

**The board of directors' of Surgical Science Sweden AB (publ) proposal for resolution on a) adoption of a long-term incentive program for executive management within the group and b) resolution on a directed issue of warrants to the company and approval of transfer of warrants to participants (item 14 A-B)**

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**A. Introduction of LTIP 2026**

The board of directors proposes that the annual general meeting resolves to adopt a long-term incentive program in Surgical Science Sweden AB (publ) (the "**Company**") ("**LTIP 2026**") directed to executive management in the group in accordance with the main terms and conditions set out below.

*Background and rationale*

The Company's board of directors is of the opinion that incentive programs contribute to higher motivation and commitment among the participants and strengthen the bonds between the participants and the Company. Furthermore, the board of directors' assessment is that LTIP 2026 will contribute to the opportunities to retain a knowledgeable and experienced executive management. In view of these considerations, it is the board of directors' opinion that LTIP 2026 will benefit both the executive management and the Company's shareholders through increased share value.

*LTIP 2026*

The board of directors proposes that the annual general meeting resolves on a new issue of no more than 175,000 warrants ("**Warrants**") to the Company and approves of subsequent transfer of no more than 175,000 Warrants to executive management within the group.

Each Warrant entitles the holder to subscribe for one new share in the Company during the period from and including June 1, 2029, to and including July 31, 2029, at a subscription price of 120 percent of the share's average volume-weighted closing price during the period from and including May 22, 2026, to and including June 5, 2026. The subscription price shall be paid in cash or by set-off.

The exercise price, as set out above, shall be rounded to the nearest SEK 0.10, whereby SEK 0.05 shall be rounded downwards. The exercise price and the number of shares that each Warrant entitles to subscription of shall be recalculated in the event of a split, consolidation, new share issue etc. in accordance with market practice.

Participants in LTIP 2026 shall no later than June 22, 2026, notify the Company of the number of Warrants that the participant wishes to acquire. The Warrants shall be transferred to the participants at the market value of the Warrants calculated by an independent party in accordance with the Black & Scholes valuation model. For foreign participants, see "*Deviations for foreign participants*".

In connection with the allotment of the Warrants, the board of directors shall have the right to make adjustments to comply with organisational changes and special rules or market conditions abroad and reserve the right to repurchase the Warrants if the participant in turn wishes to transfer the Warrants. At the request of participants, the Company shall have the right, but no obligation, to acquire at market value such number of Warrants that enables the participant to exercise the remaining Warrants to subscribe for shares, whereby the subscription proceeds are paid by way of set-off against the claim on sold Warrants.

Holders of Warrants whose employment is terminated or who wish to sell their Warrants shall offer the Company to acquire the Warrants at the lower of the premium paid upon acquisition of the Warrants and the market value. Foreign participants who are granted a contractual right to subscribe for shares will not be compensated and will not be entitled to subscribe for shares if their employment ceases.

*Allocation of Warrants*

LTIP 2026 shall cover a total of six (6) executives within the executive management of the group. The maximum number of Warrants per participant in the LTIP 2026 follows from the table below.

<i>Category</i>	<i>Maximum number of Warrants per person</i>	<i>Maximum number of Warrants per category</i>
CEO	50,000	50,000
Executive management	25,000	125,000

Oversubscription cannot take place; however, it is permitted to acquire a lower number of Warrants. In the event of changes in positions, any remaining Warrants in one category may be used in another category.

The right to acquire Warrants from the Company shall only accrue to persons whom at the end of the application period have not resigned or whose employment has not been terminated.

*Deviations for foreign participants*

For tax reasons, participants in Israel will receive a contractual right to subscribe for shares (so-called Non-Qualified Stock Options) instead of Warrants. The Company will therefore retain Warrants that accrue to these participants to ensure delivery of shares upon exercise of the Non-Qualified Stock Options. In accordance with market practice in these markets, the participants will receive the Non-Qualified Stock Options free of charge. Some deviations will be made due to foreign legislation, but the terms of the Non-Qualified Stock Options are intended to correspond with the terms of the Warrants. For example, Non-Qualified Stock Options shall not give entitlement to subscription of shares if the employees employment is terminated before June 1 2029, unless the board of directors, on a case-by-case basis, should decide otherwise.

*Market value*

The Warrants are preliminary calculated to have a market value of SEK 7.25 per Warrant according to Black & Scholes formula based on an assumed share price of SEK 31.22, an assumed subscription price of SEK 37.40 per share, a term of 3.1 years, a risk-free interest of 2.543 per cent, an assumed volatility of 38.9 per cent and an assumed dividend of SEK 0. The preliminary and independent valuation has been carried out by Optionspartner AB.

*Costs for the incentive program*

Warrants transferred to participants in Sweden are transferred at a price corresponding to the market value of the Warrants at the time of transfer, which means that no payroll costs or social security contributions shall be incurred by the Company. Participants in other countries who enter into agreements with the Company for the subscription of Non-Qualified Stock Options may give rise to social security contributions and costs in accordance with applicable accounting rules. The board of directors assesses that these

costs will be limited and that there is no need to enter into hedging arrangements for such costs.

