

Protokoll fört vid extra bolagsstämma i Elos Medtech AB (publ) ("**Bolaget**"), org.nr. 556021-9650, den 15 september 2023 på Torsgatan 5B i Göteborg
*Minutes kept at the extraordinary general meeting in Elos Medtech AB (publ) (the "**Company**"), reg. no. 556021-9650, held on 15 September 2023 at Torsgatan 5B in Gothenburg*

§ 1 Stämmans öppnande / Opening of the meeting

Stämman öppnades av styrelsens ordförande Magnus René.
The meeting was declared open by the chairman of the board of directors, Magnus René.

§ 2 Val av ordförande vid stämman / Election of chairman of the meeting

I enlighet med styrelsens förslag valdes advokat Johan Thiman till ordförande vid stämman.
Attorney Johan Thiman was elected chairman of the meeting in accordance with the proposal by the board of directors.

Biträdande jurist Gustaf Wiklund utsågs att föra protokollet vid stämman.
Senior Associate Gustaf Wiklund was appointed to keep the minutes at the meeting.

§ 3 Val av minst en justeringsperson / Election of at least one person to verify the minutes

Det beslutades att protokollet skulle justeras av Gunnar Ek, representant för Sveriges Aktieägares Riksförbund, jämte ordföranden.
It was resolved that the minutes would be verified by Gunnar Ek, representative of Sveriges Aktieägares Riksförbund, together with the chairman of the meeting.

§ 4 Upprättande och godkännande av röstlängd / Preparation and approval of the voting list

Bifogad förteckning över närvarande aktieägare, ombud och biträden vid stämman, Bilaga 1, upprättades och godkändes att gälla som röstlängd vid stämman.
The attached list of shareholders, proxies and assistants present at the meeting, Appendix 1, was prepared and approved to serve as voting list for the meeting.

§ 5 Godkännande av dagordning / Approval of the agenda

Dagordningen för stämman godkändes i enlighet med det i kallelsen intagna förslaget,

Bilaga 2.

It was resolved to approve the agenda for the meeting in accordance with the proposal included in the notice, Appendix 2.

Kallelsen till stämman bilades protokollet, Bilaga 3.

The notice convening the meeting was appended to the minutes, Appendix 3.

**§ 6 Prövning av om stämman blivit behörigen sammankallad /
*Determination of whether the EGM has been duly convened***

Noterades att kallelsen till stämman annonserats i Post- och Inrikes Tidningar den 17 augusti 2023 och hållits tillgänglig på Bolagets webbplats sedan den 12 augusti 2023, samt att notis om att kallelse skett annonserats i Dagens Industri den 17 augusti 2023. Det beslöts därefter att stämman blivit i behörig ordning sammankallad.

It was noted that the notice convening the meeting had been published in the Official Swedish Gazette on 17 August 2023 and held available on the Company's website since 12 August 2023, and that an announcement of the notice had been published in Dagens Industri on 17 August 2023. It was thereafter resolved that the meeting had been duly convened.

§ 7 Beslut om ändring av Bolagets bolagsordning / *Resolution on amendment of the Company's articles of association*

Den verkställande direktören och styrelseledamoten Stefano Alfonsi höll en presentation avseende förvärvet av Klingel Holding GmbH och deltagarna bereddes tillfälle att ställa frågor som besvarades av Stefano Alfonsi samt styrelseledamöterna Magnus René och Lovisa Lander. Ordföranden redogjorde därefter för styrelsens förslag om ändring av bolagsordningen, Bilaga 4.

The chief executive officer and board member Stefano Alfonsi held a presentation regarding the acquisition of Klingel Holding GmbH and the participants were given the opportunity to ask questions, which were responded to by Stefano Alfonsi and the board members Magnus René and Lovisa Lander. The chairman subsequently presented the board of directors' proposal to amend the articles of association, Appendix 4.

Ordföranden upplyste om att beslut enligt dagordningens punkt 7 är giltigt endast om det biträds av aktieägare representerande minst två tredjedelar av såväl de avgivna som de vid stämman företrädde aktierna. Ordföranden upplyste även om att beslut enligt dagordningens punkt 7 är villkorat av att stämman beslutar om godkännande av styrelsens beslut om företrädesemission enligt dagordningens punkt 8.

The chairman informed that a valid resolution under agenda item 7 is valid only if supported by shareholders representing at least two thirds of the votes cast and shares represented at the meeting. The chairman also informed that a valid resolution under agenda item 7 is conditional upon the meeting resolving to approve the rights issue resolved on by the board of directors in accordance with agenda item 8.

