

**1. Opening of the meeting**

On behalf of the Board of Directors, the meeting was declared opened by the attorney Madeleine Rydberger.

**2. Election of chairperson of the meeting**

Madeleine Rydberger was appointed chairperson of the meeting in accordance with the Nomination Committee's proposal.

The chairperson informed that the minutes were kept by the chairperson, and that the approved minutes will be published on the company's website.

**3. Preparation and approval of voting list**

A list of shareholders who were present in person or through a representative at the meeting was established, [Appendix 1](#). The list was approved as the voting list for the meeting.

The meeting resolved that certain guests, primarily shareholders not recorded in the shareholders' register or who did not notify the company of their intention to participate in the meeting properly, and certain employees, were allowed to attend the meeting.

**4. Approval of the agenda**

The meeting resolved to approve the agenda according to the proposal in the notice convening the meeting.

**5. Election of persons to approve the minutes**

Johan Sjöström, representing the Second Swedish National Pension Fund, and Annika Boström, representing Swedish and foreign shareholders, were appointed to approve the minutes together with the chairperson of the meeting.

## **6. Determination of whether the meeting has been duly convened**

The chairperson informed that a notice convening the meeting had been published in the Swedish Official Gazette (Sw: *Post- och Inrikes Tidningar*) on 16 April 2024 and that a short form notice had been inserted in Svenska Dagbladet on the same date and that the notice had been published on the company's website on 11 April 2024. The meeting was declared to be duly convened.

## **7. Address by the CEO**

The CEO, Emil Billbäck, reported on the company's operations during the financial year 2023.

The shareholders were given the opportunity to ask questions.

## **8. Presentation of the annual report and the auditor's report and the annual report for the group and the auditor's report for the group, as well as the auditor's statement regarding the application of applicable guidelines for remuneration to senior executives**

The chairperson informed that the annual report of the company and the group, together with the balance sheet and the income statement for the financial year 2023, had been available to the shareholders at the company and on the company's website since 19 April 2024, had been distributed to all shareholders on request and was available at the meeting.

The chairperson further informed that the statement by the auditor regarding the application of applicable guidelines for remuneration to senior executives, the Board of Directors' report regarding remuneration pursuant to Chapter 8, Section 53 a of the Swedish Companies Act, the Board of Directors' proposals under items 14-15 and the Board of Directors' statement pursuant to Chapter 19, Section 22 of the Swedish Companies Act had been available to the shareholders at the company and on the company's website since 19 April 2024, had been distributed to all shareholders on request and were available at the meeting.

It was noted that the documents thereby had been duly presented at the meeting.

Henrik Rosengren, authorised public accountant, reported on the work of the auditors and presented the auditor's report and the auditor's report for the group for the financial year 2023.

The shareholders were given the opportunity to ask questions.

## 9. Resolutions on:

(a) **adoption of the profit and loss statement and balance sheet and the group profit and loss statement and the group balance sheet**

The meeting resolved to adopt the presented income statement and the balance sheet and the group income statement and group balance sheet.

(b) **allocation of the company's result in accordance with the adopted balance sheet; and**

The chairperson informed that the Board of Directors' complete proposal for appropriation of the company's earnings is presented in the annual report. The meeting resolved that no dividend is to be distributed for the financial year of 2023 and that the funds at the disposal of the meeting of SEK 1,228,420,502 should be carried forward.

(c) **discharge from liability of the members of the Board of Directors and the CEO**

The meeting resolved that the members of the Board of Directors and the CEO should be discharged from liability for the financial year 2023. It was noted that the members of the Board and the CEO did not participate in the decision regarding discharge from liability in relation to themselves.

## 10. Determination of the number of members of the Board and the number of auditors

The chairperson presented the work of the Nomination Committee prior to the Annual General Meeting 2024 and the Nomination Committee's proposals.

The shareholders were given the opportunity to ask questions.

The meeting resolved in accordance with the proposal from the Nomination Committee that the number of Board members shall be five, with no deputy members and that one registered accounting firm shall be the company's auditor.

