



Lund, Sweden, 13:00 CET 22 May 2018

BULLETIN FROM THE ANNUAL SHAREHOLDERS' MEETING IN BONESUPPORT HOLDING AB ON 22 MAY 2018

Today, on 22 May 2018, an annual shareholders' meeting was held in BONESUPPORT HOLDING AB. A summary of the resolutions adopted follows below. All resolutions were adopted with the required majority.

Resolution on adoption of accounts and allocation of the company's result

The annual shareholders' meeting resolved to adopt the profit and loss statement and balance sheet and the group profit and loss statement and the group balance sheet. The annual shareholders' meeting also resolved to allocate the company's result in accordance with the proposal from the board meaning that no dividends are paid and that available total funds of SEK 889,317,383 are carried forward to a new account.

Discharge from liability of the members of the board and the CEO

The annual shareholders' meeting resolved to discharge the members of the board and the CEO from liability for the financial year 2017.

Election of board members and auditor as well as remuneration for the board members and auditor

The annual shareholders' meeting resolved, in accordance with the proposal from the Nomination Committee, to re-elect Håkan Björklund, Björn Odlander, Nina Rawal, Lars Lidgren, Tone Kvåle and Lennart Johansson as ordinary board members and to elect Simon Cartmell as new ordinary board member. Håkan Björklund was re-elected as chairman of the board.

Furthermore, the annual shareholders' meeting resolved that board remuneration shall be paid with a total of SEK 1,565,000, of which SEK 325,000 shall be paid to the chairman of the board and of which SEK 150,000 shall be paid to each of the other board members who are not employed by the company. 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.

The annual shareholders' meeting also resolved to re-elect Ernst & Young AB as the accounting firm and remuneration for the auditor shall be paid in accordance with invoiced amounts in accordance with customary charging standards. Ernst & Young AB has informed that Johan Thuresson will continue to be appointed as the responsible auditor.

Resolution on instruction and charter for the Nomination Committee

The annual shareholders' meeting resolved that a Nomination Committee shall be appointed before the coming election and remuneration. The Nomination Committee shall consist of four members, representing the three largest shareholders as per the end of September, together with the chairman of the board of directors. Furthermore, an instruction and charter for the Nomination Committee was adopted.

Determination of Remuneration Policy for senior executives

The annual shareholders' meeting resolved in accordance with the proposal from the board to adopt a Remuneration Policy regarding determination of remuneration and other benefits for the CEO and other senior executives.

Resolution on implementation of a long-term incentive program for senior executives by way of (A) directed issue of warrants; and (B) approval of transfer of warrants

The annual shareholders' meeting resolved, in accordance with the proposal from the board, to implement a long-term incentive program for senior executives by way of directed issue of warrants and approval of transfer of warrants (the "**Warrants Program 2018/2021**").

The Warrants Program 2018/2021 shall comprise a maximum of 1,175,000 warrants. With deviation from the shareholders' preferential rights, the right to subscribe for the warrants shall only vest in a wholly owned subsidiary within the group. Each warrant shall entitle to subscription of one new ordinary share in the company for a subscription price per share corresponding to 125 per cent of the volume weighted average price according to Nasdaq Stockholm's official price list for shares in the company during the period as from 14 May 2018 to and including 18 May 2018. Subscription of shares by virtue of the warrants may be effected as from 1 June 2021 up to and including 30 June 2021. Transfer of warrants to participants in the Warrants Program 2018/2021 shall be made at fair market value at the time of the transfer which shall be established by Öhrlings Pricewaterhouse Coopers AB, as an independent valuation institute, in accordance with the Black Scholes formula.

The reasons for the implementation of the Warrants Program 2018/2021 and the deviation from the shareholders' preferential rights for subscription of the new warrants are to be able to create possibilities for the company to retain senior executives by offering a long term ownership engagement. Such ownership engagement is expected to contribute to an increased alignment of interests between the participating senior executives and the shareholders, and also promote a long-term commitment to the company's development. In case all warrants issued in connection with the Warrants Program 2018/2021 are exercised for subscription of new shares, a total of 1,175,000 new shares will be issued, which corresponds to a dilution of approximately 2.26 per cent of the company's share capital and votes after full dilution, calculated on the number of shares that will be added upon full utilization of all warrants issued under the Warrants Program 2018/2021.

Resolution on amendment of the Articles of Association

The annual shareholders' meeting resolved, in accordance with the proposal from the board, to amend the company's Articles of Association by incorporation of a new share class. The new section means that shares may be issued in two classes, ordinary shares and series C shares. The purpose of the incorporation of the new share class is to enable issuance of series C shares under

the share saving programs for employees and certain members of the board of directors which was resolved upon by the annual shareholders' meeting. Following the incorporation of the new section in the Articles of Association, the already existing shares shall be ordinary shares.

