Item [**]

CERTAIN MAJOR SHAREHOLDERS´ PROPOSAL ON IMPLEMENTATION OF A LONG-TERM INCENTIVE PROGRAMME FOR BOARD MEMBERS BY WAY OF (i) A DIRECTED ISSUE OF WARRANTS AND (ii) APPROVAL OF TRANSFER OF WARRANTS

Certain major shareholders in OssDsign AB proposes that the extraordinary general meeting resolves on implementation of a long-term incentive programme for board members in the company (**Warrant programme 2024/2028:2**) by way of (A) directed issue of no more than 1,074,248 warrants of series 2024/2028:2 (of which no more than 732,442 warrants of series 2024/2028:2A and no more than 341,806 warrants of series 2024/2028:2B) to the company and/or any of its subsidiaries (the company or a subsidiary, as applicable, hereinafter referred to as the "**LTIP Company**", and the group where the company is parent company, hereinafter referred to as the "**Group**"), as set forth in item A below, and (B) approval of transfer of the issued warrants from the LTIP Company to certain board members in the company as set forth in item B below.

The rationale for the incentive programme

This proposal has been presented considering that the company competes for qualified board members in an internationally competitive market. The overall purpose is to align the interests of the members of the board of directors with those of the shareholders and thereby create maximum long-term value adding commitment. The incentive programme is also intended to create a long-term focus on increase in earnings and growth amongst those participating.

As of today, there are two different share related incentive programmes for board members in the form of warrants issued in 2021, which will expire in 2024 ("Warrant programme 2021/2024:2") and warrants issued in 2022, which will expire in 2025 ("Warrant programme 2022/2025:2"). Please refer to "Existing share related incentive programmes" in the board of directors' proposal on implementation of a long-term incentive programme for employees and contractors for more information.

This proposal has been presented in view of the share price development and the assessment that the share related incentive programme from 2021 will not likely entail any dilution for existing shareholders.

Main terms of the incentive programme

The incentive programme shall encompass three out of the five existing board members in the company and may encompass a potential new recruit to the board of directors (the "**Participants**"). The incentive programme does not encompass Viktor Drvota or Christer Fåhraeus.

The incentive programme entails that Participants, who have entered into an agreement with the LTIP Company (the "**Warrant Agreement**"), are offered to acquire warrants at market value, calculated as set forth below. Warrants may be transferred to the Participants free-of-charge provided that it does not entail negative tax consequences for the Group (only applicable with respect to Participants in other jurisdictions than Sweden and expected to be applicable with respect to U.S. Participants only).

The Warrant Agreement will include a so-called vesting structure, a re-purchase right for the LTIP Company applicable under certain circumstances, certain transfer restrictions and other terms and conditions customary for such agreements with some potential differences due to requirements under local law.

Each warrant shall entitle the warrant holder to subscribe for one (1) new share in the company, as adjusted by the application of the mandatory quotient exercise model (please refer to "Quotient exercise model" below).

The subscription price per new share is to be determined based on a certain percentage (140%) of the volume weighted average trading price for the company's share on Nasdaq First North Growth Market during a period of ten (10) trading days before the extraordinary general meeting to be held on 12 December 2024. More detailed provisions for determining the subscription price are set forth below.

The warrants may be exercised for subscription of new shares during the period from and including 1 January 2028 until and including 30 June 2028. Subscription of new shares may however not take place during so-called closed periods according to the EU Market Abuse Regulation (unless the company approves thereto in respect of Participants not covered by the aforementioned rules at the relevant time or with support of applicable exceptions), or otherwise in breach of relevant insider rules and regulations (including the company's internal guidelines in this respect). Warrants that have not been exercised for subscription of new shares by 30 June 2028 shall lapse.

