

1. Opening of the meeting

On behalf of the Board of Directors, the meeting was declared opened by the attorney Hans Petersson.

2. Election of chairman of the meeting

Hans Petersson was appointed chairman of the meeting in accordance with the Nomination Committee's proposal.

It was noted that Felicia Eckerman was assigned to keep the minutes of the meeting.

The chairman informed that the approved minutes will be published on the company's website.

3. Preparation and approval of voting list

A list of shareholders who were present in person or through a representative at the meeting was established, see [Appendix 1](#). The list was approved as the voting list for the meeting.

The meeting resolved that certain guests, primarily shareholders not recorded in the shareholders' register or who did not notify the company of their intention to participate in the meeting properly, and certain employees, were allowed to attend the meeting.

4. Approval of the agenda

The meeting resolved to approve the agenda according to the proposal in the notice convening the meeting.

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

Caroline Sjösten, representing Swedbank Robur Fonder, and Göran Boijesen, representing own holdings, were appointed to approve the minutes together with the chairman of the meeting.

6. Determination of whether the meeting has been duly convened

The chairman informed that a notice convening the meeting had been published in the Swedish Official Gazette (Sw: *Post- och Inrikes Tidningar*) on 20 April 2022 and that advertisement regarding the convening notice had been inserted in Svenska Dagbladet on the same date and that the notice had been published on the company's website on 13 April 2022. The meeting was declared to be duly convened.

7. Address by the CEO

The CEO, Emil Billbäck, reported on the company's operations during the financial year 2021.

The shareholders were given the opportunity to ask questions.

8. Presentation of the annual report and the auditor's report and the annual report for the group and the auditor's report for the group, as well as the auditor's statement regarding the application of applicable guidelines for remuneration to senior executives

The chairman informed that the annual report of the company and the group, together with the balance sheet and the income statement for the financial year 2021, had been available to the shareholders at the company and on the company's website since 13 April 2022, had been distributed to all shareholders on request and was available at the meeting.

The chairman further informed that the statement by the auditor regarding the application of applicable guidelines for remuneration to senior executives, the Board of Directors' report regarding remuneration pursuant to Chapter 8, Section 53 a of the Swedish Companies Act and the Board of Directors' proposals under items 14-15 had been available to the shareholders at the company and on the company's website since 28 April 2022, had been distributed to all shareholders on request and were available at the meeting.

It was noted that the documents thereby had been duly presented at the meeting.

Ola Larsmon, authorised public accountant, reported on the work of the auditors and presented the auditor's report and the auditor's report for the group for the financial year 2021.

The shareholders were given the opportunity to ask questions.

9. Resolutions on:

- (a) **adoption of the profit and loss statement and balance sheet and the group profit and loss statement and the group balance sheet**

The meeting resolved to adopt the presented income statement and the balance sheet and the group income statement and group balance sheet, all as per 31 December 2021.

- (b) **allocation of the company's result in accordance with the adopted balance sheet; and**

The chairman informed that the Board of Directors' complete proposal for appropriation of the company's earnings is presented in the annual report. The meeting resolved that no dividend is to be distributed for the financial year of 2021 and that the funds at the disposal of the meeting of SEK 1,227,418,682 should be carried forward.

- (c) **discharge from liability of the members of the Board of Directors and the CEO**

The meeting resolved that the members of the Board of Directors, the CEO and the deputy CEO should be discharged from liability for the financial year 2021. It was noted that the members of the Board the CEO and the deputy CEO did not participate in the decision regarding discharge from liability in relation to themselves.

10. Determination of the number of members of the Board and the number of auditors

Caroline Sjösten, member of the Nomination Committee, presented the work of the Nomination Committee prior to the annual general meeting 2022 and the Nomination Committee's proposals.

The shareholders were given the opportunity to ask questions.

The meeting resolved in accordance with the proposal from the Nomination Committee that the number of Board members shall be six, with no deputy members and that one registered accounting firm shall be the company's auditor.

11. Determination of fees to the Board of Directors and the auditors

The meeting resolved in accordance with the proposal from the Nomination Committee that Board remuneration shall be paid with SEK 400,000 to the chairman of the Board and with SEK 200,000 to each of the other Board members who are not employed by the company. Furthermore, the meeting resolved that remuneration for committee work shall be paid with SEK 150,000 to the chairman of the audit committee, with SEK 75,000 to each of the other members of the audit committee, with SEK 60,000 to the chairman of the remuneration committee and with SEK 30,000 to each of the other members of the remuneration committee. The

meeting also resolved that additional remuneration of SEK 90,000 shall be paid to the Board member Mary I O'Connor as compensation for travel time.

