

## **The Nomination Committee's proposals and reasoned statement for the annual general meeting 2022**

### **1. Background**

In accordance with the guidelines adopted by the annual general meeting in BONE-SUPPORT HOLDING AB (the "**Company**") on 20 May 2021, a Nomination Committee has been appointed and announced through publication of the Q3 2021 interim report, on 4 November 2021. The Nomination Committee has consisted of Johan Brambeck, appointed by Stiftelsen Industrifonden, Staffan Lindstrand, appointed by HealthCap V L.P., Caroline Sjösten, appointed by Swedbank Robur Fonder AB, and the chairman of the board, Lennart Johansson. Staffan Lindstrand has been the chairman of the Nomination Committee.

### **2. The Nomination Committee's proposals for the annual general meeting 2022**

The Nomination Committee submits the following proposals for resolutions:

#### *Item 2: Election of chairman of the meeting*

The Nomination Committee proposes to the annual general meeting that attorney Hans Petersson is elected as chairman of the meeting.

#### *Item 10: Determination of the number of members of the board and the number of auditors*

The Nomination Committee proposes to the annual general 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 general meeting.

#### *Item 11: Determination of fees to the board of directors and the auditors*

The Nomination Committee proposes to the annual general meeting that board remuneration shall be paid with SEK 400,000 to the chairman of the board (SEK 375,000 previous year) and with SEK 200,000 to each of the other board members who are not employed by the Company (SEK 200,000 previous year). It is further proposed that remuneration for committee work shall be paid with SEK 150,000 to the chairman of the audit committee (SEK 125,000 previous year), with SEK 75,000 to each of the other members of the audit committee (SEK 70,000 previous year), with SEK 60,000 to the chairman of the remuneration committee (SEK 50,000 previous year) and with SEK 30,000 to each of the other members of the remuneration committee (SEK 25,000 previous year). The Nomination Committee also proposes that additional remuneration of SEK 90,000 shall be paid to the board member Mary I O'Connor as compensation for travel time.

The Nomination Committee further proposes that the board members Lennart Johansson, Lars Lidgren, Mary I O'Connor and Christine Rankin together shall receive

an extended board remuneration of a total of SEK 1,000,000, subject to (i) the board member acquiring shares in BONESUPPORT HOLDING AB for the entire extended board remuneration (after tax) as soon as possible after the annual general meeting's resolution and the payment of the extended board remuneration, and (ii) the board member undertakes not to sell the shares during the board member's entire term of office at BONESUPPORT HOLDING AB. The extended board remuneration shall be distributed as follows: SEK 400,000 to the chairman of the board, corresponding to 100 percent of the ordinary board remuneration to the chairman of the board, and SEK 200,000 to each of Lars Lidgren, Mary I O'Connor and Christine Rankin, corresponding to 100 percent of the ordinary board remuneration to each of the other board members who are not employed by the company. In the event that the board member before the next annual general meeting is dismissed as a result of breach of his or hers obligations as a board member or leaves the board at his or hers own request, the board member is obliged to repay the entire extended board remuneration (after tax). Lennart Johansson has not participated in the Nomination Committee's consideration of the proposal in the part it refers to himself.

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

*Item 12: 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 general meeting that Håkan Björklund, Björn Odlander, Lars Lidgren and Lennart Johansson are re-elected as ordinary board members and that Mary I O'Connor and Christine Rankin are newly elected as ordinary board members. The Nomination Committee further proposes to the annual general meeting that Lennart Johansson is re-elected as chairman of the board. Tone Kvåle has declined re-election.

*Information on persons for new election*

Christine Rankin (born 1964) has a bachelor's degree in business administration and economics from Stockholm University. Currently, Christine Rankin is among other things board member of Coinshares International Ltd and Senior Vice President Corporate Control at Veoneer Inc. Christine Rankin has previously been board member of Adventure Box Technology AB, board member of Technopolis Plc, CFO at Cherry AB, acting CFO/Head of Finance at Serneke Group, Head of Corporate Control at Spotify and partner/Head of US Capital Markets in Sweden at PwC. Christine Rankin is deemed independent in relation to the company and its management and in relation to major shareholders. Christine Rankin does not own any shares in BONESUPPORT HOLDING AB.