## 11. Determination of fees to the Board of Directors and the auditor

The meeting resolved in accordance with the proposal from the Nomination Committee that Board remuneration shall be paid with SEK 475,000 to the chairperson of the Board and with SEK 235,000 to each of the other Board members who are not employed by the company. Furthermore, the meeting resolved that remuneration for committee work shall be paid with SEK 165,000 to the chairperson of the audit committee, with SEK 80,000 to each of the other members of the audit committee, with SEK 60,000 to the chairperson of the remuneration committee and with SEK 30,000 to each of the other members of the remuneration committee. The meeting also resolved that additional remuneration of SEK 100,000 (corresponding to approximately USD 10,000) shall be paid to the Board member Mary I O'Connor as compensation for lost time due to travel to and from the company.

The meeting further resolved in accordance with the proposal from the Nomination Committee that the Board members Lennart Johansson, Mary I O'Connor and Christine Rankin together shall receive an extended Board remuneration of a total of SEK 945,000, subject to (i) the Board member acquiring shares in BONESUPPORT HOLDING AB for the entire extended Board remuneration (after tax) as soon as possible after the Annual General Meeting's resolution and the payment of the extended Board remuneration, and (ii) the Board member undertakes not to sell the shares during the Board member's entire term of office at BONESUPPORT HOLDING AB. The extended Board remuneration shall be distributed as follows: SEK 475,000 to the chairperson of the Board and SEK 235,000 to each of Mary I O'Connor and Christine Rankin. In the event that the Board member before the next Annual General Meeting is dismissed as a result of breach of his or hers obligations as a Board member or leaves the Board at his or hers own request, the Board member is obliged to repay the entire extended Board remuneration (after tax).

The meeting resolved in accordance with the proposal from the Nomination Committee that remuneration for the auditor shall be paid in accordance with invoiced amounts in accordance with customary charging standards.

## **12. Election of members of the Board, chairperson of the Board and election of auditor**

The chairperson informed that the assignments that the proposed Board members have in other companies are set forth in the materials for the meeting.

The meeting resolved in accordance with the proposal from the Nomination Committee on re-election of Håkan Björklund, Lennart Johansson, Mary I O'Connor, Björn Odlander and Christine Rankin as ordinary Board members. Furthermore, the meeting resolved in accordance with the proposal from the Nomination Committee to re-elect Lennart Johansson as chairperson of the Board of Directors.

Finally, the meeting resolved in accordance with the proposal from the Nomination Committee on re-election of Ernst & Young AB as auditor. It was noted that Ernst & Young AB had informed that the authorized public accountant Henrik Rosengren will continue to be appointed as the principal auditor.

## **13. Resolution on approval of the remuneration report**

The meeting resolved to approve the Board of Directors' remuneration report pursuant to Chapter 8, Section 53 a of the Swedish Companies Act.

## **14. Resolution on authorization for the Board of Directors to resolve on new issues**

The chairperson presented the Board of Directors' proposal on resolution on authorization for the Board of Directors to resolve on new issues.

The shareholders were given the opportunity to ask questions.

The meeting resolved on authorization for the Board of Directors to resolve on new issues in accordance with the proposal of the Board of Directors, [Appendix 2](#). It was noted that the resolution was adopted with the necessary majority of two thirds of the votes cast and represented at the meeting.

**15. Resolution on implementation of a long-term incentive program for senior executives and other key employees by way of implementation of a performance-based share saving program and resolution on entering into a share swap agreement with a third party**

The chairperson presented the Board of Directors' proposal on resolution on implementation of a performance-based share saving program for senior executives and other key employees, authorization for the Board of Directors to carry out directed issues of series C shares, authorization for the Board of Directors to repurchase series C shares and resolution on transfer of own ordinary shares, and the alternative proposal on resolution for the Board of Directors to enter into a share swap agreement with third party.

The shareholders were given the opportunity to ask questions.

The meeting resolved on implementation of a performance-based share saving program for senior executives and other key employees in accordance with the Board of Directors' proposal (A), [Appendix 3](#).

The Board of Directors' proposal on authorization on directed issue of series C shares, authorization on repurchase of series C shares and transfer of own ordinary shares under item 15 (B)–(D), [Appendix 3](#), was not supported by shareholders representing at least nine-tenths of the votes cast and the shares represented at the meeting, and it was therefore concluded that the meeting did not approve the proposal.

The meeting resolved in accordance with the Board of Directors' proposal under item 15 (E), [Appendix 3](#), on entering into a share swap agreement with a third party for the purpose of hedging the delivery of performance shares and to cover therewith associated costs.

