

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.

**Minutes from the annual
shareholders' meeting in
BONESUPPORT HOLDING
AB, Reg. No. 556802-2171, on
14 May 2019 at 10.00 a.m. in
Lund.**

0. Opening of the meeting

Lawyer Ola Grahn from Setterwalls Advokatbyrå AB opened the meeting on behalf of the board of directors.

1. Election of chairman of the meeting

The meeting resolved to elect lawyer Ola Grahn as chairman of the meeting. The chairman of the meeting should keep the minutes.

Furthermore, the meeting resolved that guests, primarily shareholders who have their shares trustee registered, shareholders who did not notify the company of their intention to participate in the meeting on time and certain employees, were allowed to attend the meeting as audience.

2. Preparation and approval of voting list

A list of present shareholders, proxies, advisors and other present persons in accordance with **Schedule 1** was prepared.

The above mentioned list in accordance with Schedule 1 of present shareholders, proxies, advisors and other present persons was approved as the voting list at the meeting.

It was noted that there are in total 52,300,917 outstanding shares in the company, of which 51,795,917 are ordinary shares with one vote per share and 505,000 are series C shares with one-tenth of a vote per share. The company holds 505,000 own series C shares, corresponding to 50,500 votes, which cannot be represented at the annual shareholders' meeting.

3. Approval of the agenda

The meeting resolved to approve the agenda in accordance with the proposal from the board of directors as set out in the notice to attend the annual shareholders' meeting, **Schedule 2**.

4. Election of one or two persons to approve the minutes

The meeting resolved that one person should approve the minutes of the meeting. Martin Svanberg, representing HealthCap V LP and OFCO Club V, was elected to approve the minutes of the meeting.

5. The question as to whether the meeting has been duly convened

It was noted that the notice to attend the annual shareholders' meeting, in accordance with the articles of association and the provisions of the Swedish Companies Act (*Sw. aktiebolagslagen (2005:551)*), had been inserted in the Swedish Official Gazette (*Sw. Post- och Inrikes Tidningar*) on 16 April 2019, that the notice to attend the annual shareholders' meeting had been available at the company's website since 12 April 2019, and that the advert regarding the notice to attend the annual shareholders' meeting had been inserted in Svenska Dagbladet on 16 April 2019.

The meeting was declared to be duly convened.

6. Address by the CEO

The CEO, Emil Billbäck, gave an address on the company's operations during 2018 and the development so far during 2019.

The shareholders were given the opportunity to ask questions to the CEO with regard to his address.

7. 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

The annual report and the auditor's report and the annual report for the group and the auditor's report for the group for the financial year 2018 as well as the auditor's report in accordance with Chapter 8, Section 54 of the Swedish Companies Act on whether the guidelines adopted by the annual shareholders' meeting regarding remuneration to the senior executives have been complied with, were presented.

In connection with the presentation of the accounting documents, Johan Thuresson from Ernst & Young AB reported on the work of the auditors.

8. Resolutions in respect of:

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 profit and loss statement and balance sheet and the group profit and loss statement and the group balance sheet for the financial year 2018 as stated in the presented annual report and the annual report for the group.

b. allocation of the company's loss in accordance with the adopted balance sheet

The meeting resolved to allocate the company's result in accordance with the proposal from the board of directors as set out in the report from the board of directors, meaning that no dividends are paid and that available total funds of SEK 874,619,723 are carried forward to a new account.

c. the 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 2018.

It was noted that the members of the board of directors and the CEO did not participate in the resolution regarding discharge from liability.

9. Determination of the number of members of the board and the number of auditors

Jonas Jendi presented the work of the Nomination Committee and the Nomination Committee's proposals.

The meeting resolved in accordance with the proposal from the Nomination Committee that the board of directors shall be composed of six ordinary board members.

Furthermore, the meeting resolved in accordance with the proposal from the Nomination Committee that one registered accounting firm shall be appointed as auditor until the end of the next annual shareholders' meeting.

10. 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 325,000 to the chairman of the board and with SEK 150,000 to each of the other board members who are not employed by the company. Furthermore, it was resolved that remuneration for committee work shall be paid with SEK 125,000 to the chairman of the audit committee, with SEK 70,000 to each of the other members of the audit committee, with SEK 50,000 to the chairman of the remuneration committee and with SEK 25,000 to each of the other members of the remuneration committee.

Finally, the meeting resolved that remuneration for the auditor shall be paid in accordance with invoiced amounts in accordance with customary charging standards.

11. Election of members of the board, chairman of the board as well as election of auditors and deputy auditors

The chairman of the meeting noted that information on the proposed members of the board of directors and their other assignments can be found on the company's website and in the annual report.

The meeting resolved in accordance with the proposal from the Nomination Committee to re-elect Håkan Björklund, Björn Odlander, Lars Lidgren, Tone Kvåle, Lennart Johansson and Simon Cartmell as ordinary board members.

Furthermore, the meeting resolved in accordance with the proposal from the Nomination Committee to elect Lennart Johansson as new chairman of the board of directors.

Finally, the meeting resolved in accordance with the proposal from the Nomination Committee to re-elect Ernst & Young AB as auditor. It was noted that Ernst & Young AB had informed that the authorized public accountant Ola Larsmon will be appointed as the responsible auditor.

12. Resolution on instruction and charter for the Nomination Committee

The proposal from the Nomination Committee regarding an instruction and charter for the Nomination Committee was presented in accordance with **Schedule 3.**

The meeting resolved to adopt the instruction and charter for the Nomination Committee in accordance with the proposal in Schedule 3.

13. Determination of Remuneration Policy for senior executives

The proposal from the board of directors regarding a Remuneration Policy for senior executives was presented in accordance with **Schedule 4.**

The meeting resolved to adopt the Remuneration Policy for senior executives in accordance with the proposal in Schedule 4.

