

# Notice of Annual General Meeting of SURGICAL SCIENCE SWEDEN AB (publ)

Shareholders in Surgical Science Sweden AB (publ), Corp. ID No. 556544-8783 (the “**Company**”), with registered offices in Gothenburg, Sweden, are hereby invited to participate in the Annual General Meeting to be held on Wednesday, May 12, 2021.

## **ADVANCE VOTING AND REGISTRATION, ETC.**

### **Registration**

To be entitled to participate in the Annual General Meeting, shareholders must:

(a) be entered in the share register maintained by Euroclear Sweden AB by Tuesday, May 4, 2021 at the latest (for nominee-registered shares, see also “Nominee-registered shares” below),

(b) submit their votes in advance in accordance with the instructions under the heading “Advance voting” below so that their advance voting form is received by the Company by Tuesday, May 11, 2021 at the latest.

Personal data disclosed in connection with registration will only be processed and used in connection with the Annual General Meeting. Further details on the processing of personal data are provided below.

### **Nominee-registered shares**

To participate in the Annual General Meeting, shareholders whose shares are registered with a bank or other nominee must re-register their shares under their own name in the Company’s share register maintained by Euroclear Sweden AB. Shareholders wishing to re-register their shares in this way, referred to as “voting rights registration”, must request this of their nominee in sufficient time before Thursday, May 6, 2021, by which time such re-registration must be completed.

### **Advance voting**

Shareholders may exercise their voting rights at the Annual General Meeting only by voting in advance, so-called “postal voting”, in accordance with Section 22 of the Act (2020:198) on temporary exemptions to facilitate the conduct of general meetings in companies and associations.

A specific form shall be used for advance voting. This form is available at [www.surgicalscience.com](http://www.surgicalscience.com). The advance voting form also applies as notification of participation in the Meeting. A Power of Attorney form will also be available at the Company website for shareholders wishing to vote by mail through a proxy.

The completed form must be received by the Company by Tuesday, May 11, 2021 at the latest. The completed form shall be posted to: Surgical Science Sweden AB (publ), Drakegatan 7A, SE-412 50 Gothenburg, Sweden. The completed form may also be submitted by e-mail to [anna.ahlberg@surgicalscience.com](mailto:anna.ahlberg@surgicalscience.com). For shareholders that are legal entities, a registration certificate or other authorization document must be attached with the form. The same applies for shareholders voting in advance through a proxy. Shareholders may not attach specific instructions or conditions with the advance voting form. In such instances, the vote (that is, the advance voting form in its entirety) is rendered invalid.

Further instructions and conditions are given on the advance voting form.

### **Agenda**

1. Election of a chairman for the Meeting.
2. Election of one or two individuals to check the minutes of the Meeting together with the chairman of the Meeting.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Examination of whether the Meeting has been duly convened.
6. Presentation of the Annual Report and Audit Report, as well as of the consolidated accounts and the Audit Report regarding the consolidated accounts.
7. Resolutions regarding
  - a. the adoption of the Income Statement and Balance Sheet and of the Consolidated Income Statement and Consolidated Balance Sheet,
  - b. the appropriation of the Company’s profit in accordance with the adopted Balance Sheet,
  - c. the discharge from liability of the Board members and the CEO.
8. the determination of the number of Board members and deputy Board members.
9. the determination of the number of auditors and deputy auditors.
10. the determination of the fees to be paid to the Board members and auditors.
11. the election of Board members and deputy Board members, as well as of the auditors and deputy auditors.
12. Resolution to amend the Articles of Association.
13. Resolution authorizing the Board of Directors to determine new share issues.
14. Resolution authorizing the Board of Directors to determine repurchases of treasury shares.

**Nomination Committee's resolution proposals regarding agenda items 1, 8, 9, 10 and 11**

The Nomination Committee, whose members were appointed in accordance with the principles adopted by the 2020 Annual General Meeting, and which has comprised Åsa Hedin (appointed by Marknadspotential AB), Tommy Forsell (appointed by Landsnora Software AB), Anna Sundberg (appointed by Handelsbanken Fonder) and Roland Bengtsson, Chairman of the Board, hereby submits the following proposals:

**Election of a chairman for the Meeting (item 1)**

The Nomination Committee proposes that the Chairman of the Board, Roland Bengtsson, or the person appointed by the Nomination Committee in his absence, be elected Chairman of the Meeting.

**Determination of the number of Board members and deputy Board members (item 8)**

The Nomination Committee proposes that there be six ordinary Board members with no deputies.

**Determination of the number of auditors and deputy auditors (item 9)**

The Nomination Committee proposes that a registered auditing company be appointed as auditor.

**Determination of the fees to be paid to the Board members and auditors (item 10)**

The Nomination Committee has assessed the existing remuneration of the Board and has, among other things, compared this with the remunerations provided by similar companies. Based on this, and given the Company's development, the Nomination Committee proposes the following increases in the remuneration of the Chairman of the Board and the other Board members.