**16. Closing of the meeting**

The chairperson closed the meeting.

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Nothing further was considered.

At the minutes:

\_\_\_\_\_  
Madeleine Rydberger

Approved:

\_\_\_\_\_  
Johan Sjöström

\_\_\_\_\_  
Annika Boström

*The English text is an unofficial translation. In case of any discrepancies between the Swedish text and the English translation, the Swedish text shall prevail.*

## **The board of directors' proposal for resolution on authorization for the board of directors to resolve on new issues**

The board of directors proposes that the annual general meeting resolves to authorize the board of directors, at one or several occasions, during the time up until the next annual general meeting, with or without deviation from the shareholders' preferential right, and with or without provisions regarding payment in kind or through set-off or other provisions, to resolve to issue new shares, convertibles and/or warrants. The total number of shares that that may be issued (alternatively be issued through conversion of convertibles and/or exercise of warrants) shall not exceed 6,572,119 shares, which corresponds to 10 percent of the current number of ordinary shares in the company. The purpose of the authorization and reason for any deviation from the shareholders' preferential right is to enable the company to raise working capital, to execute acquisitions of companies or operating assets as well as to enable issues to industrial partners within the framework of partnerships and alliances. The issue price shall, in the case of deviation from the shareholders' preferential right, be determined in accordance with market practice. The board of directors shall be entitled to determine other terms of the issue.

The board of directors, the CEO or a person appointed by one of them shall be entitled to make any minor adjustments to the above decision that might be required in connection with registration with the Swedish Companies Registration Office.

For a valid resolution, the proposal has to be approved by shareholders representing at least two-thirds of the votes cast as well as the shares represented at the annual general meeting.

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Lund in April 2024

BONESUPPORT HOLDING AB (publ)

The Board of Directors

*The English text is an unofficial translation. In case of any discrepancies between the Swedish text and the English translation, the Swedish text shall prevail.*

## **The Board of Directors' proposal for resolution on implementation of a long-term incentive program for senior executives and other key employees by way of (A) implementation of a performance-based share saving program; (B) authorization on directed issues of series C shares; (C) authorization on repurchase of series C shares; and (D) resolution on transfer of own ordinary shares; alternatively (E) resolution on entering into a share swap agreement with a third party**

The board of directors proposes that the annual general meeting (“**AGM**”) 2024 resolves to implement a long-term incentive program in the form of a performance-based share saving program for senior executives and other key employees (the “**LTI 2024**”) in accordance with A below.

The resolution, pursuant to section A, shall be conditioned upon that the AGM also resolves on hedging measures in accordance with either sections B – D or, if the majority requirement for sections B – D is not achieved, according to section E. If sections B – D are adopted, section E will lapse. In the event that section A is not adopted, sections B - E will lapse.

### **A. Implementation of a performance-based share saving program**

#### ***Background and motives***

The AGM of the company has since 2018 (with the exception of the AGM 2022) adopted incentive programs for senior executives and other key employees where the terms mainly correspond to the terms that constitute LTI 2024, which are found below.

The overall purpose of LTI 2024 is to align the interests of the employees with those of the shareholders and thus ensure a maximum long-term value adding commitment. LTI 2024 is also considered to create a long-term focus on increase in earnings and growth among the participants. LTI 2024 is further considered to facilitate for the company to recruit and retain senior executives and other key employees.

In light of the above, the terms set out below, the allotment size and other circumstances, the board considers that the proposed LTI 2024 is well-balanced and beneficial for the company and its shareholders.