Aktieägaren Jonas Fridh begärde omröstning i frågan. Utfallet av omröstningen var följande:

The shareholder Jonas Fridh demanded a vote on the matter. The outcome of the vote was as follows:

- Aktieägare med 1 181 724,5 röster (67,461 procent av avgivna röster) och 6 553 019 aktier (86,004 procent av aktierna företrädda vid stämman), inklusive EM Intressenter AB, Svenska Aktiesparares Riksförbund och Ewa Linsäter, röstade för beslutet. De avgivna rösterna representerade 81,222 procent av aktiekapitalet i Bolaget.
Shareholders representing 1,181,724.5 votes (67.461 per cent of the votes cast) and 6,553,019 shares (86.004 per cent of the shares represented at the meeting), including EM Intressenter AB, Svenska Aktiesparares Riksförbund and Ewa Linsäter, voted in favour of the resolution. The votes cast represented 81.222 per cent of the share capital in the Company.
- Aktieägare med 569 987,0 röster (32,539 procent av avgivna röster) och 1 066 436 aktier (13,996 procent av aktierna företrädda vid stämman) röstade mot beslutet. De avgivna rösterna representerade 13,218 procent av aktiekapitalet i Bolaget.
Shareholders representing 569,987.0 votes (32.539 per cent of the votes cast) and 1,066,436 shares (13.996 per cent of the shares represented at the meeting) voted against the resolution. The votes cast represented 13.218 per cent of the share capital in the Company.
- Inga av de närvarande aktieägarna avstod från att rösta.
None of the shareholders present abstained from voting.

Det antecknades att stämman beslutade med erforderlig majoritet i enlighet med styrelsens förslag.

It was noted that the meeting resolved, with the required majority, in accordance with the board of directors' proposal.

§ 8 Beslut om godkännande av styrelsens beslut att emittera B-aktier med företrädesrätt för Bolagets aktieägare / Resolution on approval of the board of directors' resolution to issue shares of class B with preferential rights for the Company's shareholders

Det noterades att styrelsens fullständiga beslut att emittera B-aktier med företrädesrätt för Bolagets aktieägare och handlingar enligt 13 kap. 6 § aktiebolagslagen (2005:551) hade hållits tillgängliga enligt aktiebolagslagens regler samt skickats till de aktieägare som begärt det. Beslutet och handlingarna enligt 13 kap. 6 § aktiebolagslagen (2005:551) fanns även tillgängliga vid stämman.

It was noted that the board of directors' complete resolution to issue shares of class B with preferential rights for the Company's shareholders and documents in accordance with Chapter 13, Section 6 of the Swedish Companies Act had been held available pursuant to the rules of the Swedish Companies Act and had been sent to all shareholders upon request. The resolution and the documents in accordance with Chapter 13, Section 6 of the Swedish Companies Act were also available at the meeting.

Ordföranden redogjorde för styrelsens beslut om nyemission av aktier med företrädesrätt för Bolagets aktieägare, Bilaga 5. Deltagarna bereddes därefter tillfälle att ställa frågor som besvarades av verkställande direktör och styrelseledamot Stefano Alfonsi samt styrelseledamöterna Magnus René och Lovisa Lander.

The chairman presented the board of directors' resolution on issue of new shares with preferential rights for the Company's shareholders, Appendix 5. The

participants were subsequently given the opportunity to ask questions, which were responded to by the chief executive officer and board member Stefano Alfonsi and the board members Magnus René and Lovisa Lander.

Aktieägaren Jonas Fridh begärde omröstning i frågan. Utfallet av omröstningen var följande:

The shareholder Jonas Fridh demanded a vote on the matter. The outcome of the vote was as follows:

- Aktieägare med 1 181 724,5 röster (67,461 procent av avgivna röster) och 6 553 019 aktier (86,004 procent av aktierna företrädade vid stämman), inklusive EM Intressenter AB, Svenska Aktiesparares Riksförbund och Ewa Linsäter, röstade för beslutet. De avgivna rösterna representerade 81,222 procent av aktiekapitalet i Bolaget.
Shareholders representing 1,181,724.5 votes (67,461 per cent of the votes cast) and 6,553,019 shares (86,004 per cent of the shares represented at the meeting), including EM Intressenter AB, Svenska Aktiesparares Riksförbund and Ewa Linsäter, voted in favour of the resolution. The votes cast represented 81.222 per cent of the share capital in the Company.
- Aktieägare med 569 987,0 röster (32,539 procent av avgivna röster) och 1 066 436 aktier (13,996 procent av aktierna företrädade vid stämman) röstade mot beslutet. De avgivna rösterna representerade 13,218 procent av aktiekapitalet i Bolaget.
Shareholders representing 569,987.0 votes (32,539 per cent of the votes cast) and 1,066,436 shares (13,996 per cent of the shares represented at the meeting) voted against the resolution. The votes cast represented 13.218 per cent of the share capital in the Company.
- Inga av de närvarande aktieägarna avstod från att rösta.
None of the shareholders present abstained from voting.

