

## **Notice to attend the Annual General Meeting of Elos Medtech AB (publ)**

The shareholders of **Elos Medtech AB (publ)**, corporate ID no. 556021-9650, headquartered in Gothenburg, are hereby invited to the Annual General Meeting on Tuesday 3 May 2022.

The Board of Directors has decided that the Annual General Meeting of Elos Medtech AB (publ) shall be held without physical presence of shareholders, representatives and third parties, and that shareholders shall have the possibility to exercise their voting rights only through advance voting (postal voting) in accordance with the Act on temporary exceptions to facilitate the execution of general meetings in companies and other associations which entered into force on 1 March 2022. Information about the resolutions adopted at the Annual General Meeting will be published on the same day as the Annual General Meeting as soon as the outcome of the vote is finally compiled.

### ***Right to participation***

Entitled to participate at the Annual General Meeting are persons who have been recorded as a shareholder in the share register maintained by Euroclear Sweden AB no later than Monday 25 April 2022, and who have submitted their advance vote in accordance with the instructions under the heading "Advance voting" below, so that the advance voting form is received by the company no later than Monday 2 May 2022.

### ***Nominee-registered shares***

To be entitled to participate in the Annual General Meeting, a shareholder whose shares are held in the name of a nominee must, in addition to submitting their advance vote, register its shares in its own name so that the shareholder is recorded in the share register relating to the circumstances on Monday 25 April 2022. Such registration may be temporary (so-called voting right registration) and is requested from the nominee in accordance with the nominee's procedures and in such time in advance as the nominee determines. Voting rights registration completed by the nominee no later than Wednesday 27 April 2022 are taken into account when preparing the register of shareholders.

### ***Advance voting***

Shareholders may exercise their voting rights at the meeting only by voting in advance, so-called postal voting pursuant to Section 22 of the Act (2022:121) on temporary exceptions to facilitate the execution of general meetings in companies and other associations.

For advance voting, a special form shall be used. The form is available on Elos Medtech's website, [www.elosmedtech.com](http://www.elosmedtech.com). The advance voting form is considered as the notification of attendance to the Annual General Meeting.

The completed voting form must be submitted to Elos Medtech no later than Monday 2 May 2022. The completed form should be sent to address: Elos Medtech AB (publ), Annual General Meeting 2022, c/o Advokatfirman Vinge KB, Box 110 25, SE-404 21 Gothenburg, Sweden. The completed form may also be submitted electronically and must then be sent to [elosmedtech@vinge.se](mailto:elosmedtech@vinge.se). If the shareholder is a legal entity, a registration certificate or other authorization document shall be attached to the form. The same applies if the shareholder votes in advance by proxy. The shareholder may not provide the advance vote with special instructions or conditions. If this is the case, the vote (i.e. the advance vote as a whole) is invalid.

Further instructions and conditions can be found on the advance voting form.

Proxy forms for shareholders who wish to vote by proxy will be available on the company's website, [www.elosmedtech.com](http://www.elosmedtech.com).

## ***Proposed agenda***

1. Election of Chairman of the meeting
2. Election of at least one person to verify the minutes
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Determination of whether the annual general meeting has been duly convened
6. Presentation of the annual report and auditor's report, the consolidated annual report and auditor's report for the group
7. Resolution regarding adoption of the income statement and balance sheet and the consolidated income statement and the consolidated balance sheet
8. Resolution regarding appropriation of the company's profits according to the adopted balance sheet
9. Resolution regarding discharge of liability for the Board members and the CEO
  - a. Lovisa Lander, Board member
  - b. Birker B. Bahnsen, Board member
  - c. Alexander Cicetti, Board member
  - d. Jan Wahlström, CEO
  - e. Yvonne Mårtensson, Chairman of the Board of Directors (withdrawal 2022-01-11)
  - f. Jon Risfelt, Board member (withdrawal 2022-01-11)
  - g. Jeppe Magnusson, Board member (withdrawal 2021-09-03)
  - h. Claes Hansson, Board member (withdrawal 2021-09-03)
  - i. Anders Birgersson, Board member (withdrawal 2021-09-03)
  - j. Hanna Ernestam Wilkman, Board member (withdrawal 2021-09-03)
10. Resolution regarding the number of Board members and the number of auditors
  - a. the number of Board members
  - b. the number of auditors
11. Resolution regarding the remuneration to the Board of Directors and the remuneration to the auditor
  - a. the remuneration to the Board of Directors
  - b. the remuneration to the auditor
12. Election of Board members  
The Nomination Committee's proposal:
  - a. Lovisa Lander (re-election)
  - b. Birker B. Bahnsen (re-election)
  - c. Alexander Cicetti (re-election)
  - d. Stefano Alfonsi (re-election)
  - e. Magnus René (new election)
13. Election of Chairman of the Board of Directors
  - a. Stefano Alfonsi (new election)
14. Election of auditor
15. Determination on principles for the appointment of the Nomination Committee
16. Presentation and approval of the Board of Directors' remuneration report
17. Resolution to authorise the CEO to decide on adjustment of the resolutions