The Nomination Committee proposes that Board fees be paid totaling SEK 1,050,000 (369,000), of which SEK 300,000 (123,000) be paid to the Chairman of the Board and SEK 150,000 kronor (61,500) to each of the other Board members.

It is proposed that the auditors' fees, for the period extending until the end of the next Annual General Meeting, be paid in accordance with approved invoicing.

**Election of Board members and deputy Board members, as well as of auditors and deputy auditors (item 11)**

The Nomination Committee proposes that the Board of Directors should comprise the following ordinary members: Roland Bengtsson (re-election), Jan Bengtsson (re-election), Thomas Eklund (re-election), Tommy Forsell (re-election), Henrik Falconer (newly elected) and Elisabeth Hansson (newly elected), all for the period extending until the end of the next Annual General Meeting. Nils Sellbom has declined re-election. It is also proposed that Roland Bengtsson be re-elected as Chairman of the Board.

Further details of the proposed members can be found on the Company's website [www.surgicalsscience.com](http://www.surgicalsscience.com).

It is proposed that the registered auditing company KPMG AB (with authorized public accountant Jan Malm as the auditor in charge) be re-elected for the period extending until the end of the next Annual General Meeting.

**Details of new Board members proposed for election*****Henrik Falconer***

Born 1973. Other assignments: Board member of the Society of European Robotic Gynecological Surgery (SERGS). Background: Chief Physician and Head of the Gynecological Cancer Section, Karolinska University Hospital. Head of Robot Gynecological Surgery since 2013. Education: Medical degree from Karolinska Institutet, Doctoral degree in Obstetrics and Gynecology 2008, Associate Professor in Obstetrics and Gynecology 2015.

Shareholding: 0 shares

Henrik Falconer is independent in relation to the Company and its management, as well as to major shareholders.

***Elisabeth Hansson***

Born 1975. Other assignments: Board member of GHP Specialty Care and Mentor International. Business Area Manager Communication Services at Postnord. Background: Management consultant for 17 years, focusing on healthcare in the Nordic region. Partner at Boston Consulting Group and Associate Principal at McKinsey & Company. Education: MBA from the Stockholm School of Economics.

Shareholding: 250 shares

Elisabeth Hansson is independent in relation to the Company and its management, as well as to major shareholders.

**Board of Directors' proposed resolutions under items 2, 3, 7b, 12, 13 and 14****Election of one or two individuals to check the minutes of the Meeting together with the chairman of the Meeting (item 2)**

The Board proposes that Johan Wadell from Andra AP-fonden be appointed, together with the Chairman, to check the minutes of the Annual General Meeting, or, in the event that he be impeded from doing so, the individual or individuals instead proposed by the Board. The assignment to check the minutes of the Annual General Meeting also includes checking that the voting list and the advance votes received are accurately recognized in the minutes of the Annual General Meeting.

**Preparation and approval of voting list (item 3)**

The voting list proposed for approval is the voting list prepared by the Company, based on the share register for the Annual General Meeting and the advance votes received, and that has been checked and approved by the individual or individuals elected to check the minutes of the Annual General Meeting.

**Appropriation of the Company's profit in accordance with the adopted Balance Sheet (item 7b)**

The Board of Directors and the CEO propose that no dividends be paid for the 2020 financial year. It is proposed that the funds at the disposal of the Annual General Meeting, amounting to SEK 345,694,904, be carried forward in a new account.

**Resolution to amend the Articles of Association (item 12)**

The Board of Directors proposes that the Annual General Meeting adopts new Articles of Association, primarily including the following amendments (in bold):

Provision	Current wording	Proposed wording
Section 5, Share capital	"The share capital shall be at least <b>five hundred thousand (500,000)</b> Swedish kronor (SEK) and at most <b>two million (2,000,000)</b> Swedish kronor (SEK)."	"The share capital shall be at least <b>one million, five hundred thousand (1,500,000)</b> Swedish kronor (SEK) and at most <b>six million (6,000,000)</b> Swedish kronor (SEK)."
Section 11, Annual General Meeting	Item 11 on the agenda. "11. The chairman shall provide information on the assignments in other companies held by the candidates for election to the Board of Directors;"  Item 13 on the agenda. "13. Any other matters to be considered by the Annual General Meeting in accordance with the Swedish Companies Act, the Articles of Association or shareholder agreements between the shareholders"	<del>"11. The chairman shall provide information on the assignments in other companies held by the candidates for election to the Board of Directors;"</del>  Item 13 on the agenda. "13. Any other matters to be considered by the Annual General Meeting in accordance with the Swedish Companies Act, <del>or the Articles of Association or shareholder agreements between the shareholders</del> "
New provision <b>Section 13, Collection of proxies and postal votes</b>	-	<b>"The Board of Directors may collect powers of attorney in accordance with the procedure set out in Chapter 7, Section 4, second paragraph of the Companies Act (2005:551).  The Board of Directors may decide, ahead of a General Meeting, that shareholders should be able to exercise their voting rights by post prior to the General Meeting."</b>

**Resolution authorizing the Board of Directors to determine new share issues (item 13)**

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors, for the period until the next Annual General Meeting, to determine new issues of shares, on one or more occasions and with or without deviating from the preferential rights of existing shareholders. It shall be possible to implement such share issues as cash issues, issues-in-kind, or set-off issues.