Det antecknades att stämman beslutade med erforderlig majoritet att godkänna styrelsens beslut att emittera B-aktier med företrädesrätt för Bolagets aktieägare från den 12 augusti 2023.

It was noted that the meeting resolved, with the required majority, to approve the board of directors' resolution to issue shares of class B with preferential rights for the Company's shareholders from 12 August 2023.

§ 9 Stämmans avslutande / Closing of the meeting

Stämman förklarades avslutad.

The meeting was declared closed.

(Underskrifter följer på nästkommande sida / Signatures on the following page)

Vid protokollet:
Minutes kept by:

Gustaf Wiklund

Justerat:
Approved:

Johan Thiman

Gunnar Ek

[This page has intentionally been left blank]

Proposed agenda

1. Opening of the meeting
2. Election of Chairman of the meeting
3. Election of at least one person to verify the minutes
4. Preparation and approval of the voting list
5. Approval of the agenda
6. Determination of whether the EGM has been duly convened
7. Resolution on amendment of the Company's articles of association
8. Resolution on approval of the board of directors' resolution to issue shares of class B with preferential rights for the Company's shareholders
9. Closing of the meeting

Notice to attend the extraordinary general meeting of Elos Medtech AB (publ)

The shareholders of Elos Medtech AB (publ), reg. no. 556021-9650, headquartered in Gothenburg (“**Elos Medtech**” or the “**Company**”), are hereby invited to the extraordinary general meeting (the “**EGM**”) on Friday, 15 September 2023. The EGM will be held at 14:00 at Torsgatan 5B, 411 04 Gothenburg, Sweden. The meeting venue will open at 13:00 for registration. Registration of participants at the meeting ends when the meeting is called to order.

Right to participation

Shareholders who wish to participate in the proceedings of the EGM must:

- be registered as shareholders in the register of shareholders produced by Euroclear Sweden AB as of Thursday, 7 September 2023; and
- notify the Company in accordance with the instructions under the heading “Participation at the general meeting” not later than Monday, 11 September 2023.

To be entitled to participate in the EGM, a shareholder whose shares are held in the name of a nominee must, in addition to notifying the Company of their participation in the EGM, register its shares in its own name so that the shareholder is recorded in the share register relating to the circumstances on Thursday, 7 September 2023. 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 Monday, 11 September 2023 is taken into account when preparing the register of shareholders.

Participation at the general meeting

Shareholders who wish to participate at the EGM must notify the Company of this not later than on Monday, 11 September 2023. The notification can be submitted in writing to the following address: Elos Medtech AB (publ), Extraordinary General Meeting 2023, c/o White & Case Advokat AB, Box 5573, 114 85 Stockholm. Registration may also be submitted electronically and must then be sent to alexander.lausev.mardell@whitecase.com. The notification must include the shareholder’s name, address and personal identity number or corporate registration number, telephone number, and the number of any assistants (a maximum of two) accompanying the shareholder. After registered notification, the notifier will receive a confirmation. If no confirmation is received the notification has not been made correctly.

Shareholders who participate via a proxy must issue a written and dated power of attorney for the proxy. The representative of a legal entity must present a copy of the registration certificate or equivalent authorization documents that show the authorized signatory. The shareholder should send the authorization documents (power of attorney and/or registration certificate) to Elos Medtech at the postal address above or electronically to alexander.lausev.mardell@whitecase.com in due time before the EGM. Proxy forms can be downloaded from Elos Medtech’s website: www.elosmedtech.com.

Proposed agenda

1. Opening of the meeting
2. Election of Chairman of the meeting
3. Election of at least one person to verify the minutes
4. Preparation and approval of the voting list
5. Approval of the agenda
6. Determination of whether the EGM has been duly convened
7. Resolution on amendment of the Company’s articles of association

8. Resolution on approval of the board of directors' resolution to issue shares of class B with preferential rights for the Company's shareholders
9. Closing of the meeting

Proposals for decision

Item 2 - Election of Chairman of the meeting

The board of directors proposes that Johan Thiman is elected Chairman of the EGM, or in his absence, the person appointed by the board of directors.

Item 7 – Resolution on amendment of the Company's articles of association

The board of directors proposes that the EGM resolves to amend the Company's articles of association in accordance with the below. The purpose of the amendments is to adjust the limits for the share capital and the number of shares to enable the proposed rights issue.