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 annual shareholders' meeting resolved, in accordance with the proposal from the board, to implement a long-term incentive program for employees ("LTI 2018"). LTI 2018 means that up to approximately 25 employees will be offered the possibility to participate in a performance-based share saving program, which under certain circumstances will entitle the participant allotment of ordinary shares in the company free of charge for each invested ordinary share in the company (the "Saving Shares"). Investment in Saving Shares shall be made on 31 December 2018 at the latest (the "Investment Period"). If the Saving Shares are retained as from the expiration of the Investment Period to and including 31 December 2021 (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 certain performance targets are achieved or exceeded. The total maximum number of Performance Shares that may be issued within LTI 2018 amounts to 500,000, which corresponds to a dilution of approximately 0.97 per cent of the company's share capital and votes after full dilution, calculated on the number of shares that will be added upon full issuance of Performance Shares in connection with LTI 2018.

In order to secure the company's delivery of Performance Shares to the participants in LTI 2018, the annual shareholders' meeting also resolved to authorize the board of directors to resolve on directed issues of series C shares, whereby the new shares, with deviation from the shareholders' preferential rights, only may be subscribed for by a bank or a securities company at a subscription price which corresponds to the quota value of the shares. Furthermore, the annual shareholders' meeting resolved to authorize the board of directors to resolve to repurchase its own series C shares and the annual shareholders' meeting also resolved on transfer of own ordinary shares.

Resolution on implementation of a long-term incentive program for certain members of the board of directors 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 annual shareholders' meeting resolved, in accordance with the proposal from the Nomination Committee, to implement a long-term incentive program for certain members of the board of directors ("**Board LTI 2018**"). Board LTI 2018 means that the members of the board of directors, Simon Cartmell, Tone Kvåle and Lennart Johansson will be offered the possibility to participate in a performance-based share saving program, which under certain circumstances will entitle the participant allotment of ordinary shares in the company free of charge for each invested ordinary share in the company (the "**Saving Shares**"). Investment in Saving Shares shall be made on 31 De-

cember 2018 at the latest (the "**Investment Period**"). If the Saving Shares are retained as from the expiration of the Investment Period to and including 31 December 2021 and the participant has continued to be a member of the board of directors of the company until the date of when the annual shareholders' meeting 2021 is held (i.e. most likely in May 2021), the participant is entitled to allotment of additional ordinary shares in the company free of charge (the "**Performance Shares**"), provided that a performance target is achieved or exceeded. The total maximum number of Performance Shares that may be issued within Board LTI 2018 amounts to 120,000, which corresponds to a dilution of approximately 0.24 per cent of the company's share capital and votes after full dilution, calculated on the number of shares that will be added upon full issuance of Performance Shares in connection with Board LTI 2018.

In order to secure the company's delivery of Performance Shares to the participants in Board LTI 2018, the annual shareholders' meeting also resolved to authorize the board of directors to resolve on directed issues of series C shares, whereby the new shares, with deviation from the shareholders' preferential rights, only may be subscribed for by a bank or a securities company at a subscription price which corresponds to the quota value of the shares. Furthermore, the annual shareholders' meeting resolved to authorize the board of directors to repurchase its own series C shares and the annual shareholders' meeting also resolved on transfer of own ordinary shares.

Lund on 22 May 2018

BONESUPPORT HOLDING AB (PUBL)

About BONESUPPORT[™]

BONESUPPORT is an innovative and rapidly growing commercial stage orthobiologics company, based in Lund, Sweden. The Company 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 directly into the bone void.

BONESUPPORT's marketed bio-ceramic bone graft substitutes CERAMENT[®] BONE VOID FILLER (BVF), CERAMENT[®] G* and CERAMENT[®] V* are all based on the Company's novel and proprietary CERAMENT technology platform.

The Company's products are targeting a large addressable market opportunity across trauma, chronic osteomyelitis (bone infection), revision arthroplasty (replacement of a joint prosthesis) and infected diabetic foot. BONESUPPORT's total sales increased from SEK 62 million in 2015 to SEK 129 million in 2017, representing a compound annual growth rate of 45 percent. The Company's financial target is to achieve revenue exceeding SEK 500 million in the financial year 2020, with a gross margin exceeding 85 percent and a positive operating profit.

The Company's research and development is focused on the continuing development and refinement of its CERAMENT technology to extend its use into additional indications by the elution of other drugs and therapeutic agents. The Company currently has a pipeline of pre-clinical product candidates that have been designed to promote bone growth.

BONESUPPORT is listed on Nasdaq Stockholm and trades under the ticker "BONEX" (ISIN code: SE0009858152). Further information is available at <u>www.bonesupport.com</u>

*CERAMENT G: Not available in the United States, for investigational use only. CERAMENT V: Not available in the United States

BONESUPPORT[™] and CERAMENT[®] are registered trademarks.

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The information was submitted for publication, through the agency of the contact persons set out above, at 13:00 CET on 22 May 2018.