14. Resolution on implementation of a long-term incentive program for employees by way of (A) implementation of a performance-based share saving program; (B) authorization on directed issues of series C shares; (C) authorization for repurchase of series C shares; and (D) resolution on transfer of own ordinary shares

The proposal from the board of directors regarding implementation of a long-term incentive program for employees by way of (A) implementation of a performance-based share saving program; (B) authorization on directed issues of series C shares; (C) authorization for repurchase of series C shares; and (D) resolution on transfer of own ordinary shares was presented in accordance with **Schedule 5** as well as the statement from the board of directors pursuant to Chapter 19, Section 22 of the Swedish Companies Act in accordance with **Schedule 6.**

The meeting thereafter resolved on implementation of the long-term incentive program for employees by way of (A) implementation of a performance-based share saving program; (B) authorization on directed issues of series C shares; (C) authorization for repurchase of series C shares; and (D) resolution on transfer of own ordinary shares in accordance with the proposal in Schedule 5. It was noted that the resolution was supported by shareholders representing at least nine-tenths of the votes cast as well as of all shares represented at the meeting.

15. Closing of the meeting

The chairman of the meeting declared the meeting closed.

In fidem:

Confirmed by:

Ola Grahn
(Chairman of the meeting)

Martin Svanberg

Schedule 2

Lund, Sweden, 08:00 CET 12 April 2019

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NOTICE OF ANNUAL SHAREHOLDERS' MEETING IN BONESUPPORT HOLDING AB

The shareholders in BONESUPPORT HOLDING AB, Reg. No. 556802-2171, are hereby invited to attend the annual shareholders' meeting (Sw. årsstämma) to be held at Elite Hotel Ideon, Scheelevägen 27 in Lund, Sweden on Tuesday 14 May 2019 at 10.00 a.m.

Right to participate and notice of participation

Shareholders wishing to attend the annual shareholders' meeting must:

- partly be registered in the company's share register kept by Euroclear Sweden AB (the Swedish Securities Register Center) as of Wednesday 8 May 2019; and
- partly notify the company of their intention to participate in the annual shareholders' meeting no later than on Wednesday 8 May 2019, by mail to address BONESUPPORT HOLDING AB, att: Bolagsstämma, Scheelevägen 19, SE-223 70 Lund, by e-mail to legal@bonesupport.com or by phone to +46 (0)46 286 53 70. The notice shall specify the shareholder's complete name, personal or company registration number, registered shareholding, address, telephone number during work hours and, when applicable, information on the number of advisors (two at the most).

Trustee registered shares

Shareholders who have their holdings trustee-registered must temporarily register the shares in their own name with Euroclear Sweden AB in order to be entitled to participate in the annual shareholders' meeting. Such temporary re-registration of ownership must be implemented no later than as of Wednesday 8 May 2019, meaning that the shareholders must well in advance before this date request their trustees thereof.

Proxies etc.

A proxy representing a shareholder must bring a written, dated and by the shareholder signed power of attorney to the annual shareholders' meeting. The power of attorney must not be older than one year, unless a longer validity term (maximum five years) has been stipulated. Should the power of attorney be issued by a legal entity, an up-to-date copy of a registration certificate (Sw. registreringsbevis) or equivalent document shall be presented by the proxy at the meeting. In order to facilitate the preparations before the annual shareholders' meeting, a copy of the power of attorney and other proof of authority should be attached to the notice of participation. A template power of attorney can be found at the company website (www.bonesupport.com), and will be sent to the shareholders who request it and state their address.

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Proposed agenda

0. Opening of the meeting.
1. Election of chairman of the meeting.
2. Preparation and approval of voting list.
3. Approval of the agenda.
4. Election of one or two persons to approve the minutes.
5. The question as to whether the meeting has been duly convened.
6. Address by the CEO.
7. 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.
8. Resolutions in respect of
 - a. adoption of the profit and loss statement and balance sheet and the group profit and loss statement and the group balance sheet;
 - b. allocation of the company's loss in accordance with the adopted balance sheet; and
 - c. the discharge from liability of the members of the board of directors and the CEO.
9. Determination of the number of members of the board and the number of auditors.
10. Determination of fees to the board of directors and the auditors.
11. Election of members of the board, chairman of the board as well as election of auditors and deputy auditors.
12. Resolution on instruction and charter for the Nomination Committee.
13. Determination of Remuneration Policy for senior executives.
14. Resolution on implementation of a long-term incentive program for employees by way of (A) implementation of a performance-based share saving program; (B) authorization on a directed issue of series C shares; (C) authorization for repurchase of series C shares; and (D) resolution on transfer of own ordinary shares.
15. Closing of the meeting.

Resolution proposals

Item 1: Election of chairman of the meeting

The Nomination Committee, consisting of Jacob Gunterberg (chairman), appointed by HealthCap V L.P., Johan K rdel, appointed by Lundbeckfonden Invest A/S, Jonas Jendi, appointed by Stiftelsen Industrifonden, and the chairman of the board, H kan Bj rklund, proposes that attorney Ola Grahn is elected as chairman of the annual shareholders' meeting.

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Item 8 b: Resolution in respect of allocation of the company's loss in accordance with the adopted balance sheet

The board of directors proposes that no dividends are paid and that available total funds of SEK 874,619,723 are carried forward to a new account.

Item 9: Determination of the number of members of the board and the number of auditors

The Nomination Committee proposes to the annual shareholders' meeting that the number of the members of the board shall be six. Furthermore, it is proposed that one registered accounting firm is appointed as auditor until the end of the next annual shareholders' meeting.

Item 10: Determination of fees to the board of directors and the auditors

The Nomination Committee proposes to the annual shareholders' meeting that board remuneration shall be paid with SEK 325,000 to the chairman of the board (unchanged since previous year) and with SEK 150,000 to each of the other board members who are not employed by the company (unchanged since previous year). It is further proposed that remuneration for committee work shall be paid with SEK 125,000 to the chairman of the audit committee (unchanged since previous year), with SEK 70,000 to each of the other members of the audit committee (unchanged since previous year), with SEK 50,000 to the chairman of the remuneration committee (unchanged since previous year) and with SEK 25,000 to each of the other members of the remuneration committee (unchanged since previous year).