Current wording	Proposed wording
<p>Article 4 subparagraph 1</p> <p>The share capital shall amount to not less than SEK 20,000,000 and not more than SEK 80,000,000.</p>	<p>Article 4 subparagraph 1</p> <p>The share capital shall amount to not less than SEK 176,487,500 and not more than SEK 705,950,000.</p>
<p>Article 4 subparagraph 2</p> <p>The share shall be issued in two series, Series A, which can be issued at a number of not more than 9,200,000, and Series B, which Series B, which can be issued at a number of not more than 10,800,000.</p>	<p>Article 4 subparagraph 2</p> <p>The share shall be issued in two series, Series A, which can be issued at a number of not more than 81,184,250, and Series B, which Series B, which can be issued at a number of not more than 95,303,250.</p>
<p>Article 5</p> <p>The number of shares in the Company shall not be fewer than 3,200,000 and not be more than 12,800,000.</p>	<p>Article 5</p> <p>The number of shares in the Company shall not be fewer than 28,238,000 and not be more than 112,952,000.</p>

The board of directors, or anyone appointed by the board of directors, shall be authorized to make such minor adjustments to the resolution that may be necessary in connection with registration with the Swedish Companies Registration Office.

A resolution in accordance with the board of directors' proposal as described above requires that the resolution is supported by shareholders representing at least two thirds of the number of votes cast and the shares represented at the EGM.

A resolution in accordance with this item 7 is conditional upon that the EGM resolves to approve the rights issue resolved on by the board of directors in accordance with item 8.

Item 8 – Resolution on approval of the board of directors' resolution to issue shares of class B with preferential rights for the Company's shareholders

The board of directors proposes that the EGM resolves to approve the board of directors' resolution on 12 August 2023 to issue shares of class B with preferential rights for the Company's shareholders on the following terms and conditions.

Share capital increase and number of shares

The Company's share capital may be increased with not more than SEK 126,062,500 through the issuance of no more than 20,170,000 new shares of class B each with a quotient value of SEK 6.25.

Right to subscribe for new shares

Those who on the record date are registered as holders of shares (regardless of whether these are of class A or B) in the CSD register maintained by Euroclear Sweden AB are entitled to subscribe for the new shares of class B with preferential rights.

The record date for receipt of subscription rights and the right to participate in the new share issue with preferential rights shall be 17 October 2023. The board of directors is authorized to postpone the record date. The record date may not be set earlier than one week from the date of the resolution.

Each share (regardless of whether it is of class A or B) entitles to 1 subscription right and 2 subscription rights entitle to subscription of 5 new shares of class B.

Subscription may also take place without subscription rights. In the event that not all shares of class B are subscribed for by exercise of subscription rights, the board of directors shall, within the limits of the maximum amount of the issue, resolve on allotment of shares of class B to those who have subscribed without subscription rights in accordance with the following principles:

- Firstly, allotment of shares of class B that have been subscribed for without subscription rights is to be made to those who have subscribed for shares of class B by exercise of subscription rights, irrespective of whether the subscriber was a holder of shares on the record date or not and, in the event of oversubscription, pro rata in relation to the number of subscription rights that have been exercised for subscription of shares of class B and, to the extent not possible, by drawing of lots.
- Secondly, allotment of shares of class B that have been subscribed for without subscription rights is to be made to those who have subscribed for shares of class B without exercise of subscription rights, irrespective of whether the subscriber was a holder of shares on the record date or not and, in the event of oversubscription, pro rata in relation to the number of shares of class B for which each of them have applied for subscription and, to the extent not possible, by drawing of lots.
- Thirdly and lastly, allotment of shares of class B is to be made to the guarantor, in accordance with their guarantee commitment.

Subscription price

The new shares of class B are issued at a subscription price of SEK 215 per share. The part of the subscription price exceeding the quotient value of the shares shall be allocated to the unrestricted share premium fund.

Subscription and payment

Subscription of shares of class B, with or without subscription rights, is to take place between the time period as from and including 3 banking days after the record date until and including 13 banking days after the record date and, with regard to guarantors' subscription of shares of class B under guarantee commitments, between the time period as from and including 3 banking days after the record date until and including 13 banking days after the record date.

Subscription for new shares of class B through exercise of subscription rights shall be made by simultaneous cash payment to an account designated by the Company during the time period as from and including 3 banking days after the record date until and including 13 banking days after the record date. The board of directors is authorized to resolve that subscription with preferential rights may also take place on a subscription list.

Subscription for new shares of class B without subscription rights shall be made on a specific subscription list. Payment for shares of class B subscribed for without exercise of subscription rights is to be made to an account designated by the Company not later than 3 banking days after notice of allotment.

The board of directors shall have the right to prolong the time period for subscription and payment.

To the extent deemed appropriate by the board of directors, and provided that it may take place without detriment to the Company or its creditors, the board of directors may allow payment by way of set-off in accordance with Chapter 13 Section 41 of the Swedish Companies Act.

