

THE BOARD OF DIRECTORS' COMPLETE PROPOSAL ON IMPLEMENTATION OF A LONG-TERM INCENTIVE PROGRAMME FOR EMPLOYEES AND CONTRACTORS BY WAY OF (i) A DIRECTED ISSUE OF WARRANTS AND (ii) APPROVAL OF TRANSFER OF WARRANTS

The board of directors proposes that the extraordinary general meeting resolves on implementation of a long-term incentive programme for employees and contractors (**Warrant programme 2024/2028:1**) by way of (A) directed issue of no more than 6,748,230 warrants of series 2024/2028:1 (of which no more than 5,029,435 warrants of series 2024/2028:1A and no more than 1,718,795 warrants of series 2024/2028:1B) 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 employees and contractors in the Group as set forth in item B below.

The rationale for the incentive programme

The board of directors is of the opinion that share related incentive programmes strengthens the retention of those participating and motivates them to create shareholder value. The board of directors assess that these objectives are in line with all shareholders' interests.

As of today, there are two different share related incentive programmes for employees and contractors consisting of two warrant programmes from 2021 and 2022, expiring in 2024 and 2025, respectively. Please refer to "Existing share related incentive programmes" below for more information.

This proposal has been presented to enable new-recruits the possibility to participate in a share related incentive programme and, as regards persons already participating in existing share related incentive programmes, in view of the share price development and the board of directors' 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 existing and future employees in and contractors of the Group (the "**Participants**"). Board members of the company will not be allowed to participate. The incentive programme will comprise around 20 Participants in total.

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.

Support for participation

The LTIP Company or another company in the Group shall be allowed to support participation through offering a cash compensation corresponding to 80 percent of the amount that a Participant in the incentive programme shall pay for the warrants (as applicable). The cash compensation will be taxable according to applicable tax regulations (please refer to “Costs, dilution, etc.” below for more information).

In addition, the LTIP Company or another company in the Group shall be allowed to offer re-payment of an amount corresponding to not more than 50 percent of the amount (net of tax) that a Participant in the incentive programme has paid for the warrants (as applicable). Such repayment may only be offered if the market value of the company’s share, during the period under which the warrants may be exercised, is lower than the sum of the amount paid per warrant and the subscription price per new share. Repayment shall further be conditional upon continued employment or assignment (as applicable). The board of directors shall have the right to reduce the amount or decide that no repayment is to be made if not deemed justified in the light of the company’s financial position. The repayment will be taxable according to applicable tax regulations (please refer to “Costs, dilution, etc.” below for more information).

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.

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” in the table set forth below), 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” in the table set forth below), expiring in 2024 and 2025, respectively.

In view of the share price development, it is deemed unlikely by the board of directors that the share related incentive programme from 2021 (with an exercise price of SEK 11.38 and an exercise period until 31 December 2024) will entail any dilution for existing shareholders. For such reason, the table below does only include warrants issued in 2021 but only the total number of warrants outstanding and held by participants as of today in the respective programmes from 2022 as well as the number of new shares in the company in the event such warrants were to be exercised.

Programme	Number of warrants	Maximum number of new shares	Price per share	Exercise period
Warrants 2022/2025:1	1,181,622	1,181,622	SEK 6.79	1 July 2025 - 31 December 2025
Warrants 2022/2025:2	285,371	285,371	SEK 6.79	1 July 2025 - 31 December 2025

If all warrants outstanding and held by participants as of today in the share related incentive programmes from 2022 were to be exercised, the company’s share capital would increase with SEK 91,687.0625 through the issuance of 1,466,993 new shares (subject to potential recalculations in accordance with applicable terms and conditions), each with a quotient value of SEK 0.0625. This would lead to a dilution corresponding to approximately 1.48 percent of the total share capital and number of shares and votes in the company (calculation based on the share capital and number of shares and votes in the company (97,658,920) as of today). The dilution calculation does not take into account potential new shares as a result of the incentive programmes proposed to be adopted at the extraordinary general meeting.

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 for the cash compensation corresponding to 80 percent of the amount that a Participant in the incentive programme shall pay for the warrants (not applicable in respect of Participants resident in the U.S.) and may also include additional social security costs and Medicare Tax in relation to the part directed to Participants resident in the U.S. (*i.e.* warrants of series 2024/2028:1B).

Social security costs for the cash compensation corresponding to 80 percent of the amount that a Participant in the incentive programme shall pay for the warrants (not applicable in respect of Participants resident in the U.S.) will vary depending on the jurisdiction of the relevant Participant and are appraised to a maximum of approximately SEK 1.4 million based on today's tax rates and a preliminary estimated market value of SEK 0.75 per warrant (please refer to "Approval of transfer of warrants to the Participants" below for more information regarding underlying assumptions with regard to the estimated market value).

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 2024/2028:1B) 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 1,718,795 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 462,837 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 1,120,276 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.

The appraised costs include potential new-recruits and has been based on the assumption that all new-recruits will be subject to U.S. taxation.

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 6,748,230 warrants, a total of 6,748,230 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 6.46 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 board members 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 100,000, are estimated to be up to approximately SEK 1.4 million. 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 0.12 (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 6,748,230 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	1,583,584	1.60%
20.00	2,874,745	2.86%

Preparation of the proposal

This proposal has been prepared by the board of directors together with external consultants. The final proposal has been presented by the board of directors.

Majority requirements

The proposed incentive programme is subject to the provisions in Chapter 16 of the Swedish Companies Act (Sw. Aktieföretagslagen (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 6,748,230 warrants of series 2024/2028:1 (of which no more than 5,029,435 warrants of series 2024/2028:1A and no more than 1,718,795 warrants of series 2024/2028:1B).
2. Each warrant entitles to subscription of one (1) new share in the company, each with a quotient value of SEK 0.0625. The maximum number of warrants under the proposed issue resolution may entail a share capital increase of SEK 421,764.375 of which SEK 314,339.6875 in relation to warrants of series 2024/2028:1A and SEK 107,424.6875 in relation to warrants of series 2024/2028:1B (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 and instructions from the company’s board of directors. 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 2024/2028:1A shall also be subject to the terms and conditions set forth in Schedule 1A and warrants of series 2024/2028:1B shall also be subject to the terms and conditions set forth in Schedule 1B.
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 board of directors of the company shall resolve upon allocation to Participants in accordance with the guidelines set forth below. The Participants' right to warrants shall be differentiated based on position, responsibility, and work performance in the Group. The Participants are divided into different categories. Only persons in the mentioned categories, or new recruits with similar positions and responsibility, shall be offered warrants. The board of directors shall have the right to decide on the persons to be included in the different categories and who shall be offered warrants subject to the guidelines set forth below and the overall intention with the incentive programme.

Category	Maximum number of warrants per Participant	Maximum number of warrants within the respective category
CEO	2,929,768	2,929,768
CFO	1,123,078	1,123,078
Other key individuals (around 18 individuals), including new recruits	341,806	2,695,384
Total		6,748,230

For Participants in other jurisdictions than Sweden, it is implied that transfer of warrants is legally possible and that transfer, in the board of directors' opinion, can be carried out with reasonable administrative and financial efforts. The board of directors shall have the right to adjust the terms of the Warrant Programme 2024/2028:1 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 2024/2028:1.
