

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 chairman of the meeting

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

It was noted that Emma Fagerberg was assigned to keep the minutes of the meeting.

The chairperson informed 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, see [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 one or two persons to approve the minutes

Caroline Sjösten, representing Swedbank Robur Fonder, and Johan Sjöström, representing the Second Swedish National Pension Fund, 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 17 April 2023 and that advertisement regarding the convening notice had been inserted in Svenska Dagbladet on the same date and that the notice had been published on the company's website on 12 April 2023. 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 2022.

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 2022, had been available to the shareholders at the company and on the company's website since 21 April 2023, 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 15-18 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 26 April 2023, 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 2022.

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, all as per 31 December 2022.

- (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 2022 and that the funds at the disposal of the meeting of SEK 1,205,708,721 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 2022. 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

Caroline Sjösten, member of the Nomination Committee, presented the work of the Nomination Committee prior to the annual general meeting 2023 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 auditors

The meeting resolved in accordance with the proposal from the Nomination Committee that Board remuneration shall be paid with SEK 450,000 to the chairman of the Board and with SEK 225,000 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 150,000 to the chairman of the audit committee, with SEK 75,000 to each of the other members of the audit committee, with SEK 60,000 to the chairman 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 900,000, 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 450,000 to the chairman of the Board and SEK 225,000 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, chairman of the Board as well as election of auditors and deputy auditors

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 chairman 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 instruction and charter for the Nomination Committee

The meeting resolved on instruction and charter for the Nomination Committee in accordance with the proposal from the Nomination Committee, Appendix 2.

14. 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, [Appendix 3](#).

15. Resolution on guidelines for remuneration to senior executives

The chairperson presented the Board of Directors' proposal on resolution on guidelines for remuneration to senior executives.

The shareholders were given the opportunity to ask questions.

The meeting resolved on guidelines for remuneration to senior executives in accordance with the proposal of the Board of Directors, [Appendix 4](#).

16. 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. It was noted that, should be Board of Directors resolve to use the authorization, the Board of Directors does not intend to use more than half of the authorization during the period up to the next Annual General Meeting.

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 5](#). It was noted that the resolution was adopted with the necessary majority of two thirds of the votes cast and represented at the meeting.

17. 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, authorization on directed issues of series C shares, authorization on repurchase of series C shares and resolution on transfer of own ordinary shares

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 authorization for the Board of Directors to enter 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, authorization on directed issues of series C shares, authorization on repurchase of series C shares and transfer of own ordinary shares in accordance with the Board of Directors' proposal (A) and (B) – (D), [Appendix 6](#). It was noted that the resolution was adopted with the necessary majority of nine tenths of the votes cast and represented at the meeting.

18. Resolution on authorization for the Board of Directors to transfer own shares

The chairperson presented the Board of Directors' proposal on resolution on authorization for the Board of Directors to transfer own shares.

The shareholders were given the opportunity to ask questions.

The meeting resolved on authorization for the Board of Directors to transfer own shares in accordance with the proposal of the Board of Directors, [Appendix 7](#). It was noted that the resolution was adopted with the necessary majority of two thirds of the votes cast and represented at the meeting.

19. Closing of the meeting

The resigning Board member Lars Lidgren was thanked for his contributions to the company during his time as Board member.

The chairperson then closed the meeting.

Nothing further was considered.

As above:

Emma Fagerberg

Approved:

Madeleine Rydberger

Caroline Sjösten

Johan Sjöström

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.

Instruction for the Nomination Committee in BONESUPPORT HOLDING AB

The Nomination Committee in BONESUPPORT HOLDING AB, Reg. No. 556802-2171 (the “**Company**”) proposes that the following instruction for the Nomination Committee is adopted.