Remuneration to the auditor is proposed to be paid in accordance with invoiced amounts in accordance with customary charging standards.

Item 11: Election of members of the board, chairman of the board as well as election of auditors and deputy auditors

The Nomination Committee proposes to the annual shareholders' meeting that Håkan Björklund, Björn Odlander, Lars Lidgren, Tone Kvåle, Lennart Johansson and Simon Cartmell are re-elected as ordinary board members. The Nomination Committee further proposes to the annual shareholders' meeting that Lennart Johansson is elected as new chairman of the board. The present board member Nina Rawal has declined re-election and the present chairman of the board Håkan Björklund has declined re-election as chairman of the board.

Information on the board members proposed for re-election can be found at the company website and in the annual report (www.bonesupport.com).

Furthermore, the Nomination Committee proposes to the annual shareholders' meeting, in accordance with the recommendation from the audit committee, that Ernst & Young AB is re-elected as accounting firm. Ernst & Young AB has announced that the authorized public accountant Ola Larsmon will be the auditor in charge.

Item 12: Resolution on instruction and charter for the Nomination Committee

The Nomination Committee proposes that that an instruction and charter for the Nomination Committee is adopted in accordance with the following main content.

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The Nomination Committee shall consist of four members, appointed by the three largest shareholders as per the end of September, together with the chairman of the board of directors. 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 of directors shall as soon as possible when the information regarding the three 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 refrain 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 four members including the chairman of the board of directors.

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.

The members of the Nomination Committee shall be announced no later than six months before the annual shareholders’ 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.

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

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

The Nomination Committee shall prepare and propose the following to the coming annual shareholders’ meeting:

- (a) election of chairman at the shareholders’ 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) principles for appointment of the Nomination Committee.

Item 13: Determination of Remuneration Policy for senior executives

The board of directors proposes to the annual shareholders’ meeting that the following guidelines for remuneration to senior executives are adopted.

The company shall offer remuneration levels and employment terms at market terms, aimed at facilitating the recruitment and retention of senior executives with high competence and capacity, in

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order to achieve established targets. It is noted that the company is highly international with employees in several countries. When determining the remuneration level and other employment terms, the starting point should be that the terms should be competitive considering the situation in the country in which the employee is employed. The guidelines shall apply to employment agreements entered into after the adoption of these guidelines by the shareholders' meeting or amendments to existing agreements made after the adoption of the guidelines.

The remuneration to the CEO and other senior executives can be comprised of fixed salary, variable remuneration, pension benefits, share-based incentive programs resolved by the shareholders' meeting and other benefits. Senior executives refer to the CEO and the other persons forming part of the company's management team.

Remuneration and other employment terms for the CEO and other senior executives are prepared by the Remuneration Committee and resolved by the board of directors.

The fixed salary shall take into consideration the individual's competence, area of responsibility and performance. A review should generally be made annually.

The variable remuneration is to be based on the outcome of predetermined well defined objectives. The variable consideration is to be limited 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 highest level should be based on factors such as the position held by the specific individual.

The company's commitments in reference to variable remuneration for the CEO and other senior executives who can be entitled to variable remuneration targets are for 2019 calculated to amount to, if all targets are met in full and based on the current exchange rates, approximately SEK 5 million (excluding social charges) at the highest. The calculation is based on the persons currently being senior executives and who can be entitled to variable remuneration.

In addition to what follows from law or collective bargain agreements or other agreements, the CEO and other senior executives may be entitled to arrange individual pension schemes. Refrained salaries and variable remuneration can be used for increased pension contributions, provided that the total cost for the company is unchanged over time.

Share-based incentive programs shall, where applicable, be resolved by the shareholders' meeting.

The senior executives may be awarded other customary benefits, such as a company car, occupational health services, etc.

In case of termination of the CEO's employment by the company, the notice period should not exceed 6 months. In case the company terminates the CEO without cause the CEO shall, in addition to salary during the notice period, be entitled to severance payment corresponding to 12 months' base salary. The notice period for other senior executives shall, in case of termination by the company, not exceed 12 months. In case of termination by the company, in addition to salary during the notice period, severance payment corresponding to an amount equal to up to 12 months base salary may be paid.

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At the time of the annual shareholders' meeting on 14 May 2019, the company has no outstanding remuneration commitments towards senior executives except for running commitments.

To the extent that a member of the board of directors performs consultancy work on behalf of the company, in addition to the assignment as member of the board of directors, consultancy fees and other remuneration for such consultancy work should be payable. Such remuneration shall be paid on market terms and the remuneration as well as other terms shall be resolved upon by the board of directors.

The board of directors shall be entitled to deviate from the guidelines in individual cases if there are special reasons for doing so.

Item 14: Resolution on implementation of a long-term incentive program for 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

The board of directors proposes that the annual shareholder's meeting resolves to implement a long-term incentive program in the form of a performance-based share saving program (the "LTI 2019") for employees in accordance with A below. The resolution shall be conditional upon that the annual shareholders' meeting also resolves on hedging measures in accordance with B – D below.

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

Background

At the annual shareholders' meeting 2018, it was resolved to implement a corresponding incentive program for persons who were employed by the end of 2018 at the latest (LTI 2018) as well as a warrants program (warrants program 2018/2021) directed to senior executives. During 2018, the company has undergone a revision of the company's strategy and made significant changes in order to accelerate the market penetration. In connection with this, the organization has been restructured and a number of key individuals have been added, or is expected to be added, during 2019.

Under LTI 2018 and the warrants program 2018/2021, which were approved by annual shareholders' meeting 2018, a maximum of 500,000 and 1,175,000 shares, respectively, could be issued, i.e. a total maximum of 1,675,000 shares. However, the programs were not fully subscribed as a result of restructurings and a declining share price development during the implementation of the warrants program. As a result hereof, the programs resolved upon at the annual shareholders' meeting 2018 will, altogether, result in a maximum of 746,096 shares being issued, i.e. 928 904 shares fewer than what was approved at the annual shareholders' meeting 2018. The now proposed LTI 2019 will, at full outcome, result in a maximum of 795,000 shares being issued, and will thus not result in any further dilution than what was approved by the annual shareholders' meeting 2018. In light of this, the board of directors considers that it is justified to propose to the annual shareholders' meeting to resolve upon LTI 2019, wherein the "difference" between what was approved at the annual shareholders' meeting 2018 and what actually came to be allocated is "reused" in the form of a new program.

