

N.B. The English text is an in-house translation of the original Swedish text. Should there be any disparities between the Swedish and the English text, the Swedish text shall prevail.

Protokoll fört vid årsstämma
i Episurf Medical AB (publ),
556767-0541, den 4 april 2022
i Stockholm

Minutes kept at the annual general
meeting in Episurf Medical AB
(publ), 556767-0541, on 4 April
2022 in Stockholm

§ 1

Stämman öppnades av advokat Gustav Skogö Nyvang på uppdrag av styrelsen.
The general meeting was declared open by Gustav Skogö Nyvang, member of the Swedish Bar Association, on behalf of the board of directors.

Antecknades att styrelsen beslutat att stämman skulle genomföras utan fysisk närvaro av aktieägare, ombud eller utomstående och att aktieägarna skulle ha möjlighet att utöva sin rösträtt genom poströstning i enlighet med 20 och 22 §§ lagen (2022:121) om tillfälliga undantag för att underlätta genomförandet av bolags- och föreningsstämmor.

It was noted that the board of directors had decided that the general meeting should be held without physical presence of shareholders, proxies or external parties and that the shareholders should be able to exercise their voting rights through postal voting pursuant to Sections 20 and 22 of the Swedish Act on Temporary Exemptions to Facilitate the Execution of General Meetings in Companies and Associations.

Antecknades att en sammanställning av resultatet av de inkomna poströsterna presenterades, [bilaga 1](#). Antecknades även att sammanställningen innehåller de uppgifter som bolaget ska redovisa enligt 26 § i lagen (2022:121) om tillfälliga undantag för att underlätta genomförandet av bolags- och föreningsstämmor.

It was noted that a summary of the results of the received postal votes was presented, [appendix 1](#). It was also noted that the summary contains the information that the company is required to present pursuant to Section 26 of the Swedish Act on Temporary Exemptions to Facilitate the Execution of General Meetings in Companies and Associations.

Antecknades att ingen aktieägare angivit i sitt poströstningsformulär att beslut i något ärende på den i kallelsen föreslagna dagordningen ska anstå till fortsatt bolagsstämma.

It was noted that no shareholder had stated in its postal voting form that the resolution on a matter included in the proposed agenda set out in the notice of the general meeting should be postponed to a continued general meeting.

§ 2

Valdes, i enlighet med valberedningens förslag, Gustav Skogö Nyvang till ordförande för stämman. Antecknades att det uppdragits åt Josefine Jonsson Tepavac att föra protokollet vid årsstämman.

Gustav Skogö Nyvang was elected, in accordance with the nomination committee's proposal, as chairman of the general meeting. It was noted that Josefine Jonsson Tepavac had been appointed to keep the minutes of the general meeting.

§ 3

Beslutades att godkänna den förteckning som Computershare AB upprättat på uppdrag av bolaget, baserat på bolagets aktiebok och inkomna poströster (och som kontrollerats och tillstyrkts av den valda justeringspersonen), som röstlängd vid stämman, bilaga 2.

It was resolved to approve the register prepared by Computershare AB on behalf of the company, based on the company's share register and the postal votes received (and which was verified and approved by the person elected to verify the minutes of the general meeting), as voting list for the general meeting, appendix 2.

§ 4

Antecknades att styrelsen föreslagit att aktieägaren Carl Palmstierna, eller den person som styrelsen anvisar, skulle utses att justera stämmoprotokollet.

Antecknades vidare att Carl Palmstierna inte var tillgänglig och att styrelsen därför anvisat aktieägaren Alf Claesson att justera stämmoprotokollet.

It was noted that the board of directors had proposed that the shareholder Carl Palmstierna, or the person appointed by the board of directors, should be elected to verify the minutes of the general meeting. It was further noted that Carl Palmstierna was not available and that the board of directors therefore had appointed the shareholder Alf Claesson to verify the minutes of the general meeting.