The meeting further resolved in accordance with the proposal from the Nomination Committee 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 and SEK 200,000 to each of Lars Lidgren, Mary I O'Connor and Christine Rankin. In the event that the Board member before the next annual general meeting is dismissed as a result of breach of his or hers obligations as a Board member or leaves the Board at his or hers own request, the Board member is obliged to repay the entire extended Board remuneration (after tax).

The meeting resolved in accordance with the proposal from the Nomination Committee that remuneration for the auditor shall be paid in accordance with invoiced amounts in accordance with customary charging standards.

12. Election of members of the Board, chairman of the Board as well as election of auditors and deputy auditors

The chairman informed that the assignments that the proposed Board members have in other companies are set forth in the materials for the meeting.

The meeting resolved in accordance with the proposal from the Nomination Committee on re-election of Håkan Björklund, Björn Odlander, Lars Lidgren and Lennart Johansson and new election of Mary I O'Connor and Christine Rankin as ordinary Board members. Furthermore, the meeting resolved in accordance with the proposal from the Nomination Committee to re-elect Lennart Johansson as chairman of the Board of Directors.

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

13. Resolution on approval of the remuneration report

The meeting resolved to approve the Board of Directors' remuneration report pursuant to Chapter 8, Section 53 a of the Swedish Companies Act, [Appendix 2](#).

14. Resolution on authorization for the Board of Directors to resolve on new issues

The chairman presented the Board of Directors' proposal on resolution on authorization for the Board of Directors to resolve on new issues.

The shareholders were given the opportunity to ask questions.

The meeting resolved on authorization for the Board of Directors to resolve on new issues in accordance with the proposal of the Board of Directors, Appendix 3. It was noted that the resolution was adopted with the necessary majority of two thirds of the votes cast and represented at the meeting.

15. Resolution on (A) authorization on directed issues of series C shares; (B) authorization on repurchase of series C shares; and (C) transfer of own ordinary shares

The chairman presented the Board of Directors' proposal on authorization on directed issues of series C shares, authorization on repurchase of series C shares and transfer of own ordinary shares.

The shareholders were given the opportunity to ask questions.

The meeting resolved on authorization on directed issues of series C shares, authorization on repurchase of series C shares and transfer of own ordinary shares in accordance with the proposal of the Board of Directors, Appendix 4. It was noted that the resolution was adopted with the necessary majority of nine tenths of the votes cast and represented at the meeting, and that the shareholders who participate in the long-term performance-based share saving program for which the hedging measures are intended for did not participate in the resolution.

16. Closing of the meeting

The chairman of the Board, Lennart Johansson, thanked the resigning Board member Tone Kvåle for her contributions to the company during her time as Board member.

The chairman then closed the meeting.

Nothing further was considered.

As above:

Felicia Eckerman

Approved:

Hans Petersson

Caroline Sjösten

Göran Boijesen

Remuneration report 2021

Introduction

This remuneration report provides an outline of how BONESUPPORT Holding AB's ("**the Company**") guidelines for executive remuneration (the "**remuneration guidelines**"), adopted by the annual general meeting 2021, have been implemented in 2021. The report also provides details on the remuneration of the CEO and the deputy CEO.

In addition, the report contains a summary of the Company's outstanding, and during 2021 terminated, share and share-price related incentive programs. The report has been prepared in compliance with the Swedish Companies Act (2005:551) and The Swedish Corporate Governance Board's *Rules on Remuneration of the Board and Executive Management and on Incentive Programmes*. Information required by Chapter 5, Sections 40-44 of the Annual Accounts Act (1995:1554) is available in note 11 on p. 53 in the Company's annual report for 2021 (the "**annual report 2021**").

Information on the work of the remuneration committee in 2021 is set out in the Corporate Governance Report, which is available on p. 68-71 in the annual report 2021.

Remuneration of the Board of directors is not covered by this report. Such remuneration is resolved annually by the annual general meeting and disclosed in note 11 in the annual report 2021. Other remuneration to the Board members, than fees for work relating to the Board, is included in this report.

Important events 2021

For a description of significant events, please refer to the Directors' Report on p. 28 in the annual report for 2021. For further information, see also the Message from the CEO on p. 7.

Compliance and purpose regarding the guidelines for remuneration to senior executives

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

The guidelines for remuneration to senior executives adopted by the 2021 annual general meeting appear on p. 32-33 in the annual report for 2021. The auditor's opinion regarding the Company's compliance of the guidelines for remuneration to senior executives is available on the Company's website, <https://bonesupport.com/en-eu/investors/corporate-governance/>.

