

Notice of Extraordinary General Meeting in PMD Device Solutions AB (PUBL)

2024-09-26

STOCKHOLM, SWEDEN / ACCESSWIRE / September 26, 2024 / PMD Device Solutions (FRA:8T0)(STO:PMDS) The shareholders of PMD Device Solutions AB (publ), reg. no. 556639-6809 (the "Company"), are hereby invited to an extraordinary general meeting on 29 October 2024 at 10:00 CET at the premises of Eversheds Sutherland located at Sveavägen 20, Stockholm. Registration begins at 09:45.

RIGHT TO PARTICIPATE AND NOTIFICATION

Shareholders who wish to participate at the general meeting must

- on the record date, which is 21 October 2024, be registered in the share register maintained by Euroclear Sweden AB; and
- give notice to participate no later than 23 October 2024 by email to investorrelations@pmd-solutions.com or by mail to the Company, c/o Eversheds Sutherland Advokatbyrå, Box 140 55, 104 40 Stockholm. When registering, the shareholder must provide their name, shareholding, personal or organisational identification number, address, and telephone number, as well as, if applicable, information on proxies (up to two). The notification should, if applicable, be accompanied by powers of attorney, registration certificates, and other authorisation documents.

Shareholders whose shares are nominee-registered in the name of a bank or other nominee must, in addition to giving notice of attendance to the Company, register such shares in their own names so that the shareholder is recorded in the share register as of 21 October 2024. Such registration may be temporary (so-called voting right

registration) and request for such registration shall be made to the nominee in accordance with the nominee's routines in such time in advance as decided by the nominee. Voting rights registrations effected no later than 23 October 2024 will be considered by Euroclear Sweden AB in the preparation of the share register.

Shareholders represented by proxy must issue a written proxy, signed and dated by the shareholder, to the proxy holder. The validity period of the proxy may be up to five years if specified. If no validity period is specified, the proxy is valid for up to one year. If the proxy is issued by a legal entity, a copy of the registration certificate or equivalent for the legal entity must be attached. The original proxy and any registration certificates should be sent to the Company at the address provided above well in advance of the meeting. The proxy form is available on the Company's website **www.pmd-solutions.com** before the meeting.

PROPOSED AGENDA

Opening of the meeting

Election of chairman of the meeting

Preparation and approval of the voting list

Approval of the agenda

Election of one or two persons to approve the minutes

Examination of whether the meeting has been duly convened

Proposal for a decision to amend the articles of association (number 1)

Proposal for a decision to reduce the share capital without cancellation of shares for allocation to non-restricted equity (number 1)

Proposal for a decision to amend the articles of association (number 2)

Proposal for a decision to reduce the share capital without cancellation of shares for allocation to non-restricted equity (number 2)

Resolution to authorise the board of directors to make minor adjustments to the resolutions

Closing of the meeting

PROPOSAL FOR RESOLUTIONS

Item 7 - Proposal for a decision to amend the articles of association (number 1)

The board of directors proposes that the limits regarding the share capital in the articles of association are amended as follows:

Current wording	Proposed wording
<p>§ 4 Aktiekapital / Share capital</p> <p>Aktiekapitalet ska vara lägst 105 400 000 kronor och högst 421 600 000 kronor. The share capital shall be not less than SEK 105,400,000 and not more than SEK 421,600,000.</p>	<p>§ 4 Aktiekapital / Share capital</p> <p>Aktiekapitalet ska vara lägst 86 436 000 kronor och högst 345 744 000 kronor. The share capital shall be not less than SEK 86,436,000 and not more than SEK 345,744,000.</p>

The resolution under this item is subject to and conditional upon the general meeting also resolving on item 8 on the agenda.

Item 8 - Proposal for a decision to reduce the share capital without cancellation of shares for allocation to non-restricted equity (number 1)

The board of directors proposes that the meeting resolves to reduce the Company's share capital by SEK 19,180,647.6 for allocation to non-restricted equity and without cancellation of shares. Following the reduction, the Company's share capital will amount to SEK 87,563,826 divided into 20,848,530 shares (before registration of the rights issue resolved in July 2024 (the 'Rights Issue')), each share with a quota value of SEK 4.2.

The decision to reduce the share capital can be implemented without obtaining the authorisation of the Swedish Companies Registration Office since the reduction, taking into account the Rights Issue, will not reduce the Company's restricted equity or its share capital.

The board of directors' report pursuant to Chapter 20, Section 13, fourth paragraph of the Swedish Companies Act.

Since neither the share capital nor the restricted capital will decrease, the Company may implement the reduction decision without authorisation from the Swedish Companies Registration Office or a general court.

The resolution under this item requires and is conditional upon the general meeting on item 7 on the agenda.

