

## **The board of directors' proposal for resolution on (A) authorization on directed issues of series C shares; (B) authorization on repurchase of series C shares; and (C) transfer of own ordinary shares**

The board of directors of BONESUPPORT HOLDING AB (publ), Reg. No. 556802-2171, proposes that the annual general meeting ("AGM") on 19 May 2022 resolves on hedging measures in accordance with sections A – C to secure delivery of shares under the long-term performance-based share saving program for senior executives and other key employees resolved by the 2021 AGM (the "LTI 2021") and to hedge associated costs, such as social security charges, with the purpose to replace the share swap resolved by the 2021 AGM.

During 2021 BONESUPPORT has, in accordance with the resolution from the AGM last year, entered into a share swap agreement to secure the commitment in the Group's incentive program LTI 2021. A total of 786,000 shares have been hedged at an average value of SEK 79.30 per share, totaling SEK 62,333 thousand. A hedge through issuance of C shares to replace the share swap agreement means that liquid funds equivalent to 786,000 shares at the share price applicable at the time is released, less minor transaction costs. Based on the closing share price on 12 April 2022 such sales proceeds would have amounted to a total of SEK 34 144 thousand.

### **A. 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 resolve to issue a maximum of 639,572 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 in LTI 2021 and, in terms of liquidity, to hedge payments of future social security charges related to performance shares.

### **B. 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 and shall comprise all outstanding series C shares. 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. Repurchase shall be made at a purchase price per share which corresponds to the quota value of the share. The purpose of the proposed repurchase authorization is to secure delivery of performance shares to participants in LTI 2021 and to hedge associated costs, such as social security charges.

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

### **C. Transfer of own ordinary shares**

In order to fulfil the company's obligations towards participants in LTI 2021, 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 2021, at most 521,841 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 A - C above or, after conversion into ordinary shares, C shares issued in connection with corresponding previous LTI programs, but which are no longer required for the performance of the company commitments under such programs.
3. It is noted that the number of shares that shall be transferred pursuant to LTI 2021 may 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 2021 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 2021 shall be made free of charge and be executed at the relevant time pursuant to the terms of LTI 2021.

Since LTI 2021 initially, in principle, is not expected to give rise to any social security charges for the company, the board of directors has decided not to propose to the 2022 AGM to decide on authorization regarding the transfer of own ordinary shares on a regulated market to hedge costs associated to LTI 2021, such as social security charges. However, before the transfer of the company's shares to the participants in LTI 2021, 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 delivery of performance shares to participants in LTI 2021.

### **Majority requirement**

The proposals in sections A - C above constitute a joint proposal and shall be resolved upon as one resolution. For a valid resolution the proposal has to be supported by shareholders representing at least nine tenths of the votes cast as well as the shares represented at the AGM.

**Authorization**

The CEO, 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 2022

BONESUPPORT HOLDING AB (publ)

The Board of Directors