In 2021, the guidelines for remuneration to senior executives were applied without deviation and no deviations have been made from the decision-making process that according to the guidelines is to be applied when determining the compensation. No compensation has been claimed back.

In addition to remuneration covered by the adopted guidelines for remuneration to senior executives, the 2021 annual general meeting decided on remuneration to the Company's Board members and the establishment of a share savings program for employees and one for two Board members.

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

In the table below, the total remunerations paid to the CEO and deputy CEO during 2021, are disclosed.

Name and position	Financial year	Fixed remuneration		Variable remuneration		Extraordinary items	Pension expense	Total remuneration	Proportion of fixed and variable remuneration****
		Base salary*	Other benefits**	One-year variable***	Multi-year variable				
Emil Billbäck, CEO	2021	3 263	0	965	0	0	267	4 495	79/21
	2020	3 173	0	2 527	0	0	253	5 953	58/42
Håkan Johansson, CFO and deputy CEO	2021	1 547	80	364	0	0	270	2 261	84/16
	2020	1 438	80	289	0	0	264	2 071	86/14

* Including holiday pay for CEO of SEK 390 thousand (264) and for deputy CEO of SEK 211 thousand (21).

** Benefit of company car.

*** The figure for the CEO includes SEK 927 thousand (1,196), which pertains to performance in the year.

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

Share-based remunerations

The Company has three different employee stock option programs and six performance share programs. The Company's earlier warrant program has been terminated during the year.

Employee stock option programs

Of the three employee stock option programs, two run over ten years and expire 2022 and 2025. The third program runs over eight years and expires 2024. Each stock option gives the holder the right to acquire 0.2 ordinary shares in BONESUPPORT when exercising the option. This at a price in the first two programs of SEK 0.125 per option, equivalent to SEK 0.625 per share, and in the third program of SEK 5.30 per option, equivalent to SEK 26.50 per share. The employee stock options are vested according to a schedule in each program. A condition for allotment of options is employment or a contractual relationship with the Company at each vesting date. Of the allocated 25.7 million options, 21.6 million (21.4) options were fully vested before the end of 2021. There are no remaining exercisable stock options within the program 2015/2025.

Warrant program

The warrant program that was executed in 2018 gave the holder the right to acquire one share per warrant. The program has been fully exercised during the year.

Table 2 – Remuneration of the CEO in share options*

Name and position	The main conditions of share award plans							Information regarding the financial year 2021**						
								Opening balance	During the year			Closing balance		
	Specification of plan	Performance period	Award date	Vesting Date	End of retention period	Exercise period	Exercise price of the share (SEK)	Share options held at the beginning of the year (000)	Share options awarded (000)	Share options vested (000)	Exercised options (000)	Share options subject to a performance condition (000)	Share options awarded and unvested (000)	Share options subject to a retention period (000)
Emil Billbäck, CEO	Warrant program 2018/2021	N/A	2018-06-27	N/A	N/A	2021-06-01 - 2021-06-30	15.94	170	0	0	170	0	0	0

* The deputy CEO is not participating in any share option programs.

** In 2020, no changes occurred regarding the warrant program 2018/2021, where the CEO held 170,000 share options.

Performance share programs

There are three programs for employees and two programs for two Directors.

The programs run as follows with the below dates:

- The program for employees decided at the annual general meeting in 2018 runs until December 31, 2021;
- The program for two Board members decided at the annual general meeting in 2018 runs until December 31, 2021;
- The program for employees decided at the annual general meeting in 2019 runs until December 31, 2022;
- The program for employees decided at the annual general meeting in 2020 runs until December 31, 2023;
- The program for employees decided at the annual general meeting in 2021 runs until December 31, 2023;
- The program for two Board members decided at the annual general meeting in 2021 runs until the date of the annual general meeting in 2024.

In each program for employees decided at the annual general meetings in 2018, 2019 and 2020, each savings share gives the opportunity to be allotted to the employees a maximum of two, three or four performance shares without payment depending on share price development and the Company's development in terms of sales and EBITDA during the duration of the program. In the program for two Board members decided at the annual general meeting in 2018, each savings share gives the opportunity to be allotted a maximum of two performance shares without payment depending on share price development. The performance shares were issued in the form of class C-shares with a subscription price and quota value of SEK 0.625 per share.

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

In the program for two Board members decided at the annual general meeting in 2021, each savings share gives the opportunity to be allotted a maximum of three performance shares without payment depending on share price development.

