

## Notice of extraordinary general meeting of CELLINK AB (publ)

The shareholders of CELLINK AB (publ), Reg. No. 559050-5052 (“Cellink”), with registered office in Gothenburg, are hereby invited to the extraordinary general meeting on Thursday, 17<sup>th</sup> of December 2020.

Cellink is mindful of the health and well-being of its shareholders and employees. It’s important for Cellink to take a social responsibility and contribute to reduce the risk of transmission of the Covid-19. Due to the extraordinary situation the extraordinary general meeting will be carried out through advance voting (postal voting) pursuant to temporary legislation. Thus, it will not be possible to attend in person or through proxy at the extraordinary general meeting. Information on the resolutions passed at the Extraordinary General Meeting will be published on same day as the Extraordinary General Meeting as soon as the result of the advance voting has been finally confirmed.

### Right to attend the extraordinary general meeting

Shareholders who wish to participate through advance voting in the general meeting must:

- firstly, be included in the share register maintained by Euroclear Sweden AB no later than on Tuesday, 9<sup>th</sup> of December 2020; and
- secondly, notify the company of their intention to participate in the general meeting by casting its advance votes in accordance with the instructions under the heading “Advance voting” below so that the advance voting form is received by the company no later than on Wednesday, 16<sup>th</sup> of December 2020.

Information submitted in connection with the notification will be computerised and used exclusively for the extraordinary general meeting. See below for additional information on the processing of personal data.

### Nominee-registered shares

In order to be entitled to participate at the extraordinary general meeting, through advance voting, shareholders who have their shares registered in the name of a nominee must temporarily re-register the shares in their own name. Shareholders who wish to make such re-registration, so-called voting rights registration, must make such request with their nominee well in advance of Friday, 11<sup>th</sup> of December 2020, at which time the re-registration must have been made.

### Advance voting

The shareholders may exercise their voting rights at the general meeting only by voting in advance, so called postal voting in accordance with Section 22 of the Act (2020:198)

on temporary exceptions to facilitate the execution of general meetings in companies and other associations.

A special form shall be used for advance voting. The form is available on [www.cellink.com](http://www.cellink.com). The advance voting form is considered as the notification of participation at the extraordinary general meeting.

The completed voting form must be received by Cellink no later than on Wednesday, 16<sup>th</sup> of December 2020. The completed form shall be sent to the address: CELLINK AB, Arvid Wallgrens backe 20, SE-413 46, Gothenburg, Sweden. The completed form may alternatively be submitted electronically and is then to be sent to [ir@cellink.com](mailto:ir@cellink.com). If the shareholder votes in advance by proxy, a power of attorney shall be enclosed with the form. If the shareholder is a legal entity, a certificate of incorporation or a corresponding document shall be enclosed with the form. The shareholder may not provide special instructions or conditions in the voting form. If so, the vote (in its entirety) is invalid.

Further instructions and conditions are included in the form for advance voting.

### **Proposed agenda**

1. Election of a chairman of the meeting
2. Preparation and approval of the voting list
3. Approval of the agenda
4. Election of one or two persons to attest the minutes
5. Determination of whether the meeting was duly convened
6. Proposal to resolve to elect a new member of the board of directors
7. Proposal to resolve to authorise the board of directors to resolve on new share issues

### **Resolution proposals**

#### **Proposal regarding election of a chairman of the meeting (Item 1)**

The board of directors has proposed that Carsten Browall, or the person proposed by the board of directors if he has an impediment to attend, shall be appointed chairman of the general meeting.

#### **Proposal regarding preparation and approval of the voting list (Item 2)**

The voting list proposed for approval by the general meeting is the voting list prepared by the company, based on the shareholders' register for the general meeting and the advance votes received, and as verified by the persons elected to approve the minutes.

#### **Proposal regarding election of one or two persons to attest the minutes (Item 4)**

The board of directors has proposed that Anders Strid or, if prevented, the person or persons instead appointed by the board of directors, to be elected to attest the minutes of the general meeting together with the chairman. The task of attesting the minutes of the general meeting also includes verifying the voting list and that the advance votes received are correctly reflected in the minutes of the general meeting.

#### **Proposal to resolve to elect a new member of the board of directors (Item 6)**

The nomination committee proposes that Aristotelis Nastos is, for the period until the end of the next annual general meeting, elected as new member of the board of directors of Cellink. The need for a new member of the board of directors is a consequence of the previous board member, Artur Aira, taking on a new operative role as communicated on October 3<sup>rd</sup> 2020.

Provided that the extraordinary general meeting resolves to elect Aristotelis Nastos as new board member, the board of directors will consist of Carsten Browall (Chairman), Bengt Sjöholm, Christian Wildmoser, Erik Gatenholm, Helena Skåntorp, Ingela Hallberg and Aristotelis Nastos.

#### Information regarding the proposed new board member

##### **Aristotelis Nastos**

Dr. Aristotelis Nastos is an experienced venture capitalist working more than 18 years in the field. He is the Head of the Life Science and Cleantech Team at NRW.BANK, managing the venture capital activities. Before joining NRW.BANK in 2017, he was a Partner for Life Sciences at Creathor Ventures. Before Cellink's acquisition of Scienion AG, he was a board member of Scienion AG.