### ***Terms and conditions for LTI 2024***

1. To be entitled to participate in LTI 2024, it is required that the participant has been employed by the company or another company within the Group at the latest on the date of expiration of the Investment Period in accordance with the below. LTI 2024 entails that the participants will invest in ordinary shares in the company ("**Saving Shares**"). In order to be entitled to participate in LTI 2024, each participant must acquire or allocate the number of Saving Shares which has been specified for each category in the table set out in paragraph 4 below. The investment in Saving Shares shall be made through acquisition of ordinary shares on the stock market or by allocating shares already held by the participant and which have not been used as saving shares in an already existing incentive program. Investment or allocation shall have taken place during period from and including the time the AGM resolves to introduce LTI 2024 up to and including 30 September 2024 (the "**Investment Period**").
2. If the Saving Shares are retained as from the expiration of the Investment Period to and including 31 December 2027 (the "**Saving Period**") the participant is entitled to allotment of additional ordinary shares in the company free of charge (the "**Performance Shares**"), provided that, firstly the performance targets (the "**Performance Targets**") mentioned below are achieved or exceeded, secondly, that the participant's employment, with the exceptions set out in paragraph 8 below, has not been subject to notice of termination before the expiry of the Saving Period.
3. Regarding the Sales Target and the EBITDA Target listed below, vesting of Performance Shares pertaining to these will occur linearly during the Saving Period starting 1 January 2025, while vesting of Performance Shares pertaining to the Share Price Target specified below will occur at the last day of the Share Price Target's measurement period, i.e. on 31 December 2027.
4. LTI 2024 shall include the following employee categories, which include employees who have been identified as key persons for the company's development in the coming years (some of whom have not been offered participation in previous incentive programs), and the participant shall acquire or allocate the following number of Saving Shares, with the opportunity to be allotted up to the following number of vested Performance Shares per Saving Share:

<b>Position</b>	<b>Number of Saving Shares (per participant)</b>	<b>Maximum number of Performance Shares per Saving Share</b>	<b>Total and maximum number of Performance Shares</b>
CEO (1 person)	30,000	3	90,000
CFO (1 person)	15,000	3	45,000
Other senior executives	6,000	3	108,000

(6 persons)			
Key employees level 1 (approximately 4 persons)	4,000	3	48,000
Key employees level 2 (approximately 9 persons)	3,000	3	81,000
Key employees level 3 (approximately 6 persons)	2,000	3	36,000

5. The final number of Performance Shares vested by each participant shall be rounded downwards to the nearest whole number.
6. The total number of Performance Shares, pursuant to LTI 2024, shall not exceed 408,000.
7. The Performance Targets that have to be achieved or exceeded relate to (i) the share price development of the company's shares (the "**Share Price Target**"), weighted as 40 percent of Performance Targets, (ii) the net sales for each respective financial year of 2025–2027 (the "**Sales Target**") weighted as 40 percent of Performance Targets, and (iii) the EBITDA for each respective financial year of 2025–2027 (the "**EBITDA Target**") weighted as 20 percent of Performance Targets. Whereby the measurement period for the Sales Target and the EBITDA Target shall be divided with 1/3 for each of the financial years: 2025, 2026 and 2027.

*The Share Price Target* relates to the development of the company's share price on Nasdaq Stockholm over the period from the date of the AGM 2024 to and including 31 December 2027. The share price development will be measured based on the volume weighted average share price 30 trading days immediately following the AGM 2024 and 30 trading days immediately preceding 31 December 2027. An increase in the share price with less than 22.5 percent does not entitle to any vesting of any of the Performance Shares pertaining to the Share Price Target and an increase in the share price with 30 percent or more does entitle a vesting of all of the Performance Shares pertaining to the Share Price Target. If the minimum level of 22.5 percent increase in the share price is achieved, half of all Performance shares pertaining to the Share Price Target are vested. In the event of an increase in the share price of between 22.5 and 30 percent, vesting of the Performance Shares pertaining to the Share Price Target will occur linearly between the minimum level and the target level.

*The Sales Target and the EBITDA Target* shall be determined by the board of directors annually as soon as possible, at the beginning of each financial year. For each respective target, a minimum level and a target level (maximum) shall be determined for each respective financial year. The minimum level shall be 75 percent of the target level. If the minimum level is not achieved, no

Performance Shares are vested in relation to the relevant Performance Target for the financial year and if the target level is achieved, full vesting shall take place of the Performance Shares pertaining to the relevant Performance Target for the financial year. If the minimum level is achieved, half of all Performance Shares pertaining to the actual Performance Target for the financial year are vested. If the minimum level is exceeded but the target level is not achieved, vesting of the Performance Shares pertaining to the actual Performance Target for the financial year will occur linearly between the minimum level and the target level. The board of directors intends to present the determined targets regarding the Sales Target and the EBITDA Target as well as the achievement of these in connection with the expiration of LTI 2024 at the latest.

