

## Complete proposals for resolutions for the Extra General Meeting of Clinical Laserthermia Systems AB, Thursday 8 June 2023.

### The Board of Directors' proposal for a resolution to amend the Articles of Association (Item 7)

The Board of Directors proposes that the Extraordinary General Meeting resolves that the Articles of Association be amended in accordance with the options below, and to authorize the Board of Directors to register the Articles of Association that are best suited based on the outcome of the Board's proposal for a resolution on a rights issue:

#### **Option 1**

*\*Please note that the changes only apply for the Swedish version of the Articles of Association.*

<i>Current wording</i>	<i>Proposed wording</i>
<b>§ 4 Aktiekapitalet</b> Aktiekapitalet skall utgöra lägst 11 500 000 kronor och högst 46 000 000 kronor.	<b>§ 4 Aktiekapitalet</b> Aktiekapitalet skall utgöra lägst 15 000 000 kronor och högst 60 000 000 kronor.
<b>§ 5 Antalet aktier</b> Antalet aktier skall vara lägst 120 000 000 och högst 480 000 000.	<b>§ 5 Antalet aktier</b> Antalet aktier skall vara lägst 300 000 000 och högst 1 200 000 000.

#### **Option 2**

*\*Please note that the changes only apply for the Swedish version of the Articles of Association.*

<i>Current wording</i>	<i>Proposed wording</i>
<b>§ 4 Aktiekapitalet</b> Aktiekapitalet skall utgöra lägst 11 500 000 kronor och högst 46 000 000 kronor.	<b>§ 4 Aktiekapitalet</b> Aktiekapitalet skall utgöra lägst 15 000 000 kronor och högst 60 000 000 kronor.
<b>§ 5 Antalet aktier</b> Antalet aktier skall vara lägst 120 000 000 och högst 480 000 000.	<b>§ 5 Antalet aktier</b> Antalet aktier skall vara lägst 400 000 000 och högst 1 600 000 000.

#### **Option 3**

*\*Please note that the changes only apply for the Swedish version of the Articles of Association.*

<i>Current wording</i>	<i>Proposed wording</i>
<b>§ 4 Aktiekapitalet</b> Aktiekapitalet skall utgöra lägst 11 500 000 kronor och högst 46 000 000 kronor.	<b>§ 4 Aktiekapitalet</b> Aktiekapitalet ska vara lägst 15 000 000 kronor och högst 60 000 000 kronor.
<b>§ 5 Antalet aktier</b> Antalet aktier skall vara lägst 120 000 000 och högst 480 000 000.	<b>§ 5 Antalet aktier</b> Antalet aktier ska vara lägst 500 000 000 och högst 2 000 000 000.

#### Option 4

*\*Please note that the changes only apply for the Swedish version of the Articles of Association.*

<i>Current wording</i>	<i>Proposed wording</i>
<b>§ 4 Aktiekapitalet</b> Aktiekapitalet skall utgöra lägst 11 500 000 kronor och högst 46 000 000 kronor.	<b>§ 4 Aktiekapitalet</b> Aktiekapitalet ska vara lägst 15 000 000 kronor och högst 60 000 000 kronor.
<b>§ 5 Antalet aktier</b> Antalet aktier skall vara lägst 120 000 000 och högst 480 000 000.	<b>§ 5 Antalet aktier</b> Antalet aktier ska vara lägst 600 000 000 och högst 2 400 000 000.

#### Option 5

*\*Please note that the changes only apply for the Swedish version of the Articles of Association.*

<i>Current wording</i>	<i>Proposed wording</i>
<b>§ 4 Aktiekapitalet</b> Aktiekapitalet skall utgöra lägst 11 500 000 kronor och högst 46 000 000 kronor.	<b>§ 4 Aktiekapitalet</b> Aktiekapitalet ska vara lägst 15 000 000 kronor och högst 60 000 000 kronor.
<b>§ 5 Antalet aktier</b> Antalet aktier skall vara lägst 120 000 000 och högst 480 000 000.	<b>§ 5 Antalet aktier</b> Antalet aktier ska vara lägst 700 000 000 och högst 2 800 000 000.

A valid resolution requires that it has been supported by shareholders representing at least two-thirds of both the votes cast and the shares represented at the Extra General Meeting. The decision is conditioned by the Extra General Meetings approval of the Board's proposal for a resolution on a rights issue and resolution on reduction of share capital.

The Board of Directors or the person appointed by the Board of Directors is authorized to decide on minor corrections required for registration with the Swedish Companies Registration Office.

#### **The Board of Directors' proposal regarding a preemptive rights issue of units (Item 8)**

That through a preferential rights issue increase the share capital with at the most 125,525,920.878575 SEK through a new share issue of at the most 1,357,036,975 B-shares to a subscription price of 0,10 SEK per B-share. The total amount in the issue is at the most 135,703,697.50 SEK.

Through a preferential rights issue, the company shall issue at the most 271,407,395 warrants of series TO 6 B which entitles the holder to subscribe for each one (1) new B-share. If all warrants are exercised, the share capital may increase by at the most 25,105,184.175715 SEK.