Valdes aktieägaren Alf Claesson att jämte ordföranden justera stämmoprotokollet.
The shareholder Alf Claesson was appointed to, together with the chairman, verify the minutes of the general meeting.

Antecknades att uppdraget att justera stämmoprotokollet även innefattar kontroll av röstlängden och att inkomna poströster blir rätt återgivna i stämmoprotokollet.

It was noted that the assignment to verify the minutes of the general meeting also includes verifying the voting list and that the received postal votes are correctly reflected in the minutes of the general meeting.

§ 5

Godkändes den i kallelsen föreslagna dagordningen som dagordning för stämman.
The agenda proposed in the notice of the general meeting was approved as the agenda for the general meeting.

§ 6

Noterades att kallelse i enlighet med bolagsordningen annonserats i Post- och Inrikes Tidningar den 2 mars 2022 och hållits tillgänglig på bolagets webbplats sedan den 28 februari 2022 samt att information om att kallelse skett annonserats i Dagens industri den 2 mars 2022. Konstaterades därefter att stämman var i behörig ordning sammankallad.

It was noted that the notice of the general meeting, in accordance with the articles of association, was announced in the Official Swedish Gazette on 2 March 2022 and had been made available on the company's website since 28 February 2022 as well as that information that the notice had taken place was announced in Dagens industri on 2 March 2022. It was thereafter determined that the general meeting had been duly convened.

§ 7

Framlades bolagets årsredovisning och revisionsberättelse samt koncernredovisning och koncernrevisionsberättelse för räkenskapsåret 2021.

The company's annual report and the auditor's report as well as the consolidated annual report and the auditor's report on the consolidated annual report for the financial year 2021 were presented.

Antecknades att handlingarna hållits tillgängliga hos bolaget och på bolagets webbplats sedan den 7 mars 2022 samt skickats till de aktieägare som begärt det.

It was noted that the documents had been made available at the company's offices and on the company's website since 7 March 2022 as well as been sent to shareholders who requested it.

§ 8

Beslutades att (a) fastställa bolagets respektive koncernens resultat- och balansräkningar för räkenskapsåret 2021, (b) disponera bolagets resultat i enlighet med styrelsens förslag och (c) bevilja styrelseledamöterna och den verkställande direktören ansvarsfrihet gentemot bolaget avseende räkenskapsåret 2021.

It was resolved to (a) adopt the income statement and balance sheet of the company and the group, respectively, for the financial year 2021, (b) allocate the result of the company in accordance with the proposal of the board of directors and (c) grant the members of the board of directors and the CEO discharge from liability in respect of the financial year 2021.

Antecknades att i beslutet om beviljande av ansvarsfrihet deltog varken styrelsens ledamöter eller den verkställande direktören.

It was noted that neither the members of the board of directors nor the CEO participated in the resolution on the discharge from liability.

§ 9

Beslutades, i enlighet med valberedningens förslag, att styrelsen ska bestå av sex ordinarie styrelseledamöter utan styrelsesuppleanter.

It was resolved, in accordance with the nomination committee's proposal, that the board of directors shall comprise of six ordinary members without deputy members.

§ 10

Beslutades, i enlighet med valberedningens förslag, att arvode till styrelsen ska utgå med totalt 1 425 000 kronor. Av detta arvode ska 400 000 kronor utgå till styrelsens ordförande, 200 000 kronor till envar av styrelsens övriga ledamöter och 25 000 kronor till ordföranden i revisionsutskottet.

It was resolved, in accordance with the nomination committee's proposal, that total fees of SEK 1,425,000 are to be paid to the board of directors, of which SEK 400,000 are to be paid to the chairman of the board of directors, SEK 200,000 are to be paid to each of the other board members and SEK 25,000 are to be paid to the chairman of the audit committee.

Beslutades vidare, i enlighet med valberedningens förslag, att revisorsarvode ska utgå enligt godkänd räkning.

It was further resolved, in accordance with the nomination committee's proposal, that the auditor's fees shall be payable in accordance with approved invoice.

