

Press release

2022-04-21



## Notice of Annual General Meeting 2022

Oslo, Norway, April 21, 2022 - Notice is hereby served that the Annual General Meeting of Genetic Analysis AS (the "Company") will be held on Thursday 28 April at 15:00 hours in the Company's premises in Kabelgata 8, Oslo.

To limit physical participation, the shareholders are requested to vote by proxy or power of attorney (see Appendix 1).

### Agenda

#### 1. Opening of the meeting

#### 2. Election of a chairperson and a person to co-sign the minutes

#### 3. Approval of the notice and the agenda

#### 4. Approval of the annual accounts and directors' report of Genetic Analysis AS for 2021, including allocation of the result of the year

The annual accounts and directors' report for the Company for 2021, including the proposed allocation of the result for the year have been included as **Appendix 2**.

The board of directors proposes that the general meeting makes the following resolution:

*The annual accounts and the directors' report for the Company for 2021 are approved, including the board of directors' proposal for allocation of the result of the year.*

#### 5. Remuneration to the Company's auditor

The board of directors proposes that the general meeting makes the following resolution:

*Remuneration to the Company's auditor for the accounting year of 2021 is approved in accordance with the information presented in the annual accounts for the Company for 2021.*

#### 6. Election of members to the board of directors

The nomination committee has been informed that the present Chairperson Kathryn M. Baker is not up for re-election. The nomination committee proposes that the general meeting makes the following resolution:

*The Company's board of directors shall be:*

- Per Matsson – Chairperson
- Andrew Stapleton – Board member
- Rune Sørum – Board member
- Camilla Huse Bondesson – Board Member
- Staffan Strömberg – Board member

#### 7. Remuneration of the board of directors

In connection with the proposed new board of directors, the nomination committee has also reviewed the level of board remuneration. The nomination committee proposes that the general meeting makes the following resolution:  
*In the period until the next ordinary general meeting, the following board remuneration applies:*

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*Per Matsson – Chairperson;  
Remuneration of NOK 400.000 per year and 225.000 share options earned over a 3-year period at a strike price of NOK 4.00.*

*Camilla Huse Bondesson – Board member;  
Remuneration of NOK 125.000 per year and 36.666 share options earned over a 3-year period at a strike price of NOK 4.00. These share options are in addition to the 33.334 options granted in 2020.*

*Staffan Strömberg – Board member;  
Remuneration of NOK 125.000 per year and 36.666 share options earned over a 3-year period at a strike price of NOK 4.00. These share options are in addition to the 33.334 options granted in 2020.*

*Rune Sørum – Board member;  
Remuneration of NOK 125.000 per year and 70.000 share options earned over a 3-year period at a strike price of NOK 4.00.*

No remuneration is proposed for the other members of the board of directors.

### **8. Election of nomination committee**

The chair of the election committee is up for reelection, the other members does not stand for reelection.

The board of directors proposes that the general meeting makes the following resolution:

*The nomination committee shall consist of the following members:*

- Kari Stenersen (Chair)
- Thorvald Steen
- Eilert Aamodt

### **9. Remuneration to the Company's nomination committee**

In connection with the proposed election of the nomination committee, the board of directors propose a remuneration for the chairperson, and that the general meeting makes the following resolution:

*In the period until the next ordinary general meeting, the following board remuneration applies:*

*Kari Stenersen – Chairperson;  
Remuneration NOK 15.000 per year.*

No remuneration is proposed for the other Committee members.

### **10. Extension of share option program**

The board of directors wishes to extend the existing option program in the Company, including to have the possibility of involving all employees.

The board proposes that the general meeting makes the following resolution:

- i. *The Company's option program is expanded so that employees can be given a total right to acquire up to 1 900 000 shares in the Company. The allocation of options shall be made by the board of directors, and each option shall entitle the holder to subscribe for a share in the Company to the value the board of directors considers as the estimated market value at the time of issue of the option.*
- ii. *The Company's option program for members of the board of directors is expanded so that board members can be given a total right to acquire up to 485 000 shares in the Company. The allocation of options to board members shall be in accordance with, and subject to, clause 6 and 7 above and each option shall entitle the*

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*holder to subscribe for a share in the Company at NOK 4.00 per share. This represents the average closing price of the share for the last 30 trading days including 19 April, and then rounded up to the nearest Krone.*

### 11. Authorisation to the board of directors to increase the share capital

It is desirable that the board is granted authorisation to increase the Company's share capital by up to NOK 1 431 000.

The proxy shall facilitate for future issuance of shares for liabilities derived from the option program for the board and employees.

The Board proposes that the general meeting passes the following resolution:

- i. The board of directors is authorized pursuant to the Companies Act § 10-14 (1) to increase the Company's share capital by up to NOK 1.431.000 Subject to this aggregate amount limitation, the authority may be used on more than one occasion.*
- ii. The authorisation is valid until and including 28 April 2024.*
- iii. The shareholders' preferential rights to new shares pursuant to section 10-4 of the Private Limited Companies Act may be waived, cf. the Private Limited Companies Act section 10-5.*
- iv. The authority covers capital increases against contributions in cash and contributions other than in cash. The authority covers the right to incur special obligations for the Company, ref. § 10-2 of the Companies Act and merger pursuant to the Companies Act § 13-5.*

**Shareholders may appoint a proxy to attend and vote on their behalf. In this case a written and dated proxy must be provided. The enclosed proxy form may be used, ref. Appendix 1.**

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Oslo, April 21, 2022

Kathryn M. Baker  
Chairperson of the Board of Directors

### For further information, please contact:

Ronny Hermansen, CEO

E-mail: [rh@genetic-analysis.com](mailto:rh@genetic-analysis.com)

### About Genetic Analysis

Genetic Analysis AS (GA) is a science-based diagnostic company and pioneer in the human microbiome field with more than 10 years of expertise in research and product development. The unique GA-map® platform is based on a pre-determined multiplex targets approach specialized for simultaneous analysis of a large number of bacteria in one reaction. The test results are generated by utilizing the clinically validated cutting-edge GA-map® software algorithm. This enables immediate results without the need for further bioinformatics work. GA's vision is to become the leading company for standardized gut microbiota testing worldwide, and GA is committed to helping unlock and restore the human microbiome through its state-of-

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the-art technology. GA employs 24 highly qualified employees with relevant scientific backgrounds and with competence in bioinformatics, molecular biology, and bioengineering.

For more information, visit Genetic Analysis' webpage: [www.genetic-analysis.com](http://www.genetic-analysis.com)