Right to dividends

The new shares of class B shall entitle to dividends as from the first time on the record date for dividend occurring after the shares of class B have been registered with the Swedish Companies Registration Office and entered in the share register kept by Euroclear Sweden AB.

Miscellaneous

The Company has entered into a share purchase agreement for the acquisition of all shares in Klingel Holding GmbH from IK Partners and management (the "**Transaction**"). Closing of the transaction is conditional, including on the conditions set out below being fulfilled or waived by written agreement between the Company and IK Partners and management ("**Condition Fulfillment**"):

- i. The merger control approval or clearance required under German merger control laws has been obtained or is deemed, by applicable law, to have been obtained, e.g. because of the lapse, expiration or termination of the applicable waiting periods or because jurisdiction has been declined; and
- ii. The German Federal Ministry of Economic Affairs and Climate Action (*Bundesministerium für Wirtschaft und Klimaschutz*) ("**BMWK**") has cleared the Transaction or such clearance is deemed, by the provisions of the German Foreign Trade Act (*Außenwirtschaftsgesetz*) and the German Foreign Trade Ordinance (*Außenwirtschaftsverordnung*) to have been obtained, e.g. because of lapse, expiration or termination of the applicable waiting periods or because jurisdiction has been declined by the BMWK.

The rights issue resolution is conditional upon Condition Fulfillment no later than 6 banking days before the record date as set out above or, if applicable, 6 banking days before the later date which the board of directors has resolved to be the record date by power of authorization as set out above. Notwithstanding anything set forth in the preceding sentence the resolution is conditional upon Condition Fulfillment no later than 9 February 2024.

The Chairman of the board of directors, the managing director, or anyone authorized by the board of directors, shall have the right to make any minor adjustments required in order to register this resolution.

Documents as referred to in Chapter 13 Section 6 of the Swedish Companies Act have been prepared and are kept available at the Company's address.

A resolution in accordance with this item 8 is conditional upon that the EGM resolves to approve the amendment of the Company's articles of association in accordance with item 7.

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 6,968,260 class B shares, entitled to one tenth (1/10) of votes per share at the EGM. The total number of votes in the Company amounts to 1,796,566. Elos Medtech does not hold any own shares.

EGM documentation

Documents that shall be made available prior to the EGM pursuant to the Swedish Companies Act will be available at the Company and on the Company's website www.elosmedtech.com at least three (3) weeks before the EGM. The documentation is sent upon request to shareholders who provide their postal address.

Information at the EGM

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.

Gothenburg, August 2023
Elos Medtech AB (publ)
The Board of Directors

Bilaga 4 / Appendix 4

Förslag till ändring av Bolagets bolagsordning / Proposal to amend the Company's articles of association

Styrelsen föreslår att den extra bolagsstämman beslutar om ändring av Bolagets bolagsordning i enlighet med nedan. Syftet med ändringarna är att anpassa gränserna för aktiekapitalet och antalet aktier för att möjliggöra den föreslagna företrädesemissionen.
The board of directors proposes that the extraordinary general meeting resolves to amend the Company's articles of association in accordance with the below. The purpose of the amendments is to adjust the limits for the share capital and the number of shares to enable the proposed rights issue.

Nuvarande lydelse / Current wording	Föreslagen lydelse / Proposed wording
<p>§ 4 st. 1 / Article 4 subparagraph 1</p> <p>Aktiekapitalet skall vara lägst 20 000 000 kr och högst 80 000 000 kr. <i>The share capital shall amount to not less than SEK 20,000,000 and not more than SEK 80,000,000.</i></p>	<p>§ 4 st. 1 / Article 4 subparagraph 1</p> <p>Aktiekapitalet skall vara lägst 176 487 500 kr och högst 705 950 000 kr. <i>The share capital shall amount to not less than SEK 176,487,500 and not more than SEK 705,950,000.</i></p>
<p>§ 4 st. 2 / Article 4 subparagraph 2</p> <p>Aktier skall utges i två serier, dels serie A, vilka aktier kan utges till ett antal av högst 9 200 000, dels serie B, vilka aktier kan utges till ett antal av högst 10 800 000. <i>The share shall be issued in two series, Series A, which can be issued at a number of not more than 9,200,000, and Series B, which Series B, which can be issued at a number of not more than 10,800,000.</i></p>	<p>§ 4 st. 2 / Article 4 subparagraph 2</p> <p>Aktier skall utges i två serier, dels serie A, vilka aktier kan utges till ett antal av högst 81 184 250, dels serie B, vilka aktier kan utges till ett antal av högst 95 303 250. <i>The share shall be issued in two series, Series A, which can be issued at a number of not more than 81,184,250, and Series B, which Series B, which can be issued at a number of not more than 95,303,250.</i></p>
<p>§ 5 / Article 5</p> <p>Antal aktier skall vara lägst 3 200 000 och högst 12 800 000. <i>The number of shares in the Company shall not be fewer than 3,200,000 and not be more than 12,800,000.</i></p>	<p>§ 5 / Article 5</p> <p>Antal aktier skall vara lägst 28 238 000 och högst 112 952 000. <i>The number of shares in the Company shall not be fewer than 28,238,000 and not be more than 112,952,000.</i></p>

Styrelsen, eller den styrelsen utser, ska bemyndigas att vidta sådana mindre justeringar i bolagsstämmans beslut som kan visa sig erforderliga i samband med registrering vid Bolagsverket.