1. Appointment of Nomination Committee

- 1.1 The Nomination Committee shall consist of three members, appointed by the three largest shareholders as per the end of September. The “three largest shareholders” refer to the ownership grouped registered or in any other way known shareholders as per the end of September. The chairman of the board is responsible to convene the Nomination Committee to its first meeting, and shall also be co-opted to the Nomination Committee, except when the Nomination Committee shall address to the matter of chairman of the board and remuneration to the chairman of the board.
- 1.2 The chairman of the board of directors shall as soon as possible when the information regarding the three largest shareholders as per the end of September is known, contact the three largest shareholders to find out whether they wish to appoint a representative to the Nomination Committee. In case one of the three largest shareholders refrains from appointing a representative, or such representative resign prior to completion of the assignment and without the shareholder who has appointed the representative appointing a new member, the chairman of the board of directors shall encourage the next owner in size (i.e. in the first place the fourth largest shareholder) to appoint a representative. The procedure shall go on until the Nomination Committee is composed of three members.
- 1.3 The Nomination Committee shall appoint the Chairman of the Nomination Committee among its members. The chairman of the board of directors or another member of the board of directors should not be appointed as Chairman of the Nomination Committee.
- 1.4 The members of the Nomination Committee shall be announced no later than six months before the annual general meeting. When significant changes in the ownership occur after the date the Nomination Committee was appointed, the Nomination Committee may, if it considers it necessary, decide to offer a new owner a position in the Nomination Committee in accordance with the principles above. Changes in the Nomination Committee shall be made public immediately.

1.5 The Nomination Committee's term shall run until such time as a new Nomination Committee has been elected.

1.6 No fees shall be paid to the members of the Nomination Committee.

1.7 This instruction shall apply until further notice.

2. Duties of the Nomination Committee

2.1 The Nomination Committee shall prepare and propose the following to the coming annual general meeting:

- (a) election of chairman at the annual general meeting;
- (b) election of chairman of the board of directors and other members of the board of directors;
- (c) fees to the board of directors, divided between the chairman and other members, and any fees for committee work;
- (d) election of auditor and fees to the auditor; and
- (e) if necessary, any changes to the principles for appointment of the Nomination Committee.

2.2 On request by the Nomination Committee, the Company shall provide the Nomination Committee with human resources such as a secretary function in order to facilitate the Nomination Committee's work. The Nomination Committee shall also have the right to, as far as necessary in connection with the future election of a board member, obtain material from external consultants on knowledge, experience and profile in reference to suitable candidates, and with the right for the Nomination Committee to charge the Company with reasonable costs for the production of such material.

April 2023

The Nomination Committee in BONESUPPORT HOLDING AB (publ)

Remuneration report 2022

Introduction

This remuneration report provides an outline of how BONESUPPORT HOLDING AB's ("**the Company**") guidelines for executive remuneration (the "**remuneration guidelines**"), adopted by the Annual General Meeting 2022, have been implemented in 2022. The report also provides details on the remuneration of the CEO and the deputy CEO.

In addition, the report contains a summary of the Company's outstanding, and during 2022 terminated, share and share-price related incentive programs. The report has been prepared in compliance with the Swedish Companies Act (2005:551) and The Swedish Corporate Governance Board's *Rules on Remuneration of the Board and Executive Management and on Incentive Programmes*. Information required by Chapter 5, Sections 40-44 of the Annual Accounts Act (1995:1554) is available in note 11 in the Company's annual report for 2022 (the "annual report 2022").

Information on the work of the remuneration committee in 2022 is set out in the Corporate Governance Report, which is available on p. 47-50 in the annual report 2022.

Remuneration of the Board of directors is not covered by this report. Such remuneration is resolved annually by the Annual General Meeting and disclosed in note 11 in the annual report 2022. Other remuneration to the Board members, than fees for work relating to the Board, is included in this report.

Important events 2022

For a description of significant events, please refer to the Directors' Report on p. 8 in the annual report 2022. For further information, see also the Message from the CEO on p. 4.

Compliance and purpose regarding the guidelines for remuneration to senior executives

A prerequisite for a successful implementation of the Company's business strategy and the safeguarding of its long-term interests, including its sustainability, is that the Company can recruit and retain qualified employees. This requires that the Company can offer competitive remuneration. The Company's remuneration guidelines enable senior executives to be offered a competitive total remuneration. The guidelines for remuneration to senior executives' state that remuneration shall be paid on market terms that enable senior executives to be recruited and retained and that the terms shall be competitive with regards to the conditions in the country where the senior executive is employed. Remuneration to senior executives may consist of a fixed salary, variable cash remuneration, pension benefits and other benefits. Fixed salary must be determined considering competence, area of responsibility and performance. The variable cash remuneration shall be based on the outcome of pre-set and well-defined goals, which must be linked to financial or non-financial criteria. The criteria must be designed so that they promote the Company's business strategy and long-term interests, including its sustainability, by, for example, having a clear connection to the business strategy or promoting the executive's long-term development. The variable remuneration shall have a maximum ceiling and may not exceed 75 per cent of the fixed annual salary for the CEO and 40 per cent of the fixed annual salary for other senior executives, whereby the individual maximum level shall be determined based on the person's position.