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The overall purpose of LTI 2019 is to align the interests of the employees with those of the shareholders and thus ensure a maximum long-term value adding commitment. LTI 2019 is also considered to create a long-term focus on increase in earnings and growth among the participants. LTI 2019 is further considered to facilitate for the company to recruit and retain employees.

Terms and conditions for LTI 2019

1. LTI 2019 shall comprise (i) the CEO; (ii) up to four other senior executives and up to six key employees who are deemed to be essential for the company to be able to develop in accordance with the company's revised strategy; and (iii) up to 19 other employees. For the category "other employees", LTI 2019 shall as a starting point preferably comprise newly recruited employees. However, in exceptional cases, the board of directors may decide to offer LTI 2019 also to employees in the category "other employees" who are already participating in existing incentive programs.

In total, LTI 2019 is considered to comprise up to 30 employees. In order to be entitled to participate in LTI 2019, 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.

2. LTI 2019 means that the participants will invest in ordinary shares in the company ("**Saving Shares**"). In order to be entitled to participate in LTI 2019, each participant must at least acquire the number of Savings Shares which has been specified for each category below (which amount also corresponds to the maximum number of Saving Shares that each participant in each category may acquire within the framework of LTI 2019). The investment in Saving Shares shall be made through acquisition of ordinary shares on the stock market on 31 December 2019 at the latest (the "**Investment Period**").
3. If the Saving Shares are retained as from the expiration of the Investment Period to and including 31 December 2022 (the "**Saving Period**") and the participant has continued to be employed by the company throughout the Saving Period, the participant is entitled to allotment of additional ordinary shares in the company free of charge (the "**Performance Shares**"), provided that the performance targets (the "**Performance Targets**") mentioned below are achieved or exceeded.
4. Participants shall acquire the following number of Saving Shares and shall have the opportunity to be allotted with up to the following number of Performance Shares per Saving Share:

Position	Number of Saving Shares	Maximum number of Performance Shares per Saving Share
CEO	80,000	4
Other senior executives (up to 4 persons)	10,000 – 15,000 per participant	3

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Key employees (up to 6 persons)	5,000 – 10,000 per participant	3
Other employees (up to 19 persons)	5,000 per participant	2

For the categories "Other senior executives" and "Key employees", the board of directors shall, within the above-mentioned intervals, resolve upon the number of Saving Shares that the participant shall acquire.

5. The total number of Performance Shares shall not exceed 795,000.
6. 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**"), (ii) the net sales for each respective financial year of 2019-2022 (the "**Sales Target**"), and (iii) the EBITDA for each respective financial year of 2019-2022 (the "**EBITDA Target**"), whereby each Performance Target is weighted by 1/3 and with regard to the Sales Target and EBITDA Target, each respective financial year is weighted by 1/4 for these two performance targets.

The Share Price Target relates to the development of the company's share price over the period from the date of the annual shareholders' meeting 2019 to and including 31 December 2022. The share price development will be measured based on the volume weighted average share price 30 trading days immediately following the annual shareholders' meeting 2019 and 30 trading days immediately preceding 31 December 2022. An increase in the share price with less than 25 per cent 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 100 per cent or more does entitle a vesting of all of the Performance Shares pertaining to the Share Price Target. In the event of an increase in the share price of between 25 and 100 per cent, vesting of the Performance Shares pertaining to the Share Price Target will occur linearly.

The Sales Target and the EBITDA Target shall be determined by the board of directors annually and with regard to the financial year 2019, before LTI 2019 is offered to the participants. For each respective target, a minimum level and a target level (maximum) shall be determined for each respective financial year. If the minimum level is not achieved, no Performance Shares are vested in relation to the actual 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 actual Performance Target for the financial year. 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. 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 2019 at the latest.

The final number of Performance Shares vested by each participant shall be rounded downwards to the nearest whole number.

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7. Before the number of Performance Shares to be allocated is finally determined, the board of directors shall evaluate if allocation pursuant to the principles set out above is reasonable, with regard to the company's results and 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 allocated to the lower number of shares that the board of directors finds reasonable.
8. 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.
9. Allotment of Performance Shares shall take place within 30 days from the publication of the year-end report for the financial year 2022.
10. Participation in LTI 2019 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.
11. The board of directors shall be responsible for the details and management of LTI 2019 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 annual shareholders' meeting resolves to authorize the board of directors, for the period up until the next annual shareholders' meeting, on one or several occasions, to issue a maximum of 795,000 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 purpose of the authorization and the reason for the deviation from the shareholders' preferential rights in connection with an issue of shares is to secure delivery of Performance Shares under LTI 2019, which shall be effected through the company repurchasing the series C shares issued pursuant to the authorization in section C below and thereafter, when the series C shares have been converted to ordinary shares, by transferring ordinary shares to the participants in LTI 2019 in accordance with section D below.

C. Authorization on repurchase of series C shares

The board of directors proposes that the annual shareholders' meeting resolves to authorize the board of directors, for the period up until the next annual shareholders' meeting, on one or several

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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 under LTI 2019.

D. Resolution on transfer of own ordinary shares

In order to fulfil the company's obligations towards participants in LTI 2019, the board of directors proposes that the annual shareholders' meeting 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 2019, at most 795,000 shares.
2. The number of shares that may be transferred pursuant to LTI 2019 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.
3. The right to acquire ordinary shares shall, with deviation from the shareholders' preferential rights, vest in participants in LTI 2019 who are entitled to be allotted Performance Shares in accordance with the terms and conditions of the program.
4. Transfer of shares to participants in LTI 2019 shall be made free of charge and be executed at the relevant time specified in the terms and conditions for LTI 2019.