## **Proposal for a decision**

### ***Item 1 - Election of Chairman of the meeting***

The Nomination Committee consisting of the Chairman of the Board of Directors Lovisa Lander appointed by TA Associates together with Thomas Öster appointed by the family Öster (including company), Kent Molin appointed by the family Molin and Jonas Fridh appointed by Bank Julius Baer & CO LTD proposes that Lovisa Lander, Chairman of the Board of Directors, is elected Chairman of the Annual General Meeting, or, in her absence, the person appointed by the Nomination Committee.

***Item 2 – Election of at least one person to verify the minutes***

The Board of Directors proposes election of Kent Molin or, in his absence, the person appointed by the Nomination Committee, to verify the minutes together with the Chairman of the meeting. The task of the person appointed to verify the minutes also includes review of the voting list and that advance votes are correctly noted in the minutes of the meeting.

***Item 3 – Preparation and approval of the voting list***

The voting list proposed to be approved under item 3 on the agenda is the voting list prepared by Advokatfirman Vinge on behalf of Elos Medtech, based on the shareholders' register of the annual general meeting and received postal votes, and verified by the person appointed to verify the minutes.

***Item 8 – Resolution regarding appropriation of the company's profits according to the adopted balance sheet***

The Board of Directors proposes that no dividend shall be paid for financial year 2021. Furthermore, the Board of Directors propose that the company's unrestricted equity of SEK 287,832,937 shall be carried forward.

***Item 10 – Resolution regarding the number of Board members and the number of auditors***

The Nomination Committee proposes that the Board of Directors' shall consist of five (5) ordinary members without deputies.

The Nomination Committee proposes that one (1) auditor without a deputy auditor shall be appointed.

***Item 11 – Resolution regarding the remuneration to the Board of Directors and the remuneration to the auditor***

The Nomination Committee proposes that remuneration to the Board of Directors shall be paid according to the following:

- SEK 500,000 (previously SEK 425,000) to the Chairman of the Board of Directors
- SEK 250,000 (previously SEK 185,000) to each of the other Board members
- that Board members remuneration for additional efforts of a consultancy nature may be paid within a framework of SEK 100,000, to be distributed in accordance with the Board of Directors' decision (previously SEK 60,000)

The Board members which are dependent in relation to the majority holder TA Associates shall not receive remuneration.

The Nomination Committee proposes that the fee to the auditor shall be paid in accordance with approved invoices.

***Item 12 – Election of Board members***

The Nomination Committee proposes that Lovisa Lander, Birker B. Bahnsen, Alexander Cicetti and Stefano Alfonsi are re-elected and new election of Magnus René. All elections for the period until the end of the next Annual General Meeting.

**Information regarding the proposed new Board member**

Magnus René

Born: 1962

Education and work experience: Master of science in electrical engineering from Chalmers Institute of Technology. CEO of Ovzon AB (2019-2021) and Arcam AB (2001-2018), business unit manager at Hogia Teknik (1999-2000) and VP Customer Services Mycronic (1990-1999).

Other engagements: Chairman of the Board of Directors in Ovzon AB and AMT Ltd, Board member of SLM Solutions Group GmbH and Bomill AB and member of the Royal Swedish Academy of Engineering Sciences (IVA).

Shareholding: –

Magnus René is independent in relation to the company and its management as well as in relation to major shareholders.

Further information about the Board members proposed for re-election can be found on the Company's website, [www.elosmedtech.com](http://www.elosmedtech.com).

***Item 13 - Election of Chairman of the Board of Directors***

The Nomination Committee proposes new election of Stefano Alfonsi as the Chairman of the Board of Directors.

***Item 14 – Election of auditor***

The Nomination Committee proposes, in accordance with the Board of Directors' recommendation, that the registered accounting firm KPMG AB is re-elected, for the period until the end of the next Annual General Meeting, as auditor. KPMG has announced that authorized public accountant Johan Kratz will be the auditor in charge if the Annual General Meeting resolves in accordance with the Nomination Committee's proposal.

***Item 15 - Determination on principles for the appointment of the Nomination Committee***

The Nomination Committee proposes that the annual general meeting adopts the principles for the appointment of the Nomination Committee and the instructions for the Nomination Committee adopted 2021 to apply in its entirety unchanged with the difference that it is now proposed that the principles and instructions should apply until further notice.

