

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.

For further information, please contact:

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