For the issue the following terms shall otherwise apply:

1. The issue shall take place with preference for the shareholders of the company. For each existing share, one (1) unit right is obtained. Three (3) of such unit rights entitles to subscription of one (1) new unit.
2. One unit consists of twentyfive (25) newly issued B-shares and five (5) warrants of series TO 6 B, each entitles the holder to subscribe for one (1) new B-share.
3. The record date of the share register kept by Euroclear Sweden AB for determining which shareholders are entitled to participate in the issue with preferential rights shall be the June 15<sup>th</sup>, 2023. Others may also subscribe in the issue.
4. For each subscribed unit 2,50 SEK (0,10 SEK per B-share) shall be paid in cash. The warrants are issued free of charge. Amounts in excess of the quota value shall be added to the free share premium reserve.
5. The subscription of units shall take place during the period from June 19<sup>th</sup> 2023 until July 3<sup>rd</sup> 2023. Subscription pursuant to preferential rights shall take place through simultaneous cash payment. Subscription not pursuant to preferential rights shall take place on a separate subscription list and payment shall be made no later than the fourth banking day after the notification of allotment has been sent to the subscriber. The Board shall have the right to prolong the period of subscription and payment.
6. In the event not all units are subscribed for pursuant to preferential rights as set out above, the Board shall, within the maximum amount of the issue, decide on allotment of units to others who subscribed for units not pursuant to preferential rights and decide how distribution among subscribers shall take place.

Firstly, the allotment of new units subscribed not pursuant to unit rights shall be made to subscribers who have also subscribed for new units pursuant to unit rights, irrespective of whether or not the subscriber was a shareholder on the record date, and in the event that allotment to them may not take place in full, allotment shall be made pro rata in relation to the number of unit rights used to subscribe for new units and, where this is not possible, through a drawing of lots.

Secondly, the allotment of new units subscribed not pursuant to unit rights shall be made to others who subscribed not pursuant to unit rights, and in the event that allotment to them may not take place in full, allotment shall be made pro rata in relation to the number of new units each of them subscribed and, where this is not possible, through a drawing of lots.

Thirdly, the allotment of new units subscribed not pursuant to unit rights shall be made to guarantors in relation to the size of the guarantee commitments pledged, and where this is not possible, through a drawing of lots.

7. The warrants of series TO 6 B shall be subject to organized trading.

8. Subscription of B-shares pursuant to warrants of series TO 6 B may take place during the period from January 23<sup>rd</sup> 2024 to February 6<sup>th</sup> 2024. The subscription price per new B-share, supported by TO 6 B, shall be rounded to the nearest integer penny and shall not exceed SEK 0,20 per new B-share and shall not fall below the quota value of the share.
9. The subscription price in the subsequent option redemption of TO 6 B amounts to seventy (70) percent of the average volume-weighted price for the B-share according to Nasdaq First North Growth Market's official price statistics during a period of ten (10) trading days ending two (2) banking days before the exercise period begins.
10. The new B-shares shall entitle the holder to dividends for the first time at the record date for dividends that occurs closest after the day that the new B-shares are registered at the Swedish Companies Registration Office. B-shares issued after exercising warrants of series TO 6 B shall entitle the holder to dividends for the first time at the record date for dividends that occurs closest after the day that the new B-shares are registered at the Swedish Companies Registration Office and entered in the share register maintained by Euroclear Sweden AB.
11. The complete terms and conditions for the warrants of series TO 6 B are set out in Appendix 1A.
12. The Board or whomever the Board appoints is authorized to decide on smaller corrections that are needed for registration at the Swedish Companies Registration Office and Euroclear Sweden AB.

**The Board of Directors' proposal for a resolution on reduction of share capital (Item 9)**

The Board of Directors proposes that the Extra General Meeting resolves to reduce the Company's share capital in accordance with the terms below:

1. The purpose of the reduction is allocation to unrestricted equity.
2. The Company's share capital shall be reduced by a maximum of SEK 127,784,031.369026.
3. The reduction shall be carried out without cancellation of shares.

The decision to reduce the Company's share capital in accordance with this proposal can be implemented without permission from the Swedish Companies Registration Office or a general court since the Company will simultaneously carry out a rights issue of shares and warrants which means that neither the Company's restricted equity nor share capital in aggregate will decrease. Proposals for resolutions on rights issues of shares and warrants are set out in a specially prepared proposal in accordance with the notice proposed agenda.

The Board of Directors' proposal for a resolution on a reduction of share capital is conditional upon the Extra General Meeting resolving on a rights issue in accordance with the proposed agenda and that when registering the reduction with the Swedish Companies Registration Office, a capital increase from the rights issue corresponding to the reduction in share capital is also registered.

*N.B. The English text is an unofficial translation*

The CEO, or a person appointed by the Board of Directors, shall have the right to make such minor adjustments to the above resolutions as may prove necessary in connection with registration with the Swedish Companies Registration Office or Euroclear Sweden AB.

A valid resolution under this proposal requires that it is supported by shareholders representing at least two-thirds (2/3) of both the votes cast and the shares represented at the Extra General Meeting.

Lund in May 2023  
**Clinical Laserthermia Systems AB**  
THE BOARD OF DIRECTORS