The board of directors, or anyone appointed by the board of directors, shall be authorized to make such minor adjustments to the resolution that may be necessary in connection with registration with the Swedish Companies Registration Office.

För giltigt beslut i enlighet med styrelsens förslag krävs att beslutet biträds av aktieägare representerande minst två tredjedelar av såväl de avgivna rösterna som de aktier som är företrädda vid stämman.

A resolution in accordance with the board of directors' proposal as described above requires that the resolution is supported by shareholders representing at least two thirds of the number of votes cast and the shares represented at the extraordinary general meeting.

Beslut enligt detta förslag är villkorat av att den extra bolagsstämman beslutar om godkännande av styrelsens beslut om företrädesemission.

A resolution in accordance with this proposal is conditional upon that the extraordinary general meeting resolves to approve the rights issue resolved on by the board of directors.

Elos Medtech AB (publ)

Styrelsen
The board of directors

Bilaga 5 / Appendix 5

Styrelsens beslut om nyemission av aktier av serie B med företrädesrätt för Bolagets aktieägare under förutsättning av bolagsstämman efterföljande godkännande / *The board of directors' resolution on issue of new shares of class B with preferential rights for the Company's shareholders, subject to the general meeting's subsequent approval*

Styrelsen i Elos Medtech AB (publ), org.nr. 556021-9650, fattar härmed beslut om nyemission av aktier av serie B med företrädesrätt för Bolagets aktieägare under förutsättning av bolagsstämman efterföljande godkännande.

The board of directors of Elos Medtech AB (publ), reg. no. 556021-9650, hereby resolves on an issue of new shares of class B with preferential rights for the Company's shareholders subject to the general meeting's subsequent approval.

Följande villkor ska gälla för nyemissionen av aktier *The following terms and conditions shall apply to the new share issue*

Aktiekapitalökning och antalet nya aktier *Share capital increase and number of shares*

Bolagets aktiekapital ska kunna öka med högst 126 062 500 kronor genom emission av högst 20 170 000 nya aktier av serie B, envar med ett kvotvärde om 6,25 kronor.

The Company's share capital may be increased with not more than SEK 126,062,500 through the issuance of no more than 20,170,000 new shares of class B, each with a quotient value of SEK 6.25.

Rätt att teckna nya aktier *Right to subscribe for new shares*

De som på avstämningsdagen är registrerade som innehavare av aktier (oavsett om dessa är av serie A eller B) i det av Euroclear Sweden AB förda avstämningsregistret äger rätt att med företrädesrätt teckna nya aktier av serie B.

Those who on the record date are registered as holders of shares (regardless of whether these are of class A or B) in the CSD register maintained by Euroclear Sweden AB are entitled to subscribe for the new shares of class B with preferential rights.

Avstämningsdag för erhållande av teckningsrätter och rätt till deltagande i nyemissionen med företrädesrätt ska vara den 17 oktober 2023. Styrelsen bemyndigas att senarelägga avstämningsdagen. Avstämningsdagen får inte sättas tidigare än en vecka från dagen för beslutet.

The record date for receipt of subscription rights and the right to participate in the new share issue with preferential rights shall be 17 October 2023. The board of directors is authorized to postpone the record date. The record date may not be set earlier than one week from the date of the resolution.

Varje aktie (oavsett om den är av serie A eller B) berättigar till 1 teckningsrätt, varvid 2 teckningsrätter berättigar till teckning av 5 nya aktier av serie B.
Each share (regardless of whether it is of class A or B) entitles to 1 subscription right and 2 subscription rights entitle to subscription of 5 new shares of class B.

