



Notice to the extraordinary general meeting of NanoCap Group AB

The shareholders in NanoCap Group AB (publ), corporate no. 556818-0300, is hereby called to an extraordinary general meeting on November 22, 2022 at 09:00 at Birger Jarlsgatan 20, 5tr 114 34 Stockholm

Shareholders who wish to participate in the general meeting must, on the one hand, be recorded in the printout of the share register regarding the conditions on November 14, 2022, and on the other hand, register with the company no later than November 18, 2022, in writing to Box 5141, 102 43 Stockholm or via e-mail to ir@nanocapgroup.com. The notification must contain a name, social security number or organization number, address, telephone number, number of shares represented, and any representatives and assistants to participate. Agents and representatives of legal entities are asked to submit to the company before the general meeting a power of attorney in the original registration certificate and other authorization documents.

Shareholders who have their shares registered as nominees must, to have the right to participate in the general meeting, request to be temporarily entered in the share register at Euroclear Sweden AB in their name. Such registration, so-called voting rights registration, must be completed by November 14, 2022, which means that the shareholder must notify the trustee in advance of this date.

Proposal for the agenda:

1. Opening of the meeting
2. Election of the meeting's chairman & secretary
3. Establishment and approval of voter register
4. Approval of the agenda
5. Selection of one or two adjusters
6. Examination of whether the meeting has been duly convened
7. Decision on the divestment of W & IT Solutions AB to related parties
8. Closure of the meeting

Proposition for resolution

Item 7 - Decision on the divestment of W & IT Solutions AB (related party transaction)

Certain transactions between related parties must, according to ch. 16 a. the Swedish Companies Act is submitted to the general meeting for approval. The board proposes that the general meeting decides to approve the sale of all shares (90,000) in W & IT Solutions AB to Partytajm International AB and hereby submits a proposal for a decision and a statement below according to ch. 16 a. Section 7 of the Swedish Companies Act.

Proposition for resolution

The board proposes that the general meeting make a decision to approve the sale of all shares (90,000) in W & IT Solutions AB to Partytajm International AB at a price of 3,000,000 SEK (SEK 33.33 per share). Payment is made in full by offsetting the purchase price against 2,500,000 newly issued shares in Partytajm International valued at SEK 1.2 per share.

Statement of the transaction

Partytajm International AB ("the Buyer") and the company have entered into a share transfer agreement, subject to the approval of the general meeting, that the company shall sell all shares (90,000) in W & IT Solutions AB to the Buyer at a price of SEK 3,000,000 (equivalent to SEK 33.33 per share). The purchase price will be paid in full in the form of newly issued shares in the Buyer valued at SEK 1.20 per piece by offsetting the reverses issued by the Buyer to the company in a total amount

corresponding to the purchase price. In total, the company will thus receive 2,500,000 newly issued shares in the Buyer, which corresponds to 28% of the total number of outstanding shares in the Buyer. The purchase price has been determined through negotiations by independent board and management personnel in each company, and it is the judgment of all involved that the deal is carried out on market terms for both the Buyer and the company.

Other

For decisions according to point 7 above, assistance is required from shareholders who represent more than half of the votes cast, and that voting must take place in accordance with ABL's rules. The board, or whomever the board otherwise appoints, shall be authorized to make the minor adjustments in decisions made at the general meeting that may prove necessary for possible registration of the general meeting's decision with the Swedish Companies Registration Office and Euroclear Sweden AB. The shareholders have the right to certain information at the general meeting: the board and the CEO must, if a shareholder requests it, and the board believes that it can happen without significant damage to the company, provide information about conditions that may affect the assessment of a matter on the agenda.

The board's report will be kept available on the company's website, www.nanocapgroup.com, for two weeks before the general meeting. The document is also sent to shareholders who request it and provide their postal addresses.

This press release is a translation from the main language, which is Swedish.

Stockholm in November 2022

NanoCap Group AB

The board