The guidelines for remuneration to senior executives adopted by the 2022 Annual General Meeting appear on p. 12-13 in the annual report 2022. The auditor's opinion regarding the Company's compliance of the guidelines for remuneration to senior executives is available on the Company's website, <https://bonesupport.com/en-eu/investors/corporate-governance/>.

In 2022, the guidelines for remuneration to senior executives were applied without deviation and no deviations have been made from the decision-making process that according to the guidelines is to be applied when determining the compensation. No compensation has been claimed back.

In addition to remuneration covered by the adopted guidelines for remuneration to senior executives, the 2022 Annual General Meeting decided on remuneration to the Company's Board members.

Table 1 - Total remuneration of the CEO and deputy CEO (SEKt)

In the table below, the total remunerations paid to the CEO and deputy CEO during 2022 and the comparison year, are disclosed.

Name and position	Financial year	Fixed remuneration		Variable remuneration		Extraordinary items	Pension expense	Total remuneration	Proportion of fixed and variable remuneration****
		Base salary*	Other benefits**	One-year variable***	Multi-year variable				
Emil Billbäck, CEO	2022	3 539	0	1 827	0	0	273	5 639	68/32
	2021	3 263	0	965	0	0	267	4 495	79/21
Håkan Johansson, CFO and deputy CEO	2022	1 379	120	428	0	0	192	2 119	80/20
	2021	1 547	80	364	0	0	270	2 261	84/16

* Including holiday pay for CEO of SEK 469 thousand (390) and for deputy CEO of SEK 219 thousand (211).

** Benefit of company car.

*** The figure for the CEO includes SEK 2 152 thousand (927), which pertains to performance in the year.

**** Pension expense, which in its entirety relates to Base salary and is premium defined, has been counted entirely as fixed remuneration.

Share-based remunerations

The Company has two employee stock option programs and four performance share programs. There are no active warrant programs, as the most recent one was terminated during 2021.

Employee stock option programs

One of the two employee stock option programs runs over ten years and expires 2025 and one runs over eight years and expires 2024. Each stock option gives the holder the right to acquire 0.2 ordinary shares in BONESUPPORT when exercising the option. This at a price in the first program of SEK 0.125 per option, equivalent to SEK 0.625 per share, and in the second program of SEK 5.30 per option, equivalent to SEK 26.50 per share. The employee stock options are vested according to a schedule in each program. A condition for allotment of options is employment or a contractual relationship with the Company at each vesting date. Of the allocated 25.7 million options, 8.9 million options regard active programs. Of these 8.9 million options, 5.2 million (5.2) options were fully vested before the end of 2022. Remaining 3.7 million (3.7) options were not allocated. There are no remaining exercisable stock options within the program 2015/2025.

Performance share programs

There are three programs for employees and one program for one Director. The programs run as follows with the below dates:

- The program for employees decided at the Annual General Meeting in 2019 runs until December 31, 2022;
- The program for employees decided at the Annual General Meeting in 2020 runs until December 31, 2023;
- The program for employees decided at the Annual General Meeting in 2021 runs until December 31, 2023;
- The program for one Board member decided at the Annual General Meeting in 2021 runs until the date of the Annual General Meeting in 2024.

In the programs for employees decided at the Annual General Meetings in 2019 and 2020, each savings share gives the opportunity to be allotted to the employees a maximum of two, three or four performance shares without payment depending on share price development and the Company's development in terms of sales and EBITDA during the duration of the program. The performance shares were issued in the form of class C-shares with a subscription price and quota value of SEK 0.625 per share.

In the program for employees decided at the Annual General Meeting in 2021, each savings share gives the opportunity to be allotted a maximum of six performance shares without payment depending on share price development and the Company's development in terms of sales and EBITDA during the duration of the program.

In the program for one Board member decided at the Annual General Meeting in 2021, each savings share gives the opportunity to be allotted a maximum of three performance shares without payment depending on share price development.