Authorisation to repurchase warrants

If deemed appropriate by the board of directors of the company, taking into account the overall intention with the incentive programme and provided that it is also deemed to be in the best interest of and to the benefit of the company and its shareholders, the LTIP Company or another company in the Group shall be allowed to repurchase warrants from Participants (in addition to any repurchase(s) allowed pursuant to the terms of the Warrant Agreement) against payment of a purchase price corresponding to the market value (or the acquisition cost, if lower than the market value, if so decided by the board of directors) of the warrants at the time of such repurchase offer. The aforementioned right of repurchase shall be conditional upon the board of directors of the company deciding to extend the repurchase offer to participants in the warrant programme for employees and contractors proposed to the adopted at the same extraordinary general meeting.

Existing share related incentive programmes

As of today, there are two different share related incentive programmes for employees and contractors consisting of two warrant programmes from 2021 and 2022 (the latter referred to as "Warrants 2022/2025:1"), expiring in 2024 and 2025, respectively. In addition, there are two share related incentive programmes for board members consisting of two warrant programmes from 2021 and 2022 (the latter referred to as "Warrants 2022/2025:2"), expiring in 2024 and 2025, respectively. Please refer to "Existing share related incentive programmes" in the board of directors' proposal on implementation of a long-term incentive programme for employees and contractors for more information.

Costs, dilution, etc.

There are costs associated with the incentive programme in respect of valuation, consultancy services and costs for registration and practical management of the programme.

In addition to the above, the company's costs for the programme will include social security costs and Medicare Tax in relation to the part directed to Participants resident in the U.S (*i.e.* warrants of series 2024/2028:2B).

Potential social security costs and Medicare Tax in relation to the part directed to Participants resident in the U.S. (*i.e.* warrants of series 2024/2028:2B) are calculated on the difference between the acquisition cost for new shares and the value of the company's shares at the time of exercising the warrants. The tax rate for social security costs is currently 6.20 percent and the Medicare Tax is currently 1.45 percent. Social security costs are only payable in respect of a certain yearly income (currently USD 168,600) whilst Medicare Tax does not have a similar limit. The potential costs in respect of U.S. participants will thus be dependent on the development of the share price as well as the U.S. Participants' other income from the Group and will not be payable at all should the warrants not be exercised for subscription of new shares. The total cost for the incentive programme will thus depend on the outcome of the programme.

U.S. Participants are expected to be offered the possibility to acquire a maximum of 341,806 warrants under the incentive programme. Potential costs in relation to Participants resident in the U.S. are appraised to a maximum of approximately SEK 0.27 per warrant (approximately SEK 92,042 in total) based on today's tax rates and the assumption that the value of the company's shares at the time of exercise of the warrants is SEK 15.00 per share and an assumed exercise price of SEK 11.48 per new share (the calculation is based on the maximum total tax rate as of today, i.e. 7.65 percent, without accounting for any limitation in relation to the Participants' yearly income at the relevant time). The potential costs are appraised to a maximum of approximately SEK 0.65 per warrant (approximately SEK 222,782 in total) should the value of the company's shares at the time of exercise of the warrants instead be SEK 20.00 per share with the same exercise price (please note that the aforementioned examples are only intended to illustrate the costs in different scenarios and are not a reflection of any appraised development of the share price). As described above, there are no costs should the warrants not be exercised.

Other than the warrants described under "Existing share related incentive programmes" above, there are no share or share price related incentive programmes outstanding in the company as of today.

Upon full subscription, transfer and exercise of all 1,074,248 warrants, a total of 1,074,248 new shares may potentially be issued in the company (subject to potential recalculations in accordance with customary terms and conditions applicable for the warrants). This would lead to a dilution corresponding to approximately 1.09 percent of the total share capital and number of shares and votes in the company as of today. The dilution calculation does not take into account potential new shares as a result of existing incentive programmes or the incentive programme for employees and contractors proposed to be adopted at the extraordinary general meeting. Furthermore, the dilution calculation does not take into account the mandatory quotient exercise model (please refer to "Quotient exercise model" below) as a result of which the actual dilution is expected to be lower than the aforementioned.