Aristotelis worked as Research Director at the German Diabetes Research Institute (Duesseldorf) and, as an International Research Fellow of the Wellcome Trust (UK), did his postdoc at the Randal Institute of King's College in London. He holds a PhD in Cell and Developmental Biology from the University Essen and a Master degree in Biology from the Ruhr-University Bochum.

Shareholding in Cellink: -

Nastos is independent in relation to the company and its management as well as in relation to major shareholders.

##### **Proposal to authorise the board of directors to resolve on new share issues (Item 7)**

The board of directors proposes that the extraordinary general meeting resolves to authorise the board of directors, for the period until the end of the next annual general meeting, at one or several occasions and with or without deviation from the shareholders' preferential rights, to resolve on a new issue of shares of series B.

The authorisation may be utilised for new issues of shares of series B, which may be made with provisions regarding contribution in cash, in kind or through set-off corresponding to a dilution of not more than 10 per cent of the registered share capital in the company at the time of the issue resolution. In addition, in connection with acquisition of businesses, companies or rights, the board shall be able to resolve on issues in kind or through set-off corresponding to a further maximum 10 per cent of the registered share capital in the company at the time of the issue resolution. Thus, the total authorisation, corresponding to a maximum of 20 per cent, requires that at least 10 per cent be used for issues in kind or through set-off made in connection with the acquisition of businesses, companies or rights. The subscription price shall be determined on market terms and conditions.

Deviations from shareholders' preferential rights should only be possible in connection with acquisitions of operations, companies, participations in companies and other rights associated therewith or for the company's continued expansion. If the board of directors resolves on an issue with deviation from the shareholders' preferential rights, the rationale should be that the board quickly and efficiently may issue shares in the company to be utilised as means of in-kind payment or the right to offset debt or to in a flexible and cost-efficient manner raise capital to use as means of payment.

The board of directors, or any person appointed by the board of directors, shall have the right to make any adjustments or amendments of the above resolution which may be required in connection with the registration of such resolution and to take any other measure deemed necessary for the execution of the resolution.

The proposal according to this item 7 will, if the extraordinary general meeting resolves to approve it, replace the existing authorisation from the annual general meeting on 18 December 2019, which was partly utilised by the board of directors in connection with the acquisition of Scienion AG. The now proposed authorisation is mainly sought to create conditions for the company to continue its acquisition agenda and due to the fact that the company's financial year has been extended by four months and the existing authorisation has run for 12 months.

### **Majority requirements**

For a valid resolution in accordance with item 7 above, it is required that the proposal be supported by at least two thirds (2/3) of the shares represented and votes cast at the extraordinary general meeting.

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

As per the date of this notice, the total number of outstanding shares in the company is 51,601,285, of which 1,500,000 are shares of series A, that entitle to ten votes per share, and 50,101,285 shares of series B, that entitle to one vote per share at the extraordinary general meeting. As of the date of this notice Cellink holds no treasury shares.

### **Access to documents etc.**

Information regarding the board member proposed to be newly elected according to item 6 above and the nomination committee's complete proposal with the reasoned statement is available at Cellink's website, [www.cellink.com](http://www.cellink.com). The board of directors' proposal according to 7 above is presented in its entirety. The shareholders' register for the meeting is made available at the head office of Cellink. Proxy forms for shareholders who would like to vote in advance through proxy are available at the company's website.

### **Information at the meeting**

The board of directors and the CEO shall, if any shareholder so requests and the board of directors considers that it can be done without material harm to the company, provide information at the general meeting on matters that may affect the assessment of an item on the agenda and of circumstances that may affect the assessment of the company's or a subsidiary's financial situation as well as regarding the company's relationship with other companies within the group. A request for such information shall be sent by post to Arvid Wallgrens backe 20, SE-413 46, Gothenburg, Sweden or by e-mail to [ir@cellink.com](mailto:ir@cellink.com), no later than on Monday, 7<sup>th</sup> of December 2020. The information will be made available at the company's head office and on [www.cellink.com](http://www.cellink.com) no later than on Friday, 11<sup>th</sup> of December 2020. The information will also be sent, within the same period of time, to any shareholder who so has requested and who has stated its address.

### **Processing of personal data**

For information on how your personal data is processed, see the integrity policy that is available at Euroclear's webpage [www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf](http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf).

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Gothenburg in November 2020  
**CELLINK AB (publ)**  
*The Board of Directors*

For further information, please contact:

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This information was submitted for publication, through the agency of the contact persons set out above, on November 25, 2020 at 08:30 CET.

### **About CELLINK**

Founded in 2016, CELLINK is a global life-science company that provides technologies, products and services to create, understand and master biology. With a focus on the application areas of bioprinting, analysis, and liquid handling and bioprocessing, the company develops and markets innovative technologies that enable researchers in the life sciences to culture cells in 3D, perform high-throughput drug screening and print human tissues and organs for the medical, pharmaceutical and cosmetic industries. CELLINK's products are trusted by more than 1,800 laboratories, including ones at all the top 20 pharmaceutical companies, are being used in more than 60 countries, and have been cited in more than 200 publications. CELLINK is creating the future of medicine.

Visit [cellink.com](http://cellink.com) to learn more. CELLINK is listed on the Nasdaq Stockholm Main Market under CLNK B.