Table 2 - Remuneration of the CEO, the deputy CEO and the Board in shares

Name and position	The main conditions of share award plans					Information regarding the reported financial year						
						Opening balance	Change during the year				Closing balance	
	Specification of plan	Performance period	Award date	Vesting date	End of retention period	Performance share rights held at the beginning of the year (000)*	Performance share rights awarded (000)	Performance shares distributed (000)	Performance share rights vested (000)**	Performance share rights subject to a performance condition (000)	Shares awarded but not yet vested at year end (000)	Performance share rights subject to a retention period (000)***
Emil Billbäck, CEO	LTI2018	2018-01-01 - 2021-12-31	2018-06-20	2021-12-31	2021-12-31	75	0	75	0	0	0	0
	LTI2019	2019-01-01 - 2022-12-31	2019-06-19	2022-12-31	2022-12-31	320	0	0	-64	256	0	256
	LTI2021	2021-01-01 - 2023-12-31	2021-06-21	2023-12-31	2023-12-31	168	0	0	n/a	168	0	168
Håkan Johansson, CFO and deputy CEO	LTI2018	2018-01-01 - 2021-12-31	2018-11-07	2021-12-31	2021-12-31	28	0	28	0	0	0	0
	LTI2019	2019-01-01 - 2022-12-31	2019-06-19	2022-12-31	2022-12-31	30	0	0	-6	24	0	24
	LTI2021	2021-01-01 - 2023-12-31	2021-06-21	2023-12-31	2023-12-31	48	0	0	n/a	48	0	48
Tone Kvåle, earlier Board member	LTI2018 Board	2018-01-01 - 2021-12-31	2018-07-10	2021-12-31	2021-12-31	30	0	30	0	0	0	0
Lennart Johansson, Board member	LTI2018 Board	2018-01-01 - 2021-12-31	2018-07-10	2021-12-31	2021-12-31	30	0	30	0	0	0	0
	LTI2021 Board	2021-01-01 - 2023-12-31	2021-07-12	2021-12-31	2021-12-31	60	0	0	n/a	60	0	60

* The number of performance shares that each person could be entitled to, provided the full outcome of performance targets.

** Certain performance targets are determined annually by the Board but are not presented until the end of each program, so the number of earned performance shares can only be stated after the last day of each program's earning period.

*** The number of performance share rights that are conditional on continued holdings coincides with the number of performance share rights that are dependent on performance terms.

Performance share programs and Employee stock option programs

Employee stock options and performance shares are valued at fair value at the date of allocation. The total cost is distributed over the vesting period. At the end of the vesting period, a reduction in staff turnover is assumed, which entails an increased cost. The cost is accounted for as personnel cost and is credited to equity. The social security cost is revalued at fair value. When the options are exercised, the Company issues new shares. Payments received on behalf of the shares issued are credited to equity.

Variable remuneration

The variable remuneration is linked to one or more predetermined and measurable criteria, which can be financial, such as net sales and operating profit (EBIT), or non-financial, such as qualitative targets. Less than 40 percent of the variable remuneration must be due to non-financial criteria. The criteria have been chosen to realize the Company's strategy and to encourage actions that are in the Company's long-term interest. By linking the goals in a clear and measurable way to the Company's financial and operational development, they contribute to the implementation of the Company's business strategy as well as the Company's short- and long-term development, including its sustainability.

Table 3 – Performance of the CEO and the deputy CEO in the reported financial year

Name and position	Description of the criteria related to the remuneration component	Relative weighting of the performance criteria	a) Measured performance
			b) Actual award / remuneration outcome
Emil Billbäck, CEO	Net sales against a defined target	30% at target fulfillment of up to 100% (with possibility of up to 45% at target fulfillment of 150%)	a) SEK 328.8 million (30%) b) SEK 646 thousand
	Operating result (EBIT) against a defined target	30% at target fulfillment of up to 100% (with possibility of up to 45% at target fulfillment of 150%)	a) SEK -64.5 million (30%) b) SEK 646 thousand
	Non-financial targets	40% at target fulfillment of up to 100% (with possibility of up to 60% at target fulfillment of 150%)	a) n/a (40%) b) SEK 861 thousand
Håkan Johansson, CFO and deputy CEO	Net sales against a defined target	30% at target fulfillment of up to 100% (with possibility of up to 45% at target fulfillment of 150%)	a) SEK 328.8 million (30%) b) SEK 128 thousand
	Operating result (EBIT) against a defined target	30% at target fulfillment of up to 100% (with possibility of up to 45% at target fulfillment of 150%)	a) SEK -64.5 million (30%) b) SEK 128 thousand
	Non-financial targets	40% at target fulfillment of up to 100% (with possibility of up to 60% at target fulfillment of 150%)	a) n/a (40%) b) SEK 171 thousand