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 2019.

Costs, impact on key ratios, existing incentive programs and dilution

The board of directors has made a preliminary cost calculation for LTI 2019. The costs for LTI 2019, 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 2022. The calculation has been made based on the quoted closing price for shares in the company as per 10 April 2019, i.e. SEK 20.80 per share, and with the following assumptions: (i) an annual dividend yield of 0 per cent; (ii) an estimated annual employee turnover of 0 per cent; (iii) an achievement of the Performance Targets with 100 per cent; and (iv) that a total maximum of 795,000 Performance Shares may be allocated.

In addition to the above, the costs for LTI 2019 have been based on LTI 2019 comprising a maximum of 30 participants. In total, the costs for LTI 2019 are, according to IFRS 2, estimated to amount to approximately SEK 12.9 million, excluding social security contributions. The costs for social security contributions are estimated to amount to approximately SEK 7.3 million, based on the above

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assumptions, and under the assumption of a share price increase of 100 per cent during the duration of LTI 2019 and an average tax rate of 22 percent for social security contributions.

The anticipated annual costs of SEK 5.8 million, including social security contributions, correspond to approximately 4.4 per cent of the company's total employee costs for the financial year 2018. Based on the calculation of costs as described above, the key figure earnings per share for the full year 2018 had been changed from SEK –3.46 to SEK –3.57.

As per the date of the notice, the number of shares in the company amounts to 52,300,917 shares, of which 51,795,917 are ordinary shares and 505,000 are series C shares which were issued in connection with the share saving programs resolved at the annual shareholders' meeting 2018 and which will be converted into ordinary shares prior to delivery to the participants. In addition thereto, warrants have been issued in connection with a previous financing agreement which could result in a maximum of 599,114 additional ordinary shares being issued.

The maximum number of Performance Shares amounts to 795,000, which corresponds to a dilution of approximately 1.51 per cent of the company's ordinary shares after full dilution, calculated on the number of ordinary shares that will be added upon full issuance of Performance Shares in connection with LTI 2019. The dilution calculation as described above does not consider the ordinary shares that may be issued in connection with an exercise of the warrants which have been issued in connection with the previous financing agreement. In case these warrants are to be considered as well, the maximum total dilution from LTI 2019 amounts to approximately 1.49 per cent.

Since previously, there are incentive programs in the form of three employee option programs, two warrant programs and two performance-based share saving programs outstanding in the company. In case all outstanding incentive programs as well as the proposed LTI 2019 are exercised in full, a total of 3,147,134 new ordinary shares will be issued, which corresponds to a dilution of approximately 5.73 per cent 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 incentive programs and the proposed LTI 2019. The dilution calculation as described above does not consider the ordinary shares that may be issued in connection with an exercise of the warrants which have been issued in connection with the previous financing agreement. In case these warrants are to be considered as well, the maximum total dilution of all outstanding incentive programs and the proposed LTI 2019 amounts to approximately 5.67 per cent.

The above calculations regarding dilution and impact on key ratios 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 2019 has been prepared by the Remuneration Committee together with external consultants. The final proposal has been resolved upon by the board of directors.

Particular majority requirements

For a valid resolution on the proposal pursuant to item 14, the proposal has to be supported by shareholders representing at least nine-tenths of the votes cast as well as of all shares represented at the annual shareholders' meeting.

Press Release

Duty of disclosure at the annual shareholders' meeting

The board and the CEO shall at the annual shareholders' meeting, if any shareholder so requests and the board believes that it can be done without significant harm to the company, provide information regarding circumstances that may affect the assessment of items on the agenda, circumstances that can affect the assessment of the company's or its subsidiaries financial position and the company's relation to other companies within the group.

Accounting documents and complete proposals

Accounting documents, the audit report, the statement by the auditor on the compliance of the applicable guidelines for remuneration to senior executives as well as complete proposals for resolutions and the board of directors' statement pursuant to Chapter 19, Section 22 of the Swedish Companies Act will be made available for the shareholders at the company's office at Scheelevägen 19, SE-223 70 Lund, Sweden and at the company website (www.bonesupport.com) as from no later than three weeks prior to the annual shareholders' meeting. Copies of the documents will be sent to the shareholders upon their request to the company, provided that such shareholders state their address, and will also be made available at the annual shareholders' meeting.

Processing of personal data

For information on how your personal data is processed, see

<https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Number of shares and votes in the company

As per the date of this notice, the total number of shares in the company amounts to 52,300,917 shares, of which 51,795,917 are ordinary shares with one vote per share and 505,000 are series C shares with one-tenth of a vote per share. As per the date of this notice, the number of votes in the company amounts to 51,846,417 votes. The company holds 505,000 own series C shares, corresponding to 50,500 votes, which cannot be represented at the annual shareholders' meeting.

Lund in April 2019

BONESUPPORT HOLDING AB (publ)

The Board of Directors

Press Release

About BONESUPPORT™

BONESUPPORT (Nasdaq Stockholm: BONEX) develops and commercializes innovative injectable bio-ceramic bone graft substitutes that remodel to the patient's own bone and have the capability of eluting drugs. BONESUPPORT's bone graft substitutes are based on the patented technology platform CERAMENT. The company is conducting several clinical studies to further demonstrate the clinical and health economic benefits its products deliver and a Premarket approval filing with the FDA (USA) for its gentamicin eluting product is planned in 2020. The company is based in Lund, Sweden, and the net sales amounted to SEK 97 million in 2018. Please visit www.bonesupport.com for more information.

BONESUPPORT and CERAMENT are registered trademarks of BONESUPPORT AB.

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This information was submitted for publication, through the agency of the contact persons set out above, at 08:00 CET on 12 April 2019.

