



Notice to attend the Annual General Meeting of Bactiguard Holding AB

The shareholders of Bactiguard Holding AB (publ), company reg. no. 556822-1187 ("Bactiguard"), are hereby given notice to attend the Annual General Meeting (AGM) to be held on Tuesday, 14 May 2024 at 10 am at Posthuset 7A, Vasagatan 28 in Stockholm. Registration will commence at 9 am.

Right to participate and notice of intent to participate

Shareholders wishing to participate in the Annual General Meeting must:

- be recorded in the share register maintained by Euroclear Sweden AB ("Euroclear") on Friday 3 May 2024 ("the record date")
- provide notice to the company of their intent to participate in the shareholder meeting no later than Tuesday, 7 May 2024. Notice must be given by post to Bactiguard Holding AB (publ), "AGM 2024", Box 15, 146 21 Tullinge, or by e-mail: stamman@bactiguard.se. The shareholder's name, personal identification number or company registration number, address and telephone number and any accompanying assistants (maximum of two) must be stated in the notice.

Trustee-registered shares

Shareholders who have their shares trustee-registered through a bank or other nominee, for example have their shares in a depository, must - in addition to registering their postal vote – temporarily request the shares to be re-registered in their own name so that the shareholder is entered in the share register no later than on the record date on 3 May 2024. Such registration may be temporary (so-called voting rights registration) is to be requested with the trustee in accordance with the trustee's routines at such time in advance as decided by the trustee.

Voting rights registration made no later than Tuesday 7 May 2024 will be taken into account in the production of the share register as of the record date.

Power of attorney etc.

If participation takes place through a proxy or a representative of a legal entity, the original proxy, registration certificates and other authorization documentation should be sent to the company in due time at the above-stated address. A proxy form may be downloaded from the company's website at www.bactiguard.com.

Proposed agenda

1. Opening of the meeting
2. Election of Chairman of the meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of one or more persons to approve the minutes
6. Determination of whether the meeting was duly convened
7. Presentation of the annual report and auditor's report, the consolidated annual report and auditor's report for the Group and auditor's statement for remuneration to senior management
8. Statement by the CEO
9. Resolutions regarding
 - a. adoption of the income statement and balance sheet and the consolidated income statement and consolidated balance sheet
 - b. allocation of the Company's profit or loss according to the adopted balance sheet
 - c. discharge from liability for the members of the Board of Directors and the CEO
10. Resolution regarding the number of Directors of the Board and auditors
11. Determination of the fees to be paid to the directors of the board and the company's auditor
12. Election of Directors of the Board, Chairman of the Board, and auditor
13. Presentation and resolution of the remuneration report
14. Resolution on guidelines for remuneration of executive management
15. Resolution to authorize the Board of Directors to resolve to issue new shares, warrants or convertibles

16. Resolution on instructions for the nomination committee
17. Closing of the meeting

Proposals for resolutions

Item 2 – Election of a Chairman for the Annual General Meeting

The Nomination Committee proposes lawyer Magnus Lindstedt to be, or in the event of his absence, the one the nomination committee appoints, elected as Chairman of the Annual General Meeting.

Item 9b – Resolution regarding allocation of the company's loss according to the adopted balance sheet

The Board of Directors proposes that no dividend be paid for the financial year 2023.

Item 10 – Resolution regarding the number of Directors of the Board and auditors

The Nomination Committee has proposed that the number of Directors of the Board shall be five (5) and that Bactiguard should have a registered accounting firm as its auditor.

Item 11 – Determination of the fees to be paid to the Directors of the Board and the company's auditor

The Nomination Committee proposes that remuneration to Board members elected by the Annual General Meeting who are not employees of the Group (none of the nominated Board members are employed by the Company) will be paid in the following amounts: SEK 750 000 to the Chairman of the Board and SEK 400 000 to each of the additional four Board members. No specific remuneration is proposed for the work in the additional Committees.

The Nomination Committee's proposal entails a reduction of the Board's total fees by SEK 750,000.

The Nomination Committee proposes that fees will be paid to the company's auditor according to approved account.

Additional information on the Nomination Committee's proposals regarding remuneration is included in the Nomination Committee's statement.

Item 12 – Election of the Board of Directors, Chairman of the Board, and company auditor

The Nomination Committee proposes re-election of Thomas von Koch, Dr Richard Kuntz, Professor Anna Martling, Magdalena Persson and Jan Ståhlberg. Christian Kinch has declined re-election. As the Company has appointed a new permanent CEO with effect from the Annual General Meeting at the latest, the Nomination Committee further proposes that Thomas von Koch is re-elected as the Company's Chairman of the Board of Directors.

The Nomination Committee further proposes, as recommended by the Audit Committee, the re-election of the registered accounting firm Deloitte AB as the Company's auditor for the period until the close of the next Annual General Meeting. Deloitte AB has provided notice that Therese Kjellberg will continue as auditor in charge.

More information on the Nomination Committee's proposals regarding the Board of Directors and auditor is included in the Nomination Committee's statement, see below section "Documentation". The Bactiguard website also contains information on all proposed members.

Item 13 – Presentation and resolution of the remuneration report

The Board of Directors has compiled a remuneration report for 2023 and proposes to the AGM to approve the report. The remuneration report is included in the supporting resolution documentation which are held available ahead of the AGM according to the information below.

Item 14 – Resolution on guidelines for remuneration of executive management

The Board of Directors proposes that the Annual General Meeting resolves on the following guidelines for remuneration and other terms of employment for the executive management.

Executive Management refers to the CEO and other members of the executive management of Bactiguard. The guidelines shall apply to remuneration that is agreed upon, and changes made to already agreed remuneration, after the guidelines are adopted by the 2024 Annual General Meeting. The guidelines do not include remuneration decided by the General Meeting, such as Board fees and other remuneration to the Board.