Costs related to the warrants for U.S. Participants will be accounted for in accordance with "IFRS 2 – Share-based payments". IFRS 2 stipulates that the warrants shall be expensed as personnel cost in the income statement over the vesting period. Personnel costs in accordance with IFRS 2 do not affect the company's cash flow.

Assuming (i) a market value of the underlying share corresponding to SEK 8.20, (ii) a subscription price of SEK 11.48 per new share, and (iii) maximum allocation to U.S. Participants (including full vesting and exercise of the warrants), the costs of the incentive programme (according to IFRS 2), including social security costs of approximately SEK 20,000, are estimated to be up to approximately SEK 300,000. These costs are based on the preliminary market value of the warrants prior to the announcement of the notice to attend the extraordinary general meeting. The preliminary market value of the warrants at the time of the establishment of the incentive programme forms a better basis for the estimation of the future costs than an estimated future market value of the company's shares at an estimated exercise date for the warrants. The costs are expected to be allocated over the years 2025–2027.

Accounting for the new shares that may be issued under the proposed incentive programme, the key ratio earnings per share for the full year 2023 had then been changed in such way that the result per share had been changed with SEK 0.02 (the calculation excludes other share related incentive programmes and is based on the dilutive effect only without taking costs associated with the proposed incentive programme into consideration). Please note that the calculation does not take into account the mandatory quotient exercise model (please refer to "Quotient exercise model" below) as a result of which the actual impact on the key ratio earnings per share is expected to be lower than the aforementioned.

The above calculations regarding costs, dilution and impact on key ratios are subject to potential recalculations in accordance with the customary recalculation terms set out for the programme.

Quotient exercise model

To reduce the investment cost for the Participants in connection with the exercise of warrants, as well as the dilution for the shareholders, subscription of new shares shall be made by application of the quotient exercise model set forth in the full terms and conditions applicable for the warrants.

Pursuant to the quotient exercise model, the quotient value is to be paid for new shares (currently SEK 0.0625 per share) and the warrants shall entitle the holder to a reduced number of new shares to the effect that the Participants will have the same financial upside, but right to a reduced number of shares, as if each warrant had entitled to subscription of one (1) new share. The quotient exercise model shall be mandatory except in the event the model entails right to subscription of a negative number of shares, in which situation each warrant shall entitle to subscription of one (1) new share, subject to possible adjustments in accordance with the complete terms and conditions for the warrants.

Assuming a subscription price per share in the company through the exercise of warrants of SEK 11,48, the application of the quotient exercise model would have the following effects in the event that all 1,074,248 warrants are exercised for subscription of new shares through the quotient exercise model at the below specified market value of the company's shares as calculated pursuant to the quotient exercise model (please note that the below examples are only intended to illustrate the dilution in different scenarios, without taking into account the reduced number of new shares that is expected due to round-offs on an individual basis, and are not a reflection of any appraised development of the share price):

Market value of the company’s shares	**Number of new shares (through exercise of all warrants)**	**Total dilution**
15.00	252,090	0.26%
20.00	457,629	0.47%

Preparation of the proposal

This proposal has been prepared by certain major shareholders together with external consultants. The final proposal has been presented by said shareholders.

Majority requirements

The proposed incentive programme is subject to the provisions in Chapter 16 of the Swedish Companies Act (Sw. Aktiebolagslagen (2005:551)), and a valid resolution therefore requires that the proposal is supported by shareholders representing at least nine-tenths (9/10) of the votes cast as well as of all shares represented at the extraordinary general meeting.

A. ***Directed issue of warrants***

1. The company shall issue no more than 1,074,248 warrants of series 2024/2028:2 (of which no more than 732,442 warrants of series 2024/2028:2A and no more than

341,806 warrants of series 2024/2028:2B).

2. Each warrant entitles to subscription of one (1) new share in the company, each with a quotient value of SEK 0.0625. If all warrants are subscribed, transferred to and exercised by the Participants for subscription of new shares, the company's share capital will increase by SEK 67,140.50 of which SEK 45,777.625 in relation to warrants of series 2024/2028:2A and SEK 21,362.875 in relation to warrants of series 2024/2028:2B (subject to potential recalculations in accordance with customary terms and conditions to be applicable in relation to the warrants). However, please note that the actual number of new shares and share capital increase through the exercise of the warrants is expected to be lower as a result of the mandatory quotient exercise model (please refer to "Quotient exercise model" above).