8. If, before the end of the Saving Period, a participant's employment in the company (i) ceases due to retirement, death or long-term illness; (ii) is subject to notice of termination given by the company whereby the notice is not attributable to personal reasons (*Sw. personliga skäl*) or material breach of contract; or (iii) is terminated or subject to notice of termination and if, in accordance with the board's assessment, there are corresponding reasonable reasons for termination or notice of termination of the employment, the person in question shall continue to be entitled to receive already vested Performance Shares, even in if he or she sells his or her Saving Shares after the above event but before the end of the Saving Period.
9. Before the number of Performance Shares to be allocated is finally determined, the board of directors shall evaluate if allocation pursuant to the terms set out above is reasonable, with regard to the company's results, financial standing, conditions on the stock market and other circumstances in general. If the board of directors finds that it is not reasonable, then the board of directors may decrease the number of Performance Shares to be allotted to the lower number of shares that the board of directors finds reasonable.
10. The number of Performance Shares that may be allotted by virtue of Saving Shares shall be subject to recalculation in consequence of a bonus issue, split, rights issue, and/or other similar company actions.
11. Allotment of Performance Shares shall take place after the publication of the year-end report for the financial year 2027, with the aim of allocating Performance Shares approximately 30 days after the publication of the year-end report.
12. Participation in LTI 2024 presupposes that the participation is legally possible and that the participation in the company's sole opinion can be made with reasonable administrative costs for the company.
13. The board of directors shall be responsible for the details and management of LTI 2024 within the framework of the main conditions as set out above, and the board of directors shall be authorized to make minor adjustments to these conditions as required by law or for administrative reasons. The board of directors shall also be

authorized to adjust or deviate from the terms and conditions as required by local laws and regulations as well as existing market practices. Furthermore, in the event of a public take-over offer, a sale of the company's business, liquidation, merger or any other such transaction affecting the company, the board of directors shall, at its sole discretion, be entitled to resolve that the Performance Shares (partially or in full) shall vest and be allotted on completion of such transaction. The board of directors will make this resolution based on the level of achievement of the Performance Targets, the remainder of the Saving Period and any other factors deemed relevant by the board of directors.

**B. Authorization on directed issues of series C shares**

The board of directors proposes that the AGM resolves to authorize the board of directors, for the period up until the next AGM, on one or several occasions, to issue a maximum of 244,229 series C shares. The new shares may, with deviation from the shareholders' preferential rights, only be subscribed for by a bank or a securities company at a subscription price which corresponds to the quota value of the shares. The new series C shares shall be subject to Chapter 4, Section 6 of the Swedish Companies Act (conversion restriction) and Chapter 20, Section 31 of the Swedish Companies Act (redemption restriction). The purpose of the authorization and the reason for the deviation from the shareholders' preferential rights in connection with an issue of shares is to hedge delivery of Performance Shares to the participants under LTI 2024.

**C. Authorization on repurchase of series C shares**

The board of directors proposes that the AGM resolves to authorize the board of directors, for the period up until the next AGM, on one or several occasions, to repurchase its own series C shares. Repurchase may only be effected through a public offer directed to all holders of series C shares. The maximum number of series C shares to be repurchased shall amount to 244,229. Repurchase shall be made at a price per share of minimum 100 percent and maximum 115 percent of the quota value applicable at the time of subscription. Payment of repurchased shares shall be made in cash. Repurchase may also be made of so-called interim shares, by Euroclear Sweden AB designated as a Paid Subscribed Share (*Sw. Betald Tecknad Aktie (BTA)*), regarding a series C share. The Board of Directors shall have the right to resolve on other terms and conditions for the repurchase.

The purpose of the proposed repurchase authorization is to secure delivery of Performance Shares for LTI 2024.

The board of directors' statement pursuant to Chapter 19, Section 22 of the Swedish Companies Act (*Sw. aktiebolagslagen*) is presented in a separate document provided with this proposal.

**D. Resolution on transfer of own ordinary shares**

In order to fulfil the company's obligations towards participants in LTI 2024, the board of directors proposes that the AGM resolves that the company shall be entitled to transfer the company's own ordinary shares as follows:

1. The company shall have the right to transfer the number of ordinary shares that the company has a maximum obligation to allocate as Performance Shares to participants in LTI 2024, at most 408,000 shares.