Table 3 - Remuneration of the CEO, the deputy CEO and the Board in shares

Name and position	The main conditions of share award plans					Information regarding the reported financial year					
						Opening balance	Change during the year			Closing balance	
	Specification of plan	Performance period	Award date	Vesting date	End of retention period	Performance share rights held at the beginning of the year*	Performance share rights awarded	Performance share rights vested**	Performance share rights subject to a performance condition	Shares awarded but not yet vested at year end	Performance share rights subject to a retention period***
Emil Billbäck, CEO	LTi2018	2018-01-01 - 2021-12-31	2018-06-20	2021-12-31	2021-12-31	120	0	-45	75	0	75
	LTi2019	2019-01-01 - 2022-12-31	2019-06-19	2022-12-31	2022-12-31	320	0	N/A	320	0	320
	LTi2021	2021-01-01 - 2023-12-31	2021-06-21	2023-12-31	2023-12-31	0	168	N/A	168	0	168
Håkan Johansson, CFO and deputy CEO	LTi2018	2018-01-01 - 2021-12-31	2018-11-07	2021-12-31	2021-12-31	45	0	-17	28	0	28
	LTi2019	2019-01-01 - 2022-12-31	2019-06-19	2022-12-31	2022-12-31	30	0	N/A	30	0	30
	LTi2021	2021-01-01 - 2023-12-31	2021-06-21	2023-12-31	2023-12-31	0	48	N/A	48	0	48
Tone Kvåle, Board member	LTi2018 Board	2018-01-01 - 2021-12-31	2018-07-10	2021-12-31	2021-12-31	30	0	0	30	0	30
Lennart Johansson, Board member	LTi2018 Board	2018-01-01 - 2021-12-31	2018-07-10	2021-12-31	2021-12-31	30	0	0	30	0	30
	LTi2021 Board	2021-01-01 - 2023-12-31	2021-07-12	2021-12-31	2021-12-31	0	60	N/A	60	0	60

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

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

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

Performance share programs and Employee stock option programs

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

Variable remuneration

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

Table 4 – Performance of the CEO and the deputy CEO in the reported financial year

Name and position	Description of the criteria related to the remuneration component	Relative weighting of the performance criteria	a) Measured performance
			b) Actual award / remuneration outcome
Emil Billbäck, CEO	Net sales against a defined target	30% at target fulfillment of up to 100% (with possibility of up to 45% at target fulfillment of 150%)	a) SEK 212.9 million (0%) b) SEK 0 thousand
	Operating result (EBIT) against a defined target	30% at target fulfillment of up to 100% (with possibility of up to 45% at target fulfillment of 150%)	a) SEK -80.7 million (0%) b) SEK 0 thousand
	Non-financial targets	40% at target fulfillment of up to 100% (with possibility of up to 60% at target fulfillment of 150%)	a) N/A (40%) b) SEK 927 thousand
Håkan Johansson, CFO and deputy CEO	Net sales against a defined target	30% at target fulfillment of up to 100% (with possibility of up to 45% at target fulfillment of 150%)	a) SEK 212.9 million (0%) b) SEK 0 thousand
	Operating result (EBIT) against a defined target	30% at target fulfillment of up to 100% (with possibility of up to 45% at target fulfillment of 150%)	a) SEK -80.7 million (0%) b) SEK 0 thousand
	Non-financial targets	40% at target fulfillment of up to 100% (with possibility of up to 60% at target fulfillment of 150%)	a) N/A (40%) b) SEK 364 thousand

Table 5 – Change of remuneration and Company performance over the last five reported financial years (SEKt)

Annual change	2017 vs 2016*	2018 vs 2017*	2019 vs 2018*	2020 vs 2019	2021 vs 2020	2021
Directors' remuneration**						
Emil Billbäck, CEO (From March 1, 2018)	-17 (-0.4%)	+4 128 (+88.7%)	-2 272 (-25.9%)	-1 510 (-23.2%)	-165 (-3.3%)	4 457
Håkan Johansson, deputy CEO (From November 28, 2018)	N/A***	+1 917 (+56.3%)	-3 002 (-56.4%)	-247 (-10.7%)	+190 (+9.2%)	2 261
Company's performance						
Criterion: Net sales	+24 702 (+23.6%)	-32 678 (-25.3%)	+58 839 (+60.9%)	+25 398 (+16.3%)	+32 025 (+17.7%)	212 885
Criterion: EBIT	-10 540 (-11.9%)	-75 119 (-75.7%)	+16 302 (+9.3%)	+59 541 (+37.7%)	+17 892 (+18.2%)	-80 669
Average remuneration on a full-time equivalent basis of employees in the Group						
Employees of the Group****	-13 (-1.2%)	+186 (+18.4%)	+83 (+6.9%)	-159 (-12.4%)	-25 (-2.2%)	1 099

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

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

*** No comparison figures are given for 2016 as there then that time was a period without deputy CEO and a period with a deputy CEO not employed within the BONESUPPORT Group.