Table 4 – Change of remuneration and Company performance over the last five reported financial years (SEKt)

Annual change	2018 vs 2017*	2019 vs 2018*	2020 vs 2019	2021 vs 2020	2022 vs 2021	2022
Directors' remuneration**						
Emil Billbäck, CEO (From March 1, 2018)	+4 128 (+88.7%)	-2 272 (-25.9%)	-1 510 (-23.2%)	-541 (-10.8%)	+1 508 (+33.8%)	5 964
Håkan Johansson, deputy CEO (From November 28, 2018)	+1 917 (+56.3%)	-3 002 (-56.4%)	-248 (-10.7%)	+190 (+9.2%)	-142 (-6.3%)	2 119
Company's performance						
Criterion: Net sales	-32 678 (-25.3%)	+58 839 (+60.9%)	+25 398 (+16.3%)	+32 025 (+17.7%)	+115 933 (+54.5%)	328 818
Criterion: EBIT	-75 119 (-75.7%)	+16 302 (+9.3%)	+59 541 (+37.7%)	+17 892 (+18.2%)	+16 134 (+20.0%)	-64 535
Average remuneration on a full-time equivalent basis of employees in the Group						
Employees of the Group***	+186 (+18.4%)	+83 (+6.9%)	-157 (-12.3%)	-30 (-2.7%)	+259 (+23.6%)	1 355

* The figures for 2018 contain both the current directors' remuneration and remuneration for the previous directors as there was a change of both during 2018. The figures for 2017 relate to earlier directors.

** Including severance pay for the deputy CEO during 2018 amounting to SEK 1,290 thousand.

*** Excluding members of the Group executive management.

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 on guidelines for remuneration to senior executives

The Board of Directors of BONESUPPORT HOLDING AB proposes that the annual general meeting 2023 resolves on the following guidelines for remuneration to senior executives.

Scope and applicability of the guidelines

These guidelines comprise the persons who are part of BONESUPPORT HOLDING AB's ("BONESUPPORT") group management. The group management currently comprises nine positions. The guidelines also encompass any remuneration to members of the board of directors, in addition to board remuneration.

These guidelines are applicable to remuneration agreed, and amendments to remuneration already agreed, after adoption of the guidelines by the annual general meeting 2023. These guidelines do not apply to any remuneration resolved by the general meeting, such as e.g. board remuneration and share-based incentive programs.

The guidelines' promotion of the company's business strategy, long-term interests and sustainability

BONESUPPORT is an innovative and rapidly growing commercial stage orthobiologics company. In brief, BONESUPPORT's business strategy is to develop and commercialize innovative injectable bio-ceramic bone graft substitutes that remodel to the patient's own bone and have the capability of eluting drugs. The company's bone graft substitutes are based on the patented technology platform CERAMENT®. For more information about BONESUPPORT's business strategy, see BONESUPPORT's latest annual report.

A successful implementation of BONESUPPORT's business strategy and safeguarding of BONESUPPORT's long-term interests, including its sustainability, require that the company is able to recruit and retain highly competent senior executives with a capacity to achieve set goals. In order to achieve this, BONESUPPORT must offer a competitive total remuneration on market terms, which these guidelines enable.

Types of remuneration, etc.

The remuneration shall be on market terms and be competitive, and may consist of the following components: fixed salary, variable cash remuneration, pension benefits and other benefits. For the individual senior executive, the level of remuneration shall be based on factors such as work duties, competence, experience, position and performance. Additionally, the general meeting may – irrespective of these guidelines – resolve on e.g. share and share price-related remuneration.

For employments governed by rules other than Swedish, pension benefits and other benefits may be duly adjusted for compliance with mandatory rules or established local practice, taking into account, to the extent possible, the overall purpose of these guidelines.

Fixed salary

The CEO and other senior executives shall be offered a fixed annual cash salary. The fixed salary shall be determined by taking into consideration the individual's competence, area of responsibility and performance. A review should in general be made annually.

Variable cash remuneration

In addition to fixed salary, the CEO and other senior executives may, according to separate agreements, receive variable cash remuneration. Variable cash remuneration covered by these guidelines is intended to promote BONESUPPORT's business strategy and long-term interests, including its sustainability.