2. The shares that can be transferred in accordance with paragraph 1 above may consist of either shares newly issued and repurchased in accordance with paragraphs B - C above or, after conversion into ordinary shares, series C shares issued in connection with corresponding previous LTI programs, but which are no longer required for the performance of the company's commitments under such programs, whereby it is noted that about 40 percent of the shares that can be transferred in accordance with paragraph 1 above are intended to consist of series C shares issued in connection with corresponding previous LTI programs.
3. The number of shares that may be transferred pursuant to LTI 2024 shall be subject to recalculation in consequence of a bonus issue, split, rights issue, and/or other similar corporate action which affects the number of shares in the company, which consequently, to the corresponding degree affects the highest number of shares that can be transferred.
4. The right to acquire ordinary shares shall, with deviation from the shareholders' preferential rights, vest in participants in LTI 2024 who are entitled to be allotted Performance Shares in accordance with the terms and conditions of the program.
5. Transfer of shares to participants in LTI 2024 shall be made free of charge and be executed at the relevant time pursuant to the terms of LTI 2024.

Since LTI 2024 initially, in principle, is not expected to give rise to any social charges for the company (and as a resolution on transfer of the company's own shares is valid only until the next AGM), the board of directors has decided not to propose to the 2024 AGM to decide on authorization regarding the transfer of own ordinary shares on a regulated market to hedge costs associated to LTI 2024, such as social charges. The board of directors may however, prior to any transfer of the company's shares to the participants in LTI 2024, propose to a later AGM to resolve on transfer of the company's own ordinary shares on a regulated market to hedge such costs.

The reason for the deviation from the shareholders' preferential rights in connection with the transfers of own ordinary shares is to enable the company's delivery of Performance Shares to participants in LTI 2024.

**E. Share swap agreement with a third party**

Should the majority requirement for sections B – D above not be met, the board of directors proposes that the AGM, for the purpose of hedging the delivery of Performance Shares and to cover therewith associated costs, such as social charges, instead resolve that the company shall be able to enter into a share swap agreement with a third party on terms in accordance with market practice. The share swap agreement entails that the third party in its own name shall acquire and transfer ordinary shares in the company to the participants in LTI 2024 and sell ordinary shares in the market.

### **Scope and dilution**

As per the date of the notice, the number of shares in the company amounts to 66,686,350 shares, of which 65,721,195 are ordinary shares and 965,155 are series C shares which were issued in connection with the share saving programs resolved at the AGM 2020, 2021 and 2023. Of these 163,771 series C shares are intended to be used to hedge delivery of Performance Shares to the participants in LTI 2024, while the remaining 801,384 series C shares are intended to be used to hedge delivery of performance shares to the participants in the share saving programs resolved at the AGM 2021 and 2023, and to hedge associated costs, such as social charges.

A part of the shares required to hedge delivery of Performance Shares to the participants in LTI 2024, consist of existing series C shares which the company has issued and repurchased within previous corresponding LTI programs (but which has not been required for the fulfillment of the company's commitments under such programs), which results that the maximum number of series C shares that may be issued, to hedge delivery of Performance Shares associated to LTI 2024, amounts to 244,229. Taking into account such newly issued series C shares, as well as existing series C shares that are intended to be used to hedge delivery of Performance Shares, LTI 2024 amounts to a maximum of 408,000 shares, which corresponds to a maximum dilution of approximately 0.62 percent of the company's ordinary shares after full dilution, calculated on the number of ordinary shares added at full utilization of the now proposed incentive program. The new issue of 244,229 series C shares entails an incremental dilution of approximately 0.36 percent of the company's ordinary shares after full dilution, calculated as the number of ordinary shares added at conversion of the newly issued series C shares in relation to the number of ordinary shares in the company after full conversion of the existing 965,155 series C shares.

### **Estimated costs and effects on key ratios**

The board of directors has made a preliminary cost calculation for LTI 2024. The costs for LTI 2024, which will be reported under the profit and loss statement, are calculated in accordance with the accounting standard IFRS 2 and are accrued over the vesting period which runs until December 2027. The calculation has been made based on the quoted closing price for shares in the company as per 9 April 2024, i.e. SEK 238.43 per share, and with the following assumptions: (i) an annual dividend yield of 0 percent; (ii) an estimated annual employee turnover of 0 percent; (iii) an achievement of the Performance Targets with 100 percent; and (iv) that a total maximum of 408,000 Performance Shares may be allotted.