Schedule 3

Appendix

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 four members, appointed by the three largest shareholders as per the end of September, together with the chairman of the board of directors. The “three largest shareholders” refer to the ownership grouped registered or in any other way known shareholders as per the end of September.
 - 1.2 The chairman of the board of directors shall as soon as possible when the information regarding the three 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 refrain 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 four members including the chairman of the board of directors.
 - 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 shareholders’ 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.
- 2. Duties of the Nomination Committee**
- 2.1 The Nomination Committee shall prepare and propose the following to the coming annual shareholders' meeting:
- (a) election of chairman at the shareholders' 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) 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 2019

The Nomination Committee in BONESUPPORT HOLDING AB (publ)

Schedule 4

Guidelines for remuneration to senior executives in BONESUPPORT HOLDING AB

The board of directors of BONESUPPORT HOLDING AB, Reg. No. 556802-2171, proposes that the annual shareholders' meeting resolves to adopt the following guidelines for remuneration to senior executives.

1. Introduction

1.1 BONESUPPORT HOLDING AB and its subsidiaries (together the "**Company**") shall offer remuneration levels and employment terms at market terms, aimed at facilitating the recruitment and retention of senior executives with high competence and capacity, in order to achieve established targets. It is noted that the Company is highly international with employees in several countries. When determining the remuneration level and other employment terms, the starting point should be that the terms should be competitive considering the situation in the country in which the employee is employed. The guidelines shall apply to employment agreements entered into after the adoption of these guidelines by the shareholders' meeting or amendments to existing agreements made after the adoption of the guidelines.

1.2 The remuneration to the CEO and other senior executives can be comprised of fixed salary, variable remuneration, pension benefits, share-based incentive programs resolved by the shareholders' meeting and other benefits. Senior executives refer to the CEO and the other persons forming part of the Company's management team.

1.3 Remuneration and other employment terms for the CEO and other senior executives are prepared by the Remuneration Committee and resolved by the board of directors.

2. Fixed salary

The fixed salary shall take into consideration the individual's competence, area of responsibility and performance. A review should generally be made annually.

3. Variable remuneration

3.1 The variable remuneration is to be based on the outcome of predetermined well defined objectives. The variable consideration is to be limited 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 highest level should be based on factors such as the position held by the specific individual.

3.2 The Company's commitments in reference to variable remuneration for the CEO and other senior executives who can be entitled to variable remuneration targets are for 2019 calculated to amount to, if all targets are met in full and based on the current exchange rates, approximately SEK 5 million (excluding social

charges) at the highest. The calculation is based on the persons currently being senior executives and who can be entitled to variable remuneration.

4. Pensions

In addition to what follows from law or collective bargain agreements or other agreements, the CEO and other senior executives may be entitled to arrange individual pension schemes. Refrained salaries and variable remuneration can be used for increased pension contributions, provided that the total cost for the Company is unchanged over time.

5. Share-based incentive programs

Share-based incentive programs shall, where applicable, be resolved by the shareholders' meeting.

6. Other benefits

The senior executives may be awarded other customary benefits, such as a company car, occupational health services, etc.

7. Severance pay

In case of termination of the CEO's employment by the Company, the notice period should not exceed 6 months. In case the Company terminates the CEO without cause the CEO shall, in addition to salary during the notice period, be entitled to severance payment corresponding to 12 months' base salary. The notice period for other senior executives shall, in case of termination by the Company, not exceed 12 months. In case of termination by the Company, in addition to salary during the notice period, severance payment corresponding to an amount equal to up to 12 months base salary may be paid.

8. Outstanding remuneration commitments

At the time of the annual shareholders' meeting on 14 May 2019, the Company has no outstanding remuneration commitments towards senior executives except for running commitments.

9. Consulting assignments for members of the board of directors

To the extent that a member of the board of directors performs consultancy work on behalf of the Company, in addition to the assignment as member of the board of directors, consultancy fees and other remuneration for such consultancy work should be payable. Such remuneration shall be paid on market terms and the remuneration as well as other terms shall be resolved upon by the board of directors.

10. Deviations from the guidelines

The board of directors shall be entitled to deviate from these guidelines in individual cases if there are special reasons for doing so.

Lund in April 2019
BONESUPPORT HOLDING AB (publ)
The Board of Directors

Schedule 5

The Board of Directors proposal for resolution on implementation of a long-term incentive program for 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

The board of directors of BONESUPPORT HOLDING AB (publ), Reg. No. 556802-2171 (the "**Company**"), proposes that the annual shareholder's meeting on 14 May 2019 resolves to implement a long-term incentive program in the form of a performance-based share saving program (the "**LTI 2019**") for employees in accordance with A below. The resolution shall be conditional upon that the annual shareholders' meeting also resolves on hedging measures in accordance with B – D below.

A. Implementation of a performance-based share saving program

Background

At the annual shareholders' meeting 2018, it was resolved to implement a corresponding incentive program for persons who were employed by the end of 2018 at the latest (LTI 2018) as well as a warrants program (warrants program 2018/2021) directed to senior executives. During 2018, the Company has undergone a revision of the Company's strategy and made significant changes in order to accelerate the market penetration. In connection with this, the organization has been restructured and a number of key individuals have been added, or is expected to be added, during 2019.

Under LTI 2018 and the warrants program 2018/2021, which were approved by annual shareholders' meeting 2018, a maximum of 500,000 and 1,175,000 shares, respectively, could be issued, i.e. a total maximum of 1,675,000 shares. However, the programs were not fully subscribed as a result of restructurings and a declining share price development during the implementation of the warrants program. As a result hereof, the programs resolved upon at the annual shareholders' meeting 2018 will, altogether, result in a maximum of 746,096 shares being issued, i.e. 928 904 shares fewer than what was approved at the annual shareholders' meeting 2018. The now proposed LTI 2019 will, at full outcome, result in a maximum of 795,000 shares being issued, and will thus not result in any further dilution than what was approved by the annual shareholders' meeting 2018. In light of this, the board of directors considers that it is justified to propose to the annual shareholders' meeting to resolve upon LTI 2019, wherein the "difference" between what was approved at the annual shareholders' meeting 2018 and what actually came to be allocated is "reused" in the form of a new program.