The satisfaction of criteria for awarding variable cash remuneration shall be measured over a period of one year. Variable cash remuneration may, for the CEO, amount to a maximum of 75 percent of the fixed annual salary, for the CFO, a maximum of 52.5 percent of the fixed annual salary, and for other senior executives, a maximum of 40 percent of the fixed annual salary, whereby the individual maximum level should be based on factors such as the position held by the specific individual. Variable cash remuneration shall not qualify for pension benefits, save as required by mandatory collective bargaining agreements.

The variable cash remuneration shall be linked to one or several predetermined and measurable criteria, which can be financial, such as net revenue and operating profit (EBIT), or non-financial, such as qualitative targets (also referred to as MBOs). Less than 40 percent of the variable cash remuneration shall depend on non-financial criteria. By linking the goals in a clear and measurable way to the remuneration of the senior executives to BONESUPPORT's financial and operational development, they contribute to the implementation of the company's business strategy, long-term interests and sustainability.

To which extent the criteria for awarding variable cash remuneration has been satisfied shall be evaluated and determined when the measurement period has ended. The Remuneration Committee is responsible for the evaluation. For financial objectives, the evaluation shall be based on the latest financial information made public by the company. The board of directors shall have the possibility to, in whole or in part, reclaim variable remuneration paid on incorrect grounds.

Pension benefits

Pension benefits, including health insurance, shall be defined contribution, insofar as the senior executive is not covered by defined benefit pension under mandatory collective bargaining agreements. Premiums for defined contribution pensions, including health insurance, may amount to a maximum of 40 percent of the fixed annual salary.

Other benefits

Other benefits may include life insurance, medical insurance and a company car. Premiums and other costs relating to such benefits differ substantially from country to country, but may generally amount to a maximum of 25 percent of the fixed annual salary.

Termination of employment and severance payment

Senior executives shall be employed until further notice or for a specified period of time. Upon termination of an employment by BONESUPPORT, the notice period may not exceed 12 months. Severance pay, in addition to fixed salary and other remuneration during the notice period, may not exceed an amount corresponding to the fixed annual cash salary for 12 months. Upon termination by the senior executive, the notice period may not exceed six months.

Additional remuneration may be paid for non-compete undertakings in order to compensate for loss of income. Such remuneration shall only be paid in so far as the previously employed senior executive is not entitled to severance pay. The remuneration shall be based on the fixed salary at the time of termination of employment and may not exceed 60 percent of the fixed salary at the time of termination of employment, save as otherwise provided by mandatory collective bargaining agreements, and shall be paid during the time as the non-compete undertaking applies, however not for more than twelve months following termination of employment.

Salary and employment conditions for employees

In the preparation of the board of directors' proposal for these remuneration guidelines, salary and employment conditions for employees of BONESUPPORT have been taken into consideration by including information on the employees' total income, the components of the remuneration and increase and growth rate over time, in the Remuneration Committee's and the board of directors' basis of decision when evaluating whether the guidelines and the limitations set out herein are reasonable.

Consultancy fees to the members of the Board of Directors

To the extent a member of the board of directors renders services for the company, in addition to his or her assignment as a member of the board of directors, an additional consultancy fee on market terms may be paid to the member of the board of directors, or to a company controlled by such member of the board of directors, provided that such services contribute to the implementation of BONESUPPORT's business strategy and the safeguarding of BONESUPPORT's long-term interests, including its sustainability.

Preparation and decision-making progress

The board of directors has established a Remuneration Committee. The Remuneration Committee's duties include i.a. preparing the board of directors' resolution to propose guidelines for remuneration to senior executives. The board of directors shall prepare a proposal for new guidelines at least every fourth year and submit it to the general meeting.

The guidelines shall be in force until new guidelines have been adopted by the general meeting. The Remuneration Committee shall also monitor and evaluate programs for variable remuneration for the senior executives as well as the current remuneration structures and compensation levels in the company. The members of the Remuneration Committee are independent in relation to the company and its senior management. The CEO and other members of the senior management do not participate in the board of directors' processing of and resolutions regarding remuneration-related matters in so far as they are affected by such matters.