3. The warrants may, with deviation from the shareholders' preferential rights, only be subscribed for by the company and/or any of its subsidiaries after which they are to be transferred to the Participants in accordance with the resolution adopted by the general meeting. The reason for the deviation from the shareholders' preferential rights is that the warrants are to be used within the proposed incentive programme.

4. Subscription of warrants shall be made on a subscription list on 15 January 2025 at the latest. The board of directors shall be entitled to prolong the subscription period.

5. The company is not to pay any subscription price for the warrants. Any subsidiary subscribing for warrants shall pay a subscription price corresponding to the theoretical market value of the warrants, calculated by an independent valuation agent engaged by the company by use of the Black & Scholes valuation model. The value of the underlying share shall be determined by use of the same period for measurement as used in relation to the establishment of the subscription price for new shares in accordance with item 7 below. Payment is to be made in connection with subscription of warrants and not later than on 15 January 2025. The board of directors shall be entitled to prolong the time period for payment.

6. The warrants may be exercised for subscription of new shares during the period from and including 1 January 2028 until and including 30 June 2028.

7. The subscription price per new share is to be determined based on a certain percentage (140 %) of the volume weighted average trading price for the company's share on Nasdaq First North Growth Market during a period of ten (10) trading days before the extraordinary general meeting to be held on 12 December 2024. If no trading price is recorded for a particular trading day within the specified period, such day shall not be taken into account, but the period shall instead be extended forwards in time with the number of succeeding trading days required for the period to comprise ten (10) trading days with a recorded trading price. The subscription price

thus calculated shall be rounded off to the nearest whole SEK 0.01, whereupon SEK 0.005 shall be rounded upwards. The subscription price may never be below the quotient value of the shares.

8. Warrants of series 2024/2028:2A shall also be subject to the terms and conditions set forth in Schedule 2A and warrants of series 2024/2028:2B shall also be subject to the terms and conditions set forth in Schedule 2B.

9. The chairman of the board of directors, the CEO or a person appointed by the board of directors shall be authorised to make any minor adjustments required to register the resolution with the Swedish Companies Registration Office.

B. Approval of transfer of warrants to the Participants

A resolution to issue warrants in accordance with this proposal also includes an approval of the transfer of warrants to the Participants.

The warrants are to be transferred to the Participants against a premium payable by the Participants corresponding to the theoretical market value of the warrants as of the date of transfer, calculated by an independent valuation agent engaged by the company by use of the Black & Scholes valuation model. Warrants may be transferred to the Participants free-of-charge provided that it does not entail negative tax consequences for the Group (only applicable with respect to Participants in other jurisdictions than Sweden and expected to be applicable with respect to U.S. Participants only). The market value is preliminary estimated to SEK 0.75 per warrant, based on a market value of the underlying share corresponding to SEK 8.20 and assuming a subscription price of SEK 11.48 per new share.

The Participants may be allocated warrants as set forth below. No Participant may be offered a higher number of warrants than the following maximum allocation: (i) chairman of the board of directors (up to 537,124 warrants), (i) potential new-recruit (up to 244,147 warrants), Newton Aguiar (up to 195,318 warrants), and (iv) Jill Schiaparelli (up to 97,659 warrants).

A Participant can choose to acquire a lower but not a higher number of warrants than offered to the Participant.

For Participants in other jurisdictions than Sweden, it is implied that transfer of warrants is legally possible and that transfer, in the company's opinion, can be carried out with reasonable administrative and financial efforts. The company shall have the right to adjust the terms of the Warrant Programme 2024/2028:2 to the extent required in order for allotment of warrants to participants in other jurisdictions, to the extent practically possible, to be made under the same conditions imposed by the Warrant Programme 2024/2028:2.