The authorization may be utilized to issue shares corresponding in total to at most 10 percent of the share capital registered in the Company at the time at which the decision is made to implement the issue. The issue price shall be determined on market terms.

Deviations from the preferential rights of existing shareholders shall only be possible in connection with acquisitions of all or parts of companies or operations, or for the Company's continued expansion. If the Board of Directors decides to issue shares deviating from the preferential rights of existing shareholders, this shall be because the Board needs to be able to access capital quickly or may need to make payment by means of shares in the Company through an issue-in-kind or set-off issue or to raise capital for the Company's continued expansion efficiently and inexpensively.

The Board of Directors, or the individual it appoints, shall otherwise be entitled to amend the above decision as may prove necessary in connection with its registration and otherwise take the measures necessary to implement the decision.

**Resolution authorizing the Board of Directors to determine repurchases of treasury shares (item 14)**

The Board of Directors proposes that the Annual General Meeting resolves to authorize the Board, for the period until the next Annual General Meeting, to decide, on one or more occasions, to repurchase shares such that the Company does not hold more than 10 percent of the total number of shares in the Company, on the condition that such acquisitions are approved by the Swedish Financial Supervisory Authority. Repurchases may only be made via the Nasdaq First North Growth Market, either at a price within the current price range, that is, the

interval between the highest purchase price and the lowest selling price or, in the case of repurchases conducted by brokerage firms on the Company's behalf, the price of the shares may correspond to the volume-weighted average price during the period in which the shares were repurchased, even if the volume-weighted average price is outside the price range on the date on which the shares are transferred to the Company. The shares must be paid for in cash.

The purpose of the proposed authorization to repurchase shares is to enable the Board to adapt the Company's capital structure to its capital requirements.

The Board of Directors, or the individual it appoints, shall otherwise be entitled to amend the above decision as may prove necessary in connection with its registration and otherwise take the measures necessary to implement the decision.

## **Other**

### **Majority rules**

To be valid, a resolution in accordance with items 12, 13 and 14 above requires the approval of at least two thirds (2/3) of both the votes cast and of the shares represented at the Annual General Meeting.

### **Number of shares and votes**

At the time of issuance of this notice, there were a total 37,944,236 shares and votes in the Company, all representing a single class of shares. The Company holds no treasury shares.

### **Availability of documents, etc.**

Accounting documents and the Audit Report, as well as a complete proposal in accordance with item 12, are available at the Company's offices and on the Company website [www.surgicalscience.com](http://www.surgicalscience.com) no later than three weeks prior to the Meeting. The documents will be posted to shareholders who request this and who state their address.

The Board's proposals for resolutions pursuant to items 13 and 14 above are presented in full in the notice of the Annual General Meeting.

The Nomination Committee's proposals in accordance with the above are presented in full in the notice of the Annual General Meeting.

### **Disclosures in preparation for the Meeting**

The Board of Directors and the CEO shall, if any shareholder so requests, and if the Board of Directors finds that this can be achieved without causing significant harm to the Company, provide disclosures at the Annual General Meeting on circumstances possibly affecting the assessment of an agenda item and circumstances that could affect the assessment of the financial situation of the Company or a subsidiary, or of the Company's relations with another company within the Group. Requests for such disclosures shall be posted to Surgical Science Sweden AB (publ), Drakegatan 7A, SE-412 50 Gothenburg, Sweden or submitted by e-mail to [anna.ahlberg@surgicalscience.com](mailto:anna.ahlberg@surgicalscience.com), by Monday, 3 May 2021 at the latest. The disclosures will be provided by being made available at the Company's head office and at [www.surgicalscience.com](http://www.surgicalscience.com) by Friday, May 7, 2021 at the latest. These disclosures will also be posted within the same time frame to shareholders having requested this and who have provided their postal address.

### **Processing of personal data**

For information on how your personal data is processed, please refer to the Privacy Notice made available at the Euroclear website, [www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf](http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf).

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Gothenburg, April 2021  
**Surgical Science Sweden AB (publ)**  
*Board of Directors*

# **surgicalscience**

This is a translation of the Swedish version of the Notice of Annual General Meeting. When in doubt, the Swedish wording prevails.