Deviation from these guidelines

The board of directors may temporarily resolve to deviate from these guidelines, in whole or in part, if in a specific case there is special cause for the deviation and a deviation is necessary to serve the company's long-term interests, including its sustainability, or to ensure the company's financial viability. As set out above, the Remuneration Committee's tasks include preparing the board of directors' resolutions in remuneration-related matters, which include any resolutions to deviate from these guidelines.

Information regarding resolved remunerations that have not yet fallen due

Apart from the commitments to pay ongoing remuneration such as salary, pension and other benefits, there are no previously resolved remuneration to any senior executives that have not yet fallen due. For further information on remuneration to senior executives, please see note 11 in the annual report.

Description of material changes of the guidelines and how the shareholders' opinions are considered

These guidelines, which are proposed for the annual general meeting 2023, correspond to a large extent with the guidelines resolved upon by the annual general meeting 2020. However, in the guidelines now proposed, the maximum level of variable cash remuneration for the company's CFO has been adjusted. In the proposed guidelines, the variable cash remuneration for the company's CFO may amount to not more than 52.5 percent of the fixed annual salary, compared to previously 40 percent of the fixed annual salary.

No comments or questions on the remuneration guidelines have emerged in connection with general meeting proceedings.

Lund in April 2023

The Board of Directors of BONESUPPORT HOLDING AB (publ)

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 of BONESUPPORT HOLDING AB proposes that the annual general meeting 2023 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 rights, 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 13,011,115 shares, which corresponds to a dilution of approximately 20 percent calculated on the current number of ordinary shares in the company. The purpose of the authorization and reason for any deviation from the shareholders' preferential rights 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. To the extent an issue is made with deviation from the shareholders' preferential rights, the issue should be made on market terms.

The CEO shall be authorized to make such minor formal adjustments of the resolution as might be necessary in connection with the Swedish Companies Registration Office (Sw. *Bolagsverket*).

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

Lund in April 2023

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) authorization to enter into a share swap agreement with a third party

The board of directors of BONESUPPORT HOLDING AB (publ (the "Company") proposes that the annual general meeting ("AGM") 2023 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 2023") 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 2023, which are found below.

The overall purpose of LTI 2023 is to align the interests of the employees with those of the shareholders and thus ensure a maximum long-term value adding commitment. LTI 2023 is also considered to create a long-term focus on increase in earnings and growth among the participants. LTI 2023 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 2023 is well-balanced and beneficial for the Company and its shareholders.

Terms and conditions for LTI 2023

1. To be entitled to participate in LTI 2023, 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 2023 entails that the participants will invest in ordinary shares in the Company ("**Saving Shares**"). In order to be entitled to participate in LTI 2023, 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 2023 up to and including 31 December 2023 (the "**Investment Period**").
2. If the Saving Shares are retained as from the expiration of the Investment Period to and including 31 December 2026 (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, 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 2026.
4. LTI 2023 shall include the following employee categories 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:

Position	Number of Saving Shares (per participant)	Maximum number of Performance Shares per Saving Share	Total and maximum number of Performance Shares
CEO (1 person)	40,000	4	160,000
CFO (1 person)	20,000	4	80,000
Other senior executives (7 persons)	8,000	4	224,000

Senior key persons (approximately 15 persons)	2,000	4	120,000
Other key persons (approximately 20 persons)	1,000	4	80,000

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 2023, shall not exceed 664,000.
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 2024–2026 (the "**Sales Target**") weighted as 40 percent of Performance Targets, and (iii) the EBITDA for each respective financial year of 2024–2026 (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: 2024, 2025 and 2026.

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 2023 to and including 31 December 2026. The share price development will be measured based on the volume weighted average share price 30 trading days immediately following the AGM 2023 and 30 trading days immediately preceding 31 December 2026. An increase in the share price with less than 54 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 72 percent or more does entitle a vesting of all of the Performance Shares pertaining to the Share Price Target. If the minimum level of 54 percent increase in the share price is achieved, 50 percent of all Performance shares pertaining to the Share Price Target are vested. In the event of an increase in the share price of between 54 and 72 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, 50 percent 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 2023 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 2026, with the aim of allocating Performance Shares approximately 30 days after the publication of the year-end report.
12. Participation in LTI 2023 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 2023 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 486,840 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 2023 and to hedge payments of future social security charges related to Performance Shares.

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 486,840. 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 and to hedge associated costs, such as social charges for LTI 2023.