The overall purpose of LTI 2019 is to align the interests of the employees with those of the shareholders and thus ensure a maximum long-term value adding commitment. LTI 2019 is also considered to create a long-term focus on increase in earnings and growth among the participants. LTI 2019 is further considered to facilitate for the Company to recruit and retain employees.

Terms and conditions for LTI 2019

1. LTI 2019 shall comprise (i) the CEO; (ii) up to four other senior executives and up to six key employees who are deemed to be essential for the Company to be able to develop in accordance with the Company's revised strategy; and (iii) up to 19 other employees. For the category "other employees", LTI 2019 shall as a starting point preferably comprise newly recruited employees. However, in exceptional cases, the board of directors may decide to offer LTI 2019 also to employees in the category "other employees" who are already participating in existing incentive programs.

In total, LTI 2019 is considered to comprise up to 30 employees. In order to be entitled to participate in LTI 2019, 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.

2. LTI 2019 means that the participants will invest in ordinary shares in the Company ("**Saving Shares**"). In order to be entitled to participate in LTI 2019, each participant must at least acquire the number of Savings Shares which has been specified for each category below (which amount also corresponds to the maximum number of Saving Shares that each participant in each category may acquire within the framework of LTI 2019). The investment in Saving Shares shall be made through acquisition of ordinary shares on the stock market on 31 December 2019 at the latest (the "**Investment Period**").
3. If the Saving Shares are retained as from the expiration of the Investment Period to and including 31 December 2022 (the "**Saving Period**") and the participant has continued to be employed by the Company throughout the Saving Period, the participant is entitled to allotment of additional ordinary shares in the Company free of charge (the "**Performance Shares**"), provided that the performance targets (the "**Performance Targets**") mentioned below are achieved or exceeded.
4. Participants shall acquire the following number of Saving Shares and shall have the opportunity to be allotted with up to the following number of Performance Shares per Saving Share:

Position	Number of Saving Shares	Maximum number of Performance Shares per Saving Share
CEO	80,000	4

Other senior executives (up to 4 persons)	10,000 – 15,000 per participant	3
Key employees (up to 6 persons)	5,000 – 10,000 per participant	3
Other employees (up to 19 persons)	5,000 per participant	2

For the categories "Other senior executives" and "Key employees", the board of directors shall, within the above-mentioned intervals, resolve upon the number of Saving Shares that the participant shall acquire.

5. The total number of Performance Shares shall not exceed 795,000.
6. 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**"), (ii) the net sales for each respective financial year of 2019-2022 (the "**Sales Target**"), and (iii) the EBITDA for each respective financial year of 2019-2022 (the "**EBITDA Target**"), whereby each Performance Target is weighted by 1/3 and with regard to the Sales Target and EBITDA Target, each respective financial year is weighted by 1/4 for these two performance targets.

The Share Price Target relates to the development of the Company's share price over the period from the date of the annual shareholders' meeting 2019 to and including 31 December 2022. The share price development will be measured based on the volume weighted average share price 30 trading days immediately following the annual shareholders' meeting 2019 and 30 trading days immediately preceding 31 December 2022. An increase in the share price with less than 25 per cent 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 100 per cent or more does entitle a vesting of all of the Performance Shares pertaining to the Share Price Target. In the event of an increase in the share price of between 25 and 100 per cent, vesting of the Performance Shares pertaining to the Share Price Target will occur linearly.

The Sales Target and the EBITDA Target shall be determined by the board of directors annually and with regard to the financial year 2019, before LTI 2019 is offered to the participants. For each respective target, a minimum level and a target level (maximum) shall be determined for each respective financial year. If the minimum level is not achieved, no Performance Shares are vested in relation to the actual 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 actual Performance Target for the financial year. 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. 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 2019 at the latest.

The final number of Performance Shares vested by each participant shall be rounded downwards to the nearest whole number.

7. Before the number of Performance Shares to be allocated is finally determined, the board of directors shall evaluate if allocation pursuant to the principles set out above is reasonable, with regard to the Company's results and 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 allocated to the lower number of shares that the board of directors finds reasonable.
8. 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.
9. Allotment of Performance Shares shall take place within 30 days from the publication of the year-end report for the financial year 2022.
10. Participation in LTI 2019 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.
11. The board of directors shall be responsible for the details and management of LTI 2019 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 annual shareholders' meeting resolves to authorize the board of directors, for the period up until the next annual shareholders' meeting, on one or several occasions, to issue a maximum of 795,000 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 purpose of the authorization and the reason for the deviation from the shareholders' preferential rights in connection with an issue of shares is to secure delivery of Performance Shares under LTI 2019, which shall be effected through the Company repurchasing the series C shares issued pursuant to the authorization in section C below and thereafter, when the series C shares have been converted to ordinary shares, by transferring ordinary shares to the participants in LTI 2019 in accordance with section D below.

C. Authorization on repurchase of series C shares

The board of directors proposes that the annual shareholders' meeting resolves to authorize the board of directors, for the period up until the next annual shareholders' meeting, 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 under LTI 2019.

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 2019, the board of directors proposes that the annual shareholders' meeting 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 2019, at most 795,000 shares.
2. The number of shares that may be transferred pursuant to LTI 2019 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.
3. The right to acquire ordinary shares shall, with deviation from the shareholders' preferential rights, vest in participants in LTI 2019 who are entitled to be allotted Performance Shares in accordance with the terms and conditions of the program.
4. Transfer of shares to participants in LTI 2019 shall be made free of charge and be executed at the relevant time specified in the terms and conditions for LTI 2019.

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 2019.

Costs, impact on key ratios, existing incentive programs and dilution

The board of directors has made a preliminary cost calculation for LTI 2019. The costs for LTI 2019, 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 2022. The calculation has been made based on the quoted closing price for shares in the Company as per 10 April 2019, i.e. SEK 20.80 per share, and with the following assumptions: (i) an annual dividend yield of 0 per cent; (ii) an estimated annual employee turnover of 0 per cent; (iii) an achievement of the Performance Targets with 100 per cent; and (iv) that a total maximum of 795,000 Performance Shares may be allocated.

