.

### **Processing of personal data**

For information on how your personal data is processed in connection with the general meeting, see the privacy policy on Euroclear AB's website, <https://www.euroclear.com/dam/ESw/Legal/Privacy%20notice%20BOSS%20-%20final%20220324.pdf>.

### **Documents**

A proxy form will be available on the Company's website no later than two weeks before the meeting. Other documents in accordance with the Swedish Companies Act will be made available to shareholders at the Company no later than two weeks before the general meeting and will be sent free of charge to shareholders who so request and provide their postal address or e-mail address. The notice and the documents will also be published on the Company's website and presented at the general meeting.

### **Number of shares and votes**

At the time of issue of this notice, the total number of shares and votes in the Company amounts to 145,848,299. The Company does not hold any own shares.

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Stockholm in September 2023  
**JonDeTech Sensors AB (publ)**  
*The Board of Directors*