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 2023, 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 2023, at most 664,000 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 half 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 2023 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 2023 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 2023 shall be made free of charge and be executed at the relevant time pursuant to the terms of LTI 2023.

Since LTI 2023 initially, in principle, is not expected to give rise to any social charges for the Company, the board of directors has decided not to propose to the 2023 AGM to decide on authorization regarding the transfer of own ordinary shares on a regulated market to hedge costs associated to LTI 2023, such as social charges. However, before the transfer of the Company's shares to the participants in LTI 2023, the board of directors intends to propose to a later AGM to decide on a transfer of ordinary shares which may take place on a regulated market to hedge such payments.

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 2023.

E. Share swap agreement with a third party

Should the majority requirement for paragraphs 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 resolves to authorize the board to enter into a share swap agreement with a third party. 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 2023 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 66,197,635 shares, of which 65,055,575 are ordinary shares and 1,142,060 are series C shares which were issued in connection with the share saving programs resolved at the AGM 2018, 2019, 2020 and 2021. Of these 330,000 series C shares are intended to be used to hedge delivery of Performance Shares to the participants in LTI 2023, while the remaining 812,060 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 2020 and 2021, 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 2023, and associated costs, 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 and costs associated to LTI 2023, amounts to 486,840. 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 2023 amounts to a maximum of 816,840 shares, which corresponds to a maximum dilution of approximately 1.24 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.

Estimated costs and effects on key ratios

The board of directors has made a preliminary cost calculation for LTI 2023. The costs for LTI 2023, 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 2026. The calculation has been made based on the quoted closing price for shares in the Company as per 5 April 2023, i.e. SEK 84.09 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 664,000 Performance Shares may be allotted.

In addition to the above, the costs for LTI 2023 have been based on LTI 2023 comprising a maximum of 44 participants. In total, the costs for LTI 2023 are, according to IFRS 2, estimated to amount to approximately SEK 43.8 million, excluding social charges. The costs for social charges are estimated to amount to approximately SEK 22.1 million, based on the above assumptions, and under the assumption of a share price increase of 72 percent during the duration of LTI 2023 and an average tax rate of 23.0 percent for social charges.

The anticipated annual costs of SEK 18.8 million, including social security contributions, correspond to approximately 10.0 percent of the Company's total employee costs for the financial year 2022. Based on the calculation of costs as described above, the key figure earnings per share for the full year 2022 had been changed from SEK -1.06 to SEK -1.23.

Should the AGM resolve on section E, the cost of entering into a share swap agreement is expected to amount to approximately SEK 1 million. The share swap agreement will not affect the dilution or earnings per share set aside for the costs incurred by LTI 2023.

Other incentive programs

The Company currently has two ongoing employee stock option programs and three 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 420,208 remain that can be utilized to subscribe for 84,040 shares.

The share saving programs were resolved by the AGM 2020 (LTI 2020) and the AGM 2021 (LTI 2021 and Board-LTI 2021). LTI 2020 and LTI 2021 include performance shares for senior executives and other key employees, and Board-LTI 2021 include performance shares for one board member. Within the framework of these share saving programs the participants can receive between two and six 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 2020 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 99,606 shares. Vested shares shall be allotted to the participants after the publication of the year-end report for the financial year 2023. 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 581,505 shares. Vested shares shall be allotted to the participants after the publication of the year-end report for the financial year 2023. 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 66,120 shares. Vested shares shall be allotted to the participant after the AGM 2024.

The maximum dilution for all programs (incl. LTI 2023) amounts to a maximum of approximately 2.47 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 2023 participate in previous employee stock option programs and LTI 2020 and LTI 2021.

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 2023 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.

Lund in April 2023

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 authorization for the board of directors to transfer own shares

The board of directors of BONESUPPORT HOLDING AB proposes that the annual general meeting 2023 resolves to authorize the board of directors, at one or several occasions, during the time up until the next annual general meeting, to resolve on transfer of the company's ordinary shares on Nasdaq Stockholm at a price within the price interval registered at that time, meaning the interval between the highest purchase price and the lowest selling price. A maximum number of 133,000 ordinary shares may be transferred.

The purpose of the authorization is to allow the company to sell shares in its own holding for cash flow hedging of social security charges arising upon delivery of shares to participants in LTI 2021 and Board LTI 2021, according to the terms of the programs.

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

Lund in April 2023

BONESUPPORT HOLDING AB (publ)

The Board of Directors