The Nomination Committee's task is to prepare and submit proposals for the Annual General Meeting concerning:

- a. Election of Chairman of the meeting
- b. Number of board members
- c. Remuneration to the Board of Directors and Chairman of the Board of Directors and remuneration for committee work
- d. Election of members and Chairman of the Board of Directors
- e. Fees to auditor
- f. Election of auditor
- g. Tasks and principles of the Nomination Committee

The Nomination Committee shall every year consist of not less than three (3) and not more than five (5) members. In addition, the Chairman of the Board of Directors shall be co-opted to the Nomination Committee. Based on the shareholder statistics on the last banking day of August kept by Euroclear, the Chairman of the Board of Directors shall every year offer the three (3) largest shareholders based on voting rights, as well as the shareholder with the largest proportion of capital share to appoint members to the Nomination Committee. If the same shareholder is both among the three (3) largest in terms of voting rights and the largest in terms of capital share, representation takes place only with one (1) participant from the same shareholder, while the shareholder who comes closest in succession to the capital share is offered to be represented in the Nomination Committee. If a shareholder does not appoint a member within one (1) week after being contacted by the Chairman of the Board of Directors, the right to appoint a member transfer to the next shareholder in succession in terms of votes and capital share respectively.

The Nomination Committee appoints its own chairman.

The company shall publish the composition of the Nomination Committee through a press release and on the company's website when it has constituted itself, but no later than six (6) months before the Annual General Meeting.

The Nomination Committee's mandate period runs until a new Nomination Committee has been appointed. If one or more members of the Nomination Committee leave before its work is completed, the remaining members, among the company's shareholders, shall make the changes deemed appropriate to reflect the shareholding as described above. The same applies if a shareholder has appointed a member to the Nomination Committee and significantly reduces its shareholding in the company. However, no changes shall be made if the Nomination Committee's work is essentially completed. Changes in the composition of the Nomination Committee shall be published on the company's website.

In the appointment of the Nomination Committee, the rules of the Swedish Corporate Governance Code (the Code) shall be observed, including that no member of company management may be in the Nomination Committee and that Board members shall not constitute a majority in it, and that a maximum of one (1) Board member may be dependent in relation to one of the company's major shareholders.

No remuneration shall be paid to the members of the Nomination Committee. The Company shall bear reasonable costs for such efforts by consultants, advisors or other things that the Nomination Committee may need for the performance of its work.

***Item 16 – Presentation and approval of the Board of Directors' remuneration report***

The Board of Directors proposes that the Annual General Meeting resolves to approve the remuneration report produced by the Board of Directors for the financial year 2021.

***Item 17 – Resolution to authorise the CEO to decide on adjustment of the resolutions***

The Board of Directors proposes that the Annual General Meeting authorizes the CEO, or the person otherwise appointed by the CEO, to make minor adjustments and clarifications of the resolutions adopted at the Annual General Meeting to the extent necessary for registration and execution of the resolutions.

***Other information***

**Number of shares and votes**

At the time of issue of this notice, the total number of shares in the company amounts to 8,068,000, whereof 1,099,740 class A shares, entitled to one (1) vote per share, and class B shares, entitled to one tenth (1/10) of votes per share at the Annual General Meeting. The total number of votes in the company amounts to 1,796,566. Elos Medtech AB does not hold any own shares.

**Annual General Meeting - documentation**

Annual Report, Auditor's Report, remuneration report and all other documents for resolutions will be available at the company and on the company's website [www.elosmedtech.com](http://www.elosmedtech.com) at least three (3) weeks before the Annual General Meeting. The documentation is sent upon request to shareholders who provide their postal address.

The Nomination Committee's complete proposals and reasoned opinion and information about proposed Board members are available on the company's website as described above.

**Information prior to the Annual General Meeting**

The Board of Directors and the CEO shall, if any shareholder so requests and the Board of Directors considers that it can be done without material harm to the Company, provide information about circumstances that may affect the assessment of an item on the agenda and circumstances that may affect the assessment of the Company's or Group's financial situation and about the Company's relationship with other companies within the Group. Requests for such information must be submitted in writing to Elos Medtech AB, Attn: The Board of Directors, Torsgatan 5B, SE-411 04 Gothenburg, Sweden or by e-mail to [info@elosmedtech.com](mailto:info@elosmedtech.com) no later than Saturday 23 April 2022. The information is provided by being made available at the company's office and website, <https://elosmedtech.se/finansiell-information/arsstamma/>, no later than Thursday 28 April 2022. Information is also sent within the same time period to shareholders who so request and have stated their postal or e-mail address.

***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>.

Gothenburg, March 2022

**Elos Medtech AB (publ)**

*The Board of Directors*