§ 11

Beslutades, i enlighet med valberedningens förslag, om omval av Dennis Stripe, Christian Krüeger, Leif Ryd, Laura Shunk, Annette Brodin Rampe och Ulf Grunander som styrelseledamöter för tiden intill slutet av nästa årsstämma samt om omval av Dennis Stripe som styrelsens ordförande för tiden intill slutet av nästa årsstämma.

It was resolved, in accordance with the nomination committee's proposal, to re-elect Dennis Stripe, Christian Krüeger, Leif Ryd, Laura Shunk, Annette Brodin Rampe and Ulf Grunander as members of the board of directors for the period until the end of the next annual general meeting as well as to re-elect Dennis Stripe as chairman of the board of directors for the period until the end of the next annual general meeting.

Beslutades vidare, i enlighet med valberedningens förslag, om nyval av det auktoriserade revisionsbolaget Öhrlings PricewaterhouseCoopers AB som bolagets revisor för tiden intill slutet av nästa årsstämma. Antecknades att Öhrlings PricewaterhouseCoopers AB meddelat att den auktoriserade revisorn Tobias Strähle avses utses som huvudansvarig revisor.

It was further resolved, in accordance with the nomination committee's proposal, to elect the authorised public accounting firm Öhrlings PricewaterhouseCoopers AB as the company's new auditor for the period until the end of the next annual general meeting.

It was noted that Öhrlings PricewaterhouseCoopers AB had announced its intention to appoint the authorised accountant Tobias Strähle as the auditor-in-charge.

§ 12

Beslutades, i enlighet med valberedningens förslag, om formerna för utseende av valberedning och om en instruktion för valberedningen inför årsstämman 2023.

It was resolved, in accordance with the nomination committee's proposal, on the principles for appointing the nomination committee as well as on an instruction for the nomination committee ahead of the annual general meeting 2023.

§ 13

Beslutades att godkänna ersättningsrapporten.

It was resolved to approve the remuneration report.

§ 14

Beslutades, i enlighet med styrelsens förslag, att anta riktlinjer för ersättning till ledande befattningshavare.

It was resolved, in accordance with the board of directors' proposal, to adopt guidelines for remuneration to the senior management.

§ 15

Beslutades, i enlighet med styrelsens förslag, (a) att införa ett incitamentsprogram för vissa anställda och (b) om emission av teckningsoptioner av serie 2022/2025, och godkännande av överlåtelse av teckningsoptioner av serie 2022/2025.

It was resolved, in accordance with the board of directors' proposal, to (a) adopt an incentive programme for certain employees and (b) issue warrants of series 2022/2025 and approve transfers of warrants of series 2022/2025.

Antecknades att erforderlig majoritet uppnåts för beslutet eftersom beslutet biträdades av aktieägare med minst nio tiondelar av såväl de avgivna rösterna som de vid stämman företrädde aktierna.

It was noted that the required majority was reached since the resolution was supported by shareholders holding not less than nine-tenths of both the votes cast and the shares represented at the general meeting.

§ 16

Beslutades, i enlighet med styrelsens förslag, att bemyndiga styrelsen att under tiden fram till årsstämman 2023 besluta om emissioner.

It was resolved, in accordance with the board of directors' proposal, to authorise the board of directors to resolve on issues for the period until the annual general meeting 2023.

Antecknades att erforderlig majoritet uppnåts för beslutet eftersom beslutet biträdades av aktieägare med mer än två tredjedelar av såväl de avgivna rösterna som de vid stämman företrädde aktierna.

It was noted the required majority was reached since the resolution was supported by shareholders holding not less than two-thirds of both the votes cast and the shares represented at the general meeting.

§ 17

Beslutades, i enlighet med styrelsens förslag, att ändra § 10 och lägga till en ny § 11 i bolagets bolagsordning.

It was resolved, in accordance with the board of directors' proposal, to amend § 10 of, and add a new § 11 to, the company's articles of association.