#### *Dilution*

Based on the outstanding number of shares in the Company, LTIP 2026 will upon exercise of all 175,000 Warrants increase the share capital by a maximum of SEK 8,750 and, at the time of the notice, entail a maximum dilution corresponding to approximately 0.34 per cent of the total outstanding capital and number of votes in the Company.

#### *Preparation of the proposal*

LTIP 2026 has been prepared by the board of directors in consultation with external advisers. The board of directors, or a special committee set up by the board of directors, shall be responsible for preparing the detailed design and administration of the terms and conditions of LTIP 2026, in accordance with the presented terms and guidelines including provisions on recalculation in the event of an in-between bonus issue, share split, rights issue and/or similar measures. The board of directors shall be entitled to make other adjustments if significant changes occur in the group or in its environment that would result in that the adopted terms for the LTIP 2026 no longer fulfils their objectives.

#### *Other incentive programs*

Information regarding the Company's current incentive programs is available on the Company's website, [www.surgicalscience.com](http://www.surgicalscience.com).

### **B. Directed issue of Warrants, Series 2026/2029, to the Company and approval of transfer of warrants to participants**

The board of directors proposes that the annual general meeting resolves to issue no more than 175,000 Warrants, as a result of which the Company's share capital may increase by a maximum of SEK 8,750 (provided the current quota value). The following conditions shall apply.

1. The right to subscribe for Warrants shall, with deviation from the shareholders' pre-emption rights, solely vest with the Company. The Company shall manage the Warrants in accordance with the terms and conditions of LTIP 2026. The Company shall in accordance with instructions from the Company's board of directors be allowed to transfer the Warrants to participants or to a financial intermediary for the purpose of delivering shares to participants.
2. Each Warrant entitles the holder to subscribe for one new share in the Company during the period from and including June 1, 2029, to and including July 31, 2029, at a subscription price of 120 percent of the share's average volume-weighted closing price during the period from and including May 22, 2026, to and including June 5, 2026. The subscription price may never be less than the quota value of the share. If the subscription price exceeds the quota value of the shares, the excess amount (premium) shall be included in the non-restricted share premium fund in the balance sheet of the Company. The subscription price shall be paid in cash or by set-off. The board of directors shall have the right to extend the period for subscription and payment.
3. The new shares will confer entitlement to dividends on the first time on the record day for dividends occurring closest after the new shares are registered with the Swedish Companies Registration Office and the shares have been registered in the share register with Euroclear Sweden AB.

4. The Warrants shall be issued at subscription price corresponding to the market value of the Warrants calculated by an independent party in accordance with the Black & Scholes valuation model. Subscription of Warrants shall be made on a subscription list no later than June 8, 2026. However, the board of directors shall have the right to extend the subscription period.

The Warrants shall in all other respects be governed by the terms and conditions set forth in Appendix 1A. The exercise price for subscription of one new share with Warrants and the number of shares to which each Warrant provides entitlement to subscribe may be adjusted in accordance with the terms and conditions of the Warrants, see Appendix 1A.

Warrants held by the Company, which have not been transferred in accordance with the above or which have been repurchased from participants, may be cancelled by the Company following a resolution by the board of directors of the Company. Cancellation must be reported to the Swedish Companies Registration Office for registration.

Oversubscription cannot take place.

The rationale for the deviation from the shareholders' pre-emption rights is to implement the incentive program for executive management in Sweden and Israel.

The board of directors also proposes the annual general meeting resolve to approve that the Company, in accordance with the terms and conditions of LTIP 2026, in accordance with instruction from the board of directors of the Company, may transfer Warrants to participants in LTIP 2026 and administer the Warrants in accordance with LTIP 2026. Transfer of Warrants shall be made in accordance with above conditions.

#### **Certain provisions and authorisations**

The board of directors' proposal for resolutions in accordance with A – B are dependent on each other and hence, adopted simultaneously.

The board of directors proposes that the annual general meeting instruct the board of directors to implement the resolution above and to ensure that the Warrants are transferred in accordance with what is stated above.

The board of directors further proposes that the annual general meeting instruct the board of directors, or whomever the board of directors appoints, to make such minor adjustments in the abovementioned proposed resolutions that may prove necessary in connection with registration with the Swedish Companies Registration Office.

#### **Majority requirements and special authorisations**

The board of directors' proposed resolutions under 14A–14B above constitute a package, as the various proposals are interdependent and closely linked. For this reason, it is proposed that the annual general meeting adopt a single resolution regarding the above-mentioned proposals, in accordance with the majority rules set out in Chapter 16, Section 8 of the Swedish Companies Act, meaning that the resolution must be supported by shareholders representing at least nine-tenths (9/10) of both the votes cast and the shares represented at the meeting.

The board of directors proposes that the annual general meeting instruct the board of directors to implement the above resolution and ensure that the board of directors transfers the Warrants in accordance with the above.

The board of directors further proposes that the annual general meeting instruct the board of directors, or such person as the board of directors may appoint for this purpose, to make any minor adjustments to the above-mentioned proposed resolution that may prove necessary in connection with registration with the Swedish Companies Registration Office.

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Gothenburg in April 2026  
**Surgical Science Sweden AB (publ)**  
*The board of directors*