**** Excluding members of the Group executive management.

The English text is an unofficial translation. In case of any discrepancies between the Swedish text and the English translation, the Swedish text shall prevail.

The board of directors' proposal for resolution on authorization for the board of directors to resolve on new issues

The board of directors of BONESUPPORT HOLDING AB proposes that the annual general meeting resolves to authorize the board of directors, at one or several occasions, during the time up until the next annual general meeting, with or without deviation from the shareholders' preferential rights, and with or without provisions regarding payment in kind or through set-off or other provisions, to resolve to issue new shares, convertibles and/or warrants. The total number of shares that that may be issued (alternatively be issued through conversion of convertibles and/or exercise of warrants) shall not exceed 12,899,931 shares, which corresponds to a dilution of approximately 20 percent calculated on the current number of shares in the company. The purpose of the authorization and reason for any deviation from the shareholders' preferential rights is to enable the company to raise working capital, to execute acquisitions of companies or operating assets as well as to enable issues to industrial partners within the framework of partnerships and alliances. To the extent an issue is made with deviation from the shareholders' preferential rights, the issue should be made on market terms.

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

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

Lund in April 2022

BONESUPPORT HOLDING AB (publ)

The Board of Directors

The English text is an unofficial translation. In case of any discrepancies between the Swedish text and the English translation, the Swedish text shall prevail.

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

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

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

A. Authorization on directed issues of series C shares

The board of directors proposes that the AGM resolves to authorize the board of directors, for the period up until the next AGM, on one or several occasions, to resolve to issue a maximum of 639,572 series C shares. The new shares may, with deviation from the shareholders' preferential rights, only be subscribed for by a bank or a securities company at a subscription price which corresponds to the quota value of the shares. The new series C shares shall be subject to Chapter 4, Section 6 of the Swedish Companies Act (conversion restriction) and Chapter 20, Section 31 of the Swedish Companies Act (redemption restriction). The purpose of the authorization and the reason for the deviation from the shareholders' preferential rights in connection with an issue of shares is to hedge delivery of performance shares to the participants in LTI 2021 and, in terms of liquidity, to hedge payments of future social security charges related to performance shares.

B. Authorization on repurchase of series C shares

The board of directors proposes that the AGM resolves to authorize the board of directors, for the period up until the next AGM, on one or several occasions, to repurchase its own series C shares. Repurchase may only be effected through a public offer directed to all holders of series C shares and shall comprise all outstanding series C shares. Repurchase may also be made of so-called interim shares, by Euroclear Sweden AB designated as a Paid Subscribed Share (Sw. *Betald Tecknad Aktie (BTA)*), regarding a series C share. Repurchase shall be made at a purchase price per share which corresponds to the quota value of the share. The purpose of the proposed repurchase authorization is to secure delivery of performance shares to participants in LTI 2021 and to hedge associated costs, such as social security charges.

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

C. Transfer of own ordinary shares

In order to fulfil the company's obligations towards participants in LTI 2021, the board of directors proposes that the AGM resolves that the company shall be entitled to transfer the company's own ordinary shares as follows:

1. The company shall have the right to transfer the number of ordinary shares that the company has a maximum obligation to allocate as performance shares to participants in LTI 2021, at most 521,841 shares.
2. The shares that can be transferred in accordance with paragraph 1 above may consist of either shares newly issued and repurchased in accordance with paragraphs A - C above or, after conversion into ordinary shares, C shares issued in connection with corresponding previous LTI programs, but which are no longer required for the performance of the company commitments under such programs.
3. It is noted that the number of shares that shall be transferred pursuant to LTI 2021 may be subject to recalculation in consequence of a bonus issue, split, rights issue, and/or other similar corporate action which affects the number of shares in the company, which consequently, to the corresponding degree affects the highest number of shares that can be transferred.
4. The right to acquire ordinary shares shall, with deviation from the shareholders' preferential rights, vest in participants in LTI 2021 who are entitled to be allotted performance shares in accordance with the terms and conditions of the program.
5. Transfer of shares to participants in LTI 2021 shall be made free of charge and be executed at the relevant time pursuant to the terms of LTI 2021.

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

The reason for the deviation from the shareholders' preferential rights in connection with the transfers of own ordinary shares is to enable the delivery of performance shares to participants in LTI 2021.

Majority requirement

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

Authorization

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

Lund in April 2022

BONESUPPORT HOLDING AB (publ)

The Board of Directors