Antecknades att erforderlig majoritet uppnåtts för beslutet eftersom beslutet biträdades av aktieägare med mer än två tredjedelar av såväl de avgivna rösterna som de vid stämman företrädde aktierna.

It was noted the required majority was reached since the resolution was supported by shareholders holding not less than two-thirds of both the votes cast and the shares represented at the general meeting.

§ 18

Stämman förklarades avslutad.

The general meeting was declared closed.

* * *

Vid protokollet

At the minutes

Josefine Jonsson Tepavac

Justerat
Verified

Gustav Skogö Nyvang

Alf Claesson

Sammanställning av resultatet av inkomna poströster
Summary of the results of received postal votes

| Dagordningspunkt Agenda item | Röster / Votes | | | | | | Aktier / Shares | | | | | |
|---------------------------------|--|-------------------|----------------------------|-------------------|------------------------------------|----------------------------|---|----------------------------|-------------------|--|---|--|
| | (% nedan avser andel av de på stämman avgivna rösterna) (% below refers to part of cast votes at the meeting) | | | | | | (% nedan avser andel av de på stämman företrädda aktierna) (% below refers to part of represented shares at the meeting) | | | | | |
| | Ja (antal) Yes (amount) | Ja (%) Yes (%) | Nej (antal) No (amount) | Nej (%) No (%) | Avstår (antal) Abstain (amount) | Ja (antal) Yes (amount) | Ja (%) Yes (%) | Nej (antal) No (amount) | Nej (%) No (%) | Aktier för vilka röster har avgetts (antal) ("Avgivna") Shares where votes have been cast (amount) ("Cast") | Andel av det totala antalet aktier i bolaget som de Avgivna representerar (%) (Part of the total amount of shares in the company the Given shares represent (%)) | |
| 2.1 | 33 335 652,0 | 100,000% | 0,0 | 0,000% | 2 072 286,0 | 32 491 944 | 94,005% | 0 | 0,000% | 32 491 944 | 12,190% | |
| 3. | 33 335 652,0 | 100,000% | 0,0 | 0,000% | 2 072 286,0 | 32 491 944 | 94,005% | 0 | 0,000% | 32 491 944 | 12,190% | |
| 4.1 | 33 335 652,0 | 100,000% | 0,0 | 0,000% | 2 072 286,0 | 32 491 944 | 94,005% | 0 | 0,000% | 32 491 944 | 12,190% | |
| 5. | 33 335 652,0 | 100,000% | 0,0 | 0,000% | 2 072 286,0 | 32 491 944 | 94,005% | 0 | 0,000% | 32 491 944 | 12,190% | |
| 6. | 33 335 652,0 | 100,000% | 0,0 | 0,000% | 2 072 286,0 | 32 491 944 | 94,005% | 0 | 0,000% | 32 491 944 | 12,190% | |
| 8a. | 35 407 938,0 | 100,000% | 0,0 | 0,000% | 0,0 | 34 564 230 | 100,000% | 0 | 0,000% | 34 564 230 | 12,968% | |
| 8b. | 35 407 938,0 | 100,000% | 0,0 | 0,000% | 0,0 | 34 564 230 | 100,000% | 0 | 0,000% | 34 564 230 | 12,968% | |
| 8c.i | 35 407 938,0 | 100,000% | 0,0 | 0,000% | 0,0 | 34 564 230 | 100,000% | 0 | 0,000% | 34 564 230 | 12,968% | |