In addition to the above, the costs for LTI 2024 have been based on LTI 2024 comprising a maximum of 27 participants. In total, the costs for LTI 2024 are, according to IFRS 2, estimated to amount to approximately SEK 81.0 million, excluding social charges. The costs for social charges are estimated to amount to approximately SEK 21.5 million, based on the above assumptions, and under the assumption of a share price increase of 30 percent during the duration of LTI 2024 and an average tax rate of 17.0 percent for social charges.

The anticipated annual costs of SEK 31.6 million, including social security contributions, correspond to approximately 12.7 percent of the company's total employee costs for the financial year 2023. Based on the calculation of costs as described above, the key figure earnings per share for the full year 2023 had been changed from SEK 3.77 to SEK 3.39.

Should the AGM resolve on section E, the cost of entering into a share swap agreement is expected to amount to approximately SEK 1.3 million. The share swap agreement will not affect the dilution or earnings per share set aside for the costs incurred by LTI 2024.

### **Other incentive programs**

The company currently has two ongoing employee stock option programs and two performance-based share saving programs (of which one to one board member).

The employee stock option programs run over ten and eight years, respectively. The program with a term of ten years expires in 2025 and the program with a term of eight years expires in 2024. The employee stock options are vested free of charge according to a schedule in each program. Each stock option gives the holder the right to acquire 0.2 ordinary shares in the company at a pre-determined price. In relation to the ten-year program, the exercise price amounts to SEK 0.125 per option, corresponding to a subscription price per share of SEK 0.625. In relation to the eight-year program, the exercise price amounts to SEK 5.30 per option, corresponding to a subscription price per share of SEK 26.50. 5,239,953 employee stock options have been vested in total under the employee stock option programs, whereof 3,149,008 employee stock options within the ten-year program and 2,090,945 employee stock options within the eight-year program. No employee stock options are outstanding for future vesting. Out of the vested employee stock options, a total of 405,833 remain that can be utilized to subscribe for 81,166 shares.

The share saving programs were resolved by the AGM 2021 (Board-LTI 2021) and the AGM 2023 (LTI 2023). Board-LTI 2021 includes performance shares for one board member. LTI 2023 includes performance shares for senior executives and key persons. Within the framework of these share saving programs the participants can receive between three and four performance shares depending on share price development and the company's development in terms of sales and EBITDA during the duration of the programs. LTI 2023 comprise, depending on the fulfillment of the performance targets determined by the board of directors, and including hedging measures for social charges, a maximum of 741,348 shares. Vested shares shall be allotted to the participants after the publication of the year-end report for the financial year 2026. Board-LTI 2021 comprise, depending on the fulfillment of the performance targets determined by the board of directors, and including hedging measures for social charges, a maximum of 60,000 shares. Vested shares shall be allotted to the participant after the AGM 2024.

The maximum dilution for all programs (incl. LTI 2024) amounts to a maximum of approximately 1.93 percent of the company's ordinary shares after full dilution, calculated on the number of ordinary shares that will be added upon full exercise of all outstanding and now proposed incentive programs. The majority of the employees who are proposed to be comprised by LTI 2024 participate in LTI 2023.

The above calculations regarding dilution are subject to re-calculation of the warrants in accordance with the customary recalculation terms included in the complete applicable warrant terms.

### **Preparation of the proposal**

The proposal for LTI 2024 has been prepared by the Remuneration Committee together with external consultants. The final proposal has been resolved upon by the board of directors.

### **Majority requirement**

For a valid resolution regarding the proposal in section A, it is required that shareholders representing at least half of the votes cast at the AGM support the proposal. Regarding sections B - D above these constitute a joint proposal and shall be resolved upon as one resolution and for the resolution to be valid it is required that the resolution is supported by at least nine tenths of the shares represented at the AGM and the votes cast. For a valid resolution regarding the proposal in section E, it is required that shareholders representing at least half of the votes cast at the AGM supports the proposal.

### **Authorization**

The chairman of the board of directors, or anyone appointed by him, shall be authorized to make minor formal adjustments of the resolutions which may be required for registration with the Swedish Companies Registration Office (*Sw. Bolagsverket*) or Euroclear Sweden AB.

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Lund in April 2024

BONESUPPORT HOLDING AB (publ)

The Board of Directors