Teckning kan även ske utan stöd av teckningsrätter. För det fall inte samtliga aktier av serie B tecknas med stöd av teckningsrätter ska styrelsen, inom ramen för emissionens högsta belopp, besluta om tilldelning av aktier av serie B till de som tecknat sig utan stöd av teckningsrätter enligt följande fördelningsgrunder:

Subscription may also take place without subscription rights. In the event that not all shares of class B are subscribed for by exercise of subscription rights, the board of directors shall, within the limits of the maximum amount of the issue, resolve on allotment of shares of class B to those who have subscribed without subscription rights in accordance with the following principles:

- I första hand ska tilldelning av aktier av serie B som tecknats utan stöd av teckningsrätter ske till dem som även tecknat aktier av serie B med stöd av teckningsrätter, oavsett om tecknaren var aktieägare på avstämningsdagen eller inte, och för det fall att tilldelning till dessa inte kan ske fullt ut ska tilldelning ske pro rata i förhållande till det antal teckningsrätter som utnyttjats för teckning av aktier av serie B och, i den mån detta inte kan ske, genom lottning.
Firstly, allotment of shares of class B that have been subscribed for without subscription rights is to be made to those who have subscribed for shares of class B by exercise of subscription rights, irrespective of whether the subscriber was a holder of shares on the record date or not and, in the event of oversubscription, pro rata in relation to the number of subscription rights that have been exercised for subscription of shares of class B and, to the extent not possible, by drawing of lots.
- I andra hand ska tilldelning av aktier av serie B som tecknats utan stöd av teckningsrätter ske till dem som har tecknat aktier av serie B utan stöd av teckningsrätter, oavsett om tecknaren var aktieägare på avstämningsdagen eller inte, och för det fall att tilldelning till dessa inte kan ske fullt ut ska tilldelning ske pro rata i förhållande till det antal aktier av serie B som var och en har anmält för teckning och, i den mån detta inte kan ske, genom lottning.
Secondly, allotment of shares of class B that have been subscribed for without subscription rights is to be made to those who have subscribed for shares of class B without exercise of subscription rights, irrespective of whether the subscriber was a holder of shares on the record date or not and, in the event of oversubscription, pro rata in relation to the number of shares of class B for which each of them have applied for subscription and, to the extent not possible, by drawing of lots.
- I tredje och sista hand ska tilldelning av aktier av serie B ske till garanten i enlighet med dess garantiåtagande.
Thirdly and lastly, allotment of shares of class B is to be made to the guarantor, in accordance with their guarantee commitment.

Teckningskurs

Subscription price

De nya aktierna av serie B emitteras till en teckningskurs om 215 kronor per aktie. Den del av teckningskursen som överstiger aktiernas kvotvärde ska föras till den fria överkursfonden.
The new shares of class B are issued at a subscription price of SEK 215 per share. The part of the subscription price exceeding the quotient value of the shares shall be allocated to the unrestricted share premium fund.

Teckning och betalning

Subscription and payment

Teckning av aktier av serie B, såväl med som utan stöd av teckningsrätter, ska äga rum under tidsperioden från och med den dag som infaller 3 bankdagar efter avstämningsdagen till och med 13 bankdagar efter avstämningsdagen, och såvitt avser garanters teckning av aktier av serie B enligt garantiavtal, under tiden från och med 3 bankdagar efter avstämningsdagen till och med 13 bankdagar efter avstämningsdagen.

Subscription of shares of class B, with or without subscription rights, is to take place between the time period as from and including 3 banking days after the record date until and including 13 banking days after the record date and, with regard to guarantors' subscription of shares of class B under guarantee commitments, between the time period as from and including 3 banking days after the record date until and including 13 banking days after the record date.

Teckning av aktier av serie B som tecknats med stöd av teckningsrätter ska ske genom samtidig kontant betalning till ett av Bolaget anvisat konto under tidsperioden från och med 3 bankdagar efter avstämningsdagen till och med 13 bankdagar efter avstämningsdagen. Styrelsen bemyndigas besluta att teckning med företrädesrätt även får ske på teckningslista.
Subscription for new shares of class B through exercise of subscription rights shall be made by simultaneous cash payment to an account designated by the Company during the time period

as from and including 3 banking days after the record date until and including 13 banking days after the record date. The board of directors is authorized to resolve that subscription with preferential rights may also take place on a subscription list.

Teckning av aktier av serie B utan stöd av teckningsrätter ska ske på särskild teckningslista. Betalning för aktier av serie B som tecknats utan stöd av teckningsrätter ska erläggas till ett av Bolaget anvisat konto senast 3 bankdagar efter besked om tilldelning.
Subscription for new shares of class B without subscription rights shall be made on a specific subscription list. Payment for shares of class B subscribed for without exercise of subscription rights is to be made to an account designated by the Company not later than 3 banking days after notice of allotment.

Styrelsen ska äga rätt att förlänga tiden för teckning och betalning.
The board of directors shall have the right to prolong the time period for subscription and payment.

I den mån styrelsen finner det lämpligt, och det ej medför skada för Bolaget eller dess borgenärer, kan styrelsen tillåta betalning genom kvittning i enlighet med 13 kap. 41 § aktiebolagslagen.
To the extent deemed appropriate by the board of directors, and provided that it may take place without detriment to the Company or its creditors, the board of directors may allow payment by way of set-off in accordance with Chapter 13 Section 41 of the Swedish Companies Act.