In addition to the above, the costs for LTI 2019 have been based on LTI 2019 comprising a maximum of 30 participants. In total, the costs for LTI 2019 are, according to IFRS 2, estimated to amount to approximately SEK 12.9 million, excluding social security contributions. The costs for social security contributions are estimated to amount to approximately SEK 7.3 million, based on the above assumptions, and under the assumption of a share price increase of 100 per cent during the duration of LTI 2019 and an average tax rate of 22 per cent for social security contributions.

The anticipated annual costs of SEK 5.8 million, including social security contributions, correspond to approximately 4.4 per cent of the Company's total employee costs for the financial year 2018. Based on the calculation of costs as described above, the key figure earnings per share for the full year 2018 had been changed from SEK -3.46 to SEK -3.57.

As per the date of the notice, the number of shares in the Company amounts to 52,300,917 shares, of which 51,795,917 are ordinary shares and 505,000 are series C shares which were issued in connection with the share saving programs resolved at the annual shareholders' meeting 2018 and which will be converted into ordinary shares prior to delivery to the participants. In addition thereto, warrants have been issued in connection with a previous financing agreement which could result in a maximum of 599,114 additional ordinary shares being issued.

The maximum number of Performance Shares amount to 795,000, which corresponds to a dilution of approximately 1.51 per cent of the Company's ordinary shares after full dilution, calculated on the number of ordinary shares that will be added upon full issuance of Performance Shares in connection with LTI 2019. The dilution calculation as described above does not consider the ordinary shares that may be issued in connection with an exercise of the warrants which have been issued in connection with the previous financing agreement. In case these warrants are to be considered as well, the maximum total dilution from LTI 2019 amounts to approximately 1.49 per cent.

Since previously, there are incentive programs in the form of three employee option programs, two warrant programs and two performance-based share saving programs outstanding in the Company. In case all outstanding incentive programs as well as the proposed LTI 2019 are exercised in full, a total of 3,147,134 new ordinary shares will be issued, which corresponds to a dilution of approximately 5.73 per cent 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 incentive programs and the proposed LTI 2019. The dilution calculation as described above does not consider the ordinary shares that may be issued in connection with an exercise of the warrants which have been issued in connection with the previous financing agreement. In case these warrants are to be considered as well, the maximum total dilution of all outstanding incentive programs and the proposed LTI 2019 amounts to approximately 5.67 per cent.

The above calculations regarding dilution and impact on key ratios are subject to recalculation 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 2019 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

The board of directors' proposal on implementation of a long-term incentive program in accordance with Sections A to D above constitutes an overall proposal which shall be resolved upon as one resolution. The resolution is subject to the provisions in Chapter 16 of the Swedish Companies Act (*Sw. aktiebolagslagen 2005:551*), and a valid resolution hence requires that the proposal is supported by shareholders with at least nine-tenths of the votes cast as well as of all shares represented at the meeting.

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

Lund in April 2019

BONESUPPORT HOLDING AB (publ)

The Board of Directors

Schedule 6

Statement of the Board of Directors pursuant to Chapter 19, Section 22 of the Swedish Companies Act (2005:551)

As the board of directors proposes that the annual shareholders' meeting on 14 May 2019 resolves to authorize the board of directors to resolve on acquisition of own series C shares, the board of directors of BONESUPPORT HOLDING AB, Reg. No. 556802-2171 (the "**Company**") hereby issues the following statement pursuant to Chapter 19, Section 22 of the Swedish Companies Act (*Sw. aktiebolagslagen*).

In accordance with the proposed authorization, the Company will be entitled to repurchase a maximum of 795,000 own series C shares for a price which corresponds to the shares quota value of SEK 0.625. The total amount that may be issued upon acquisition pursuant to the authorization amounts thus to SEK 496,875.

The nature and scope of the Company's business are set forth in the Company's articles of association and the annual report for the financial year 2018. The annual report sets forth the Company's and the group's financial position as of 31 December 2018. It also sets forth the principles applied with respect to the valuation of the Company's and the group's assets, reservations and liabilities. No assets or liabilities have been reported at their fair value pursuant to Chapter 4, Section 14 a, of the Swedish Annual Accounts Act (*Sw. årsredovisningslagen*).

According to the annual report for the financial year 2018, the Company's unrestricted equity (available profit and unrestricted reserves) amounts to approximately SEK 875 million. As per the balance sheet date, 31 December 2018, the Company's restricted equity amounted to approximately SEK 32 million. The board of directors has made the assessment that the Company's restricted equity will be intact if the proposed authorization to acquire own series C shares is fully exercised.

Even if the proposed repurchase authorization is fully exercised, the impact on the Company's and the group's liquidity will be marginal.

The board of directors is of the opinion that acquisition of own series C shares pursuant to the proposed authorization will not affect the Company's and the group's ability to meet their short or long term payment obligations. Nor is the exercise of the proposed authorization expected to negatively affect the Company's and the group's ability to make commercially justifiable investments. The board of directors is also of the opinion that the Company's and the group's equity, after exercise of the proposed authorization for acquisition of own series C shares, will be sufficient seen in relation to the nature, scope and risks of the business operations of the Company and the group.

In view of the above and considering such other circumstances, which have come to the board of directors attention, the board of directors is of the opinion, based on an overall assessment of the Company's and the group's financial position, that the proposed authorization to resolve on acquisition of own series C shares is justified with respect to the requirements imposed by the nature, scope and risks of the operations in relation to the size

of the Company's and the group's equity, as well as the consolidation needs, liquidity and general position of the Company and the group.

Therefore, the board of directors considers that the proposed authorization is justified with respect to the requirements set out in Chapter 17, Section 3, paragraph 2 and 3 of the Swedish Companies Act.

Lund on 11 April 2019

BONESUPPORT HOLDING AB (PUBL)

The Board of Directors

Håkan Björklund

Lennart Johansson

Tone Kvåle

Lars Lidgren

Björn Odlander

Nina Rawal

Simon Cartmell