Mary I O'Connor (born 1957), MD, is Professor Emerita in Orthopedic Surgery at Mayo Clinic and former professor of orthopedics and rehabilitation at Yale University School of Medicine. In 2021, she became co-founder and Chief Medical Officer at Vori Health, a physician-led virtual musculoskeletal company. Dr. O'Connor is a national

recognized leader in healthcare and chairman of Movement is Life Caucus, a non-profit coalition committed to addressing musculoskeletal health inequalities, since the start in 2010. Mary I O'Connor is deemed independent in relation to the company and its management and in relation to major shareholders. Mary I O'Connor does not own any shares in BONESUPPORT HOLDING AB.

Information on the board members proposed for re-election can be found at the Company's website [www.bonesupport.com](http://www.bonesupport.com) and in the annual report.

Furthermore, the Nomination Committee proposes to the annual general meeting, in accordance with the recommendation from the audit committee, that Ernst & Young AB is re-elected as accounting firm for the period until the end of the 2023 annual general meeting. Ernst & Young AB has announced that, provided that the Nomination Committee's proposal is approved by the annual general meeting, the authorized public accountant Ola Larsmon will continue to be the auditor in charge.

### **3. Description of the Nomination Committee's work and the Nomination Committee's reasoned statement**

- 3.1 The composition of the Nomination Committee was announced on 4 November 2021.
- 3.2 The Nomination Committee has held 4 meetings and has also had additional contacts. The Nomination Committee has applied the instruction for the Nomination Committee which was adopted by the annual general meeting on 20 May 2021.
- 3.3 The Company's shareholders have been informed on the Company website, that it has been possible to submit proposals to the Nomination Committee. No such proposals have been submitted.
- 3.4 Following the constitution of the Nomination Committee, the Nomination Committee has oriented itself with regard to how the work in the board of directors has been conducted and how it works as well as with regard to the Company's strategy and future challenges. The Nomination Committee has furthermore evaluated the competence and experience that the members of the board should possess, which has served as guidance for the Nomination Committee's work. The chairman of the board has ensured that the Nomination Committee has received relevant information about the board work during the year, as well as the board evaluation which has been carried out by the members of the board.
- 3.5 The present board member Tone Kvåle has informed that she declines re-election. In light of this and the Company's needs based on strategy and future challenges, the Nomination Committee initiated a process to identify new candidates for the board of directors, and has thoroughly discussed skills, experience and background for candidates members proposed for new election add valuable complementary knowledge and experience to the board of directors.
- 3.6 The Nomination Committee further makes the assessment that the proposed composition of six members of the board is well in line with the Company's needs and with

the requirements of the Swedish Corporate Governance Code (Sw. *Svensk kod för bolagsstyrning*) (the "**Code**").

- 3.7 In light of the foregoing, the Nomination Committee has concluded that the proposed board of directors composed of six members meets the requirements well with regard to the Company's operations, stage of development, current situation, future alignment and other circumstances as well as the requirements of breadth in terms of qualifications, experience and background of the members of the board elected by the annual general meeting.
- 3.8 The Nomination Committee has also discussed the requirement for diversity as set forth in the Code. The Nomination Committee looks at diversity in terms of areas of competence, background, international experience and gender balance. The Nomination Committee can conclude that the proposed composition of the board of directors consists of 2 women and 4 men. The gender diversity is thus 33% / 67%. The Nomination Committee's ambition is that the gender balance shall increase further over time.
- 3.9 When assessing the independence of the proposed board members, the Nomination Committee has found that the proposed composition of the board of BONESUPPORT HOLDING AB meets the requirements regarding independence set forth in the Swedish Corporate Governance Code.

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April 2022

The Nomination Committee in BONESUPPORT HOLDING AB (publ)