Item 9 - Proposal for a decision to amend the articles of association (number 2)

The board of directors proposes that the limits regarding the share capital in the articles of association are amended as follows:

Current wording	Proposed wording
<p>§ 4 Aktiekapital / Share capital</p> <p>Aktiekapitalet ska vara lägst 86 436 000 kronor och högst 345 744 000 kronor. The share capital shall be not less than SEK 86,436,000 and not more than SEK 345,744,000.</p>	<p>§ 4 Aktiekapital / Share capital</p> <p>Aktiekapitalet ska vara lägst 25 000 000 kronor och högst 100 000 000 kronor. The share capital shall be not less than SEK 25,000,000 and not more than SEK 100,000,000.</p>

The resolution under this item is subject to and conditional upon the general meeting also resolving on item 7, 8 and 10 on the agenda.

Item 10 - Proposal for a decision to reduce the share capital without cancellation of shares for allocation to non-restricted equity (number 2)

The board of directors proposes that the meeting resolves on a reduction of the Company's share capital by a maximum of SEK 83,197,755.4 for allocation to non-restricted equity. The reduction shall be carried out without cancellation of shares and to such extent within the framework of the maximum reduction amount that the quota value of the share changes to SEK 1.00 per share.

In order for the share capital reduction to be carried out to the maximum reduction amount of SEK 83,197,755.4 requires registration of the Rights Issue and the following directed share issue.

The reduction is carried out in order to increase the Company's flexibility in the utilisation of the Company's working capital and to create an appropriate quota value for the Company's share. After the reduction, the quota value of the Company's share is intended to amount to SEK 1.00 per share.

The decision to reduce the Company's share capital in accordance with this proposal requires authorisation from the Swedish Companies Registration Office or a general court. The Company intends to notify the resolution under

this item for registration. Provided that the required authorisation is obtained, the reduction resolution is expected to be executed in January 2025.

The resolution under this item is subject to and conditional upon the general meeting also resolving on item 7, 8 and 9 on the agenda.

Item 11 - Resolution to authorise the board of directors to make minor adjustments to the resolutions

The board of directors proposes that the general meeting authorises the board of directors, the managing director or any other person appointed by the board of directors to make such minor adjustments and clarifications to the resolutions adopted by the general meeting as are necessary for the registration of the resolutions.

OTHER

Majority requirement

Resolutions under items 7, 8, 9, and 10 require the support of shareholders representing at least two-thirds (2/3) of both the votes cast and the shares represented at the meeting.

Shares and votes in the Company

At the time of issuance of this notice, the total number of registered shares in the Company is 20,848,530 shares, corresponding to 20,848,530 votes.

Shareholders' right to request information

Shareholders have the right to request information from the board of directors and the managing director pursuant to Chapter 7, Section 32 of the Swedish Companies Act regarding circumstances that may affect the assessment of an item on the agenda. The board of directors and the managing director shall disclose such information if the board of directors considers that this can be done without significant damage to the Company. The shareholders are entitled to request information from the Company during the general meeting regarding the items on the agenda and proposals to be considered by the general meeting.

Documents

The notice, proxy forms and other documents under the Swedish Companies Act will be available at the Company's offices and website **www.pmd-solutions.com** at least three weeks before the meeting. All documents will also be sent to shareholders who request them and provide their postal address.

Processing of personal data

The personal data collected from the share register kept by Euroclear Sweden AB, the notifications received, postal voting forms and information on proxies and assistants will be used for registration, the drawing up of the voting list for the meeting and, where applicable, the minutes of the meeting. For further information on how your personal data is processed, see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

September 2024

PMD Device Solutions AB (publ)

The Board of Directors

For additional information, please contact

Myles Murray, CEO

Phone: +353 86 887 4994

E-mail: myles@pmd-solutions.com & for general enquiries investor.relations@pmd-solutions.com

The Company's Certified Adviser is Redeye.

Information about PMDS

PMD Device Solutions AB develops and sells medical products for respiratory monitoring in both the hospital acute monitoring sector and the remote monitoring homecare sector. Its primary product is RespiraSense, a solution used for monitoring respiratory rate to support the detection of patient deterioration early and to avoid preventable respiratory failure and adverse patient outcomes. RespiraSense is, to the Company's knowledge, the world's only continuous, motion-tolerant respiratory rate monitor delivering class-leading reliability in measuring respiratory rate. RespiraSense is a novel technology that is commercialised in Europe, the UK, and FDA cleared in the US. The company's shares are listed on Nasdaq First North Growth Market (STO: PMDS).

Attachments

NOTICE OF EXTRAORDINARY GENERAL MEETING IN PMD DEVICE SOLUTIONS AB (PUBL)

SOURCE: PMD Device Solutions

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