| 8c.ii | 35 407 938,0 | 100,000% | 0,0 | 0,000% | 0,0 | 34 564 230 | 100,000% | 0 | 0,000% | 34 564 230 | 12,968% | |
| 8c.iii | 33 376 162,0 | 100,000% | 0,0 | 0,000% | 2 031 776,0 | 33 376 162 | 96,563% | 0 | 0,000% | 32 532 454 | 12,205% | |
| 8c.iv | 35 407 938,0 | 100,000% | 0,0 | 0,000% | 0,0 | 34 564 230 | 100,000% | 0 | 0,000% | 34 564 230 | 12,968% | |
| 8c.v | 35 407 938,0 | 100,000% | 0,0 | 0,000% | 0,0 | 34 564 230 | 100,000% | 0 | 0,000% | 34 564 230 | 12,968% | |
| 8c.vi | 35 026 938,0 | 100,000% | 0,0 | 0,000% | 381 000,0 | 34 183 230 | 98,898% | 0 | 0,000% | 34 183 230 | 12,825% | |
| 8c.vii | 34 248 688,0 | 100,000% | 0,0 | 0,000% | 1 159 250,0 | 33 404 980 | 96,646% | 0 | 0,000% | 33 404 980 | 12,533% | |
| 9. | 35 407 938,0 | 100,000% | 0,0 | 0,000% | 0,0 | 34 564 230 | 100,000% | 0 | 0,000% | 34 564 230 | 12,968% | |
| 10.1 | 35 407 938,0 | 100,000% | 0,0 | 0,000% | 0,0 | 34 564 230 | 100,000% | 0 | 0,000% | 34 564 230 | 12,968% | |
| 10.2 | 35 407 938,0 | 100,000% | 0,0 | 0,000% | 0,0 | 34 564 230 | 100,000% | 0 | 0,000% | 34 564 230 | 12,968% | |
| 11.1.i | 35 407 938,0 | 100,000% | 0,0 | 0,000% | 0,0 | 34 564 230 | 100,000% | 0 | 0,000% | 34 564 230 | 12,968% | |
| 11.1.ii | 35 407 938,0 | 100,000% | 0,0 | 0,000% | 0,0 | 34 564 230 | 100,000% | 0 | 0,000% | 34 564 230 | 12,968% | |
| 11.1.iii | 33 376 162,0 | 100,000% | 0,0 | 0,000% | 2 031 776,0 | 33 376 162 | 96,563% | 0 | 0,000% | 32 532 454 | 12,205% | |
| 11.1.iv | 35 407 938,0 | 100,000% | 0,0 | 0,000% | 0,0 | 34 564 230 | 100,000% | 0 | 0,000% | 34 564 230 | 12,968% | |
| 11.1.v | 35 407 938,0 | 100,000% | 0,0 | 0,000% | 0,0 | 34 564 230 | 100,000% | 0 | 0,000% | 34 564 230 | 12,968% | |
| 11.1.vi | 35 026 938,0 | 100,000% | 0,0 | 0,000% | 381 000,0 | 34 183 230 | 98,898% | 0 | 0,000% | 34 183 230 | 12,825% | |
| 11.2.1 | 35 407 938,0 | 100,000% | 0,0 | 0,000% | 0,0 | 34 564 230 | 100,000% | 0 | 0,000% | 34 564 230 | 12,968% | |
| 12. | 35 407 938,0 | 100,000% | 0,0 | 0,000% | 0,0 | 34 564 230 | 100,000% | 0 | 0,000% | 34 564 230 | 12,968% | |
| 13. | 33 335 652,0 | 94,147% | 2 072 286,0 | 5,853% | 0,0 | 32 491 944 | 94,005% | 2 072 286 | 5,995% | 34 564 230 | 12,968% | |
| 14. | 35 407 938,0 | 100,000% | 0,0 | 0,000% | 0,0 | 34 564 230 | 100,000% | 0 | 0,000% | 34 564 230 | 12,968% | |
| 15. | 35 407 938,0 | 100,000% | 0,0 | 0,000% | 0,0 | 34 564 230 | 100,000% | 0 | 0,000% | 34 564 230 | 12,968% | |
| 16. | 33 335 652,0 | 94,147% | 2 072 286,0 | 5,853% | 0,0 | 32 491 944 | 94,005% | 2 072 286 | 5,995% | 34 564 230 | 12,968% | |
| 17. | 35 407 938,0 | 100,000% | 0,0 | 0,000% | 0,0 | 34 564 230 | 100,000% | 0 | 0,000% | 34 564 230 | 12,968% | |