Rätt till utdelning Right to dividends

De nya aktierna av serie B ska medföra rätt till utdelning första gången på den avstämningsdag för utdelning som infaller närmast efter det att aktierna av serie B har registrerats hos Bolagsverket och förts in i den av Euroclear Sweden AB förda aktieboken.
The new shares of class B shall entitle to dividends as from the first time on the record date for dividend occurring after the shares of class B have been registered with the Swedish Companies Registration Office and entered in the share register kept by Euroclear Sweden AB.

Övrigt Miscellaneous

Bolaget har ingått ett avtal avseende förvärv av samtliga aktier i Klingel Holding GmbH från IK Partners och bolagsledningen ("**Transaktionen**"). Transaktionens genomförande är villkorad, inklusive av att villkoren nedan uppfylls eller efterges genom skriftlig överenskommelse mellan Bolaget och IK Partners samt bolagsledningen ("**Villkorsuppfyllnad**"):

- i. Det godkännande eller tillstånd som krävs enligt tyska lagar om företagskoncentration har erhållits eller anses, enligt tillämplig lag, ha erhållits, t.ex. på grund av att de tillämpliga väntetiderna har löpt ut, förfallit eller upphört eller för att jurisdiktion har avvisats; och
- ii. Det tyska förbundsministeriet för ekonomi och klimatåtgärder (Bundesministerium für Wirtschaft und Klimaschutz) ("**BMWK**") har godkänt Transaktionen eller sådant godkännande anses, enligt bestämmelserna i den tyska utrikeshandelslagen (Außenwirtschaftsgesetz) och den tyska utrikeshandelsförordningen (Außenwirtschaftsverordnung), ha erhållits, t.ex. på grund av att de tillämpliga väntetiderna har löpt ut, förfallit eller avslutats eller på grund av att BMWK har avvisat jurisdiktion.

*The Company has entered into a share purchase agreement for the acquisition of all shares in Klingel Holding GmbH from IK Partners and management (the "**Transaction**"). Closing of the transaction is conditional, including on the conditions set out below being fulfilled or waived by written agreement between the Company and IK Partners and management ("**Condition Fulfillment**").*

- i. *The merger control approval or clearance required under German merger control laws has been obtained or is deemed, by applicable law, to have been obtained, e.g. because of the lapse, expiration or termination of the applicable waiting periods or because jurisdiction has been declined; and*
- ii. *The German Federal Ministry of Economic Affairs and Climate Action (Bundesministerium für Wirtschaft und Klimaschutz) (“**BMWK**”) has cleared the Transaction or such clearance is deemed, by the provisions of the German Foreign Trade Act (Außenwirtschaftsgesetz) and the German Foreign Trade Ordinance (Außenwirtschaftsverordnung) to have been obtained, e.g. because of lapse, expiration or termination of the applicable waiting periods or because jurisdiction has been declined by the BMWK.*

Emissionsbeslutet är villkorat av Villkorsuppfyllnad senast 6 bankdagar innan avstämningsdagen såsom angiven ovan eller, om tillämpligt, 6 bankdagar innan det senare datum för avstämningsdag som beslutats av styrelsen med stöd av bemyndigande enligt ovan. Oaktat vad som anges i föregående mening är beslutet villkorat av Villkorsuppfyllnad senast den 9 februari 2024.

The rights issue resolution is conditional upon Condition Fulfillment no later than 6 banking days before the record date as set out above or, if applicable, 6 banking days before the later date which the board of directors has resolved to be the record date by power of authorization as set out above. Notwithstanding anything set forth in the preceding sentence the resolution is conditional upon Condition Fulfillment no later than 9 February 2024.

Beslutet fattas under förutsättning av bolagsstämmans efterföljande godkännande samt är villkorat av och förutsätter ändring av bolagsordningen.

The resolution is made subject to the general meeting’s subsequent approval, and is conditional upon and requires an amendment to the articles of association.

Styrelsens ordförande, verkställande direktören, eller den styrelsen utser, ska äga rätt att vidta de mindre justeringar i beslutet som kan visa sig erforderliga i samband med registrering härav.

The chairman of the board of directors, the managing director, or anyone authorized by the board of directors, shall have the right to make any minor adjustments required in order to register this resolution.

Handlingar enligt 13 kap. 6 § aktieföretagslagen har upprättats och hålls tillgängliga på Bolagets adress.

Documents as referred to in Chapter 13 Section 6 of the Swedish Companies Act have been prepared and are kept available at the Company’s address.

Elos Medtech AB (publ)

Styrelsen
The board of directors