The proposed new guidelines are essentially unchanged compared to the guidelines adopted by the Annual General Meeting 2020. Bactiguard has not received any comments from shareholders regarding the previous guidelines. The adjustment made relates to the company's sharpened strategy.

The guidelines' promotion of the company's business strategy, long-term interests, and sustainability

Bactiguard's strategy in brief is to develop safe and biocompatible technology to prevent medical device related infections. The company's unique technology is based on an ultra-thin noble metal coating that prevents bacterial adhesion and biofilm formation on medical devices. Bactiguard's infection prevention solutions decrease patient suffering, save lives, and unburden healthcare resources. They also fight against antimicrobial resistance. Bactiguard operates through license partnerships with leading global MedTech- companies that apply the technology on their medical devices. The company also has a portfolio of wound management products.

A prerequisite for the successful implementation of Bactiguard's business strategy and the safeguarding of its long-term interests, including its sustainability, is for the company to recruit and retain qualified employees. This requires the company to offer competitive remuneration. These guidelines enable the company to offer executive management a competitive total remuneration.

Variable cash remuneration covered by these guidelines shall aim to promote Bactiguard's business strategy and longterm interests, including its sustainability.

Types of remuneration, etc.

The total remuneration from Bactiguard to executive management shall be at market terms, reasonable and appropriate, and may consist of the following components: fixed salary, variable salary, pension and other benefits.

Executive Management shall be offered a fixed salary at market terms, which shall be determined based on the individual's area of responsibility and experience and shall be reviewed on an annual basis. Executive Management may, from time to time, be offered a variable salary at market terms. Such a variable salary must be designed with the purpose of promoting Bactiguard's business strategy, long-term interests, including its sustainability, and linked to predetermined and measurable criteria. Such a variable salary may not exceed 50 percent of the annual fixed salary.

Executive Management shall be entitled to pension benefits at market terms, typically fee-based (defined contribution) pension schemes. The pension premiums for defined contribution pension schemes may not exceed 30 percent of the fixed annual salary.

Other benefits for executive management may include access to a company car, wellness contributions, medical insurance, interest compensation linked to financing the acquisition of shares in Bactiguard, and other conventional benefits. Other benefits shall not constitute a substantial part of total remuneration. Premiums and other costs arising from such benefits may amount to a maximum of five percent of the annual fixed salary.

Employment conditions that are governed by rules other than Swedish rules, may be appropriately adjusted to comply with mandatory local rules and practice, and the general purpose of these guidelines should be met as far as possible.

Criteria for awarding variable cash remuneration

Any variable remuneration shall be linked to predetermined and measurable criteria which can be financial or non-financial. They may also be individualized, function- based, quantitative or qualitative objectives. The criteria and objectives shall be designed to contribute to Bactiguard's business strategy and long-term interests, including its sustainability.

The majority of the variable salary shall be linked to Bactiguard's sales, EBITDA and/or cash-flow, and thereby aligned with the company's long-term financial targets. The remaining part of the variable salary may be based on individual and function- based objectives.

To which extent the criteria for awarding variable cash salary have been satisfied shall be established/evaluated when the measurement period, one or several years, has ended. The Remuneration Committee is accountable for the assessment of variable cash salary to the CEO. The CEO is accountable for the assessment of variable cash salary to the other members of executive management. As regards financial targets, the assessment shall be based on the latest financial information disclosed by the company.

To the extent permitted under applicable laws and agreements, the Board of Directors is entitled to reclaim, fully or in part, any variable salary paid on incorrect grounds.

Termination of employment

The notice period for executive management may not exceed six months, if notice of termination of employment is made by the company. Any severance pay may not exceed the fixed annual salary for one year.

In addition, compensation for non-competition may be paid. Such remuneration shall only compensate for any loss of income resulting from the non-competition obligation and shall be based on the remuneration that the executive had at the time of termination of employment.

Share and share-related incentive plans

Resolutions regarding share-related incentive programs shall be adopted by the General Meeting. On an annual basis, the Board of Directors shall assess whether a long-term incentive program should be proposed to the General Meeting or not, and if so, whether amendments to these guidelines are required for this reason.

The decision-making process to review and implement the guidelines

The tasks of the Remuneration Committee include preparing the Board of Directors' proposed guidelines for remuneration and, where applicable, the Board of Directors' decision to deviate from these guidelines.

In preparing these remuneration guidelines, the total compensation for the company's employees has been taken into account. The components of the total compensation, the increase and development of the compensation over time have formed part of the decision criteria for the Remuneration Committee and the Board of Directors when evaluating the fairness of the guidelines and the limitations that follow.

The Board of Directors shall prepare a proposal for new guidelines at least every fourth year and submit it to the Annual General Meeting. The guidelines shall remain in force until new guidelines are adopted by the General Meeting. The Remuneration Committee shall – where applicable – also follow and evaluate programs for variable remuneration to Executive Management, the application of the guidelines for remuneration to Executive Management as well as current remuneration structures and levels of remuneration in the company.

These guidelines apply to agreements concluded after the General Meeting, and in the event that changes are made to existing agreements after this date. The Board of Directors shall be entitled to, temporarily, resolve to deviate from the guidelines, in whole or in part, if, in a specific case, there is special cause for the deviation and it is necessary to serve Bactiguard's long-term interests, including its sustainability, or to ensure the company's financial viability.

Item 15 Resolution to authorize the Board of Directors to resolve to issue new shares, warrants or convertibles

The board of directors proposes that the Annual General Meeting resolves to authorize the board of directors to, on one or more occasions before the next annual general meeting, resolve to issue new shares, warrants and/or convertibles as follows.

The issue may be made with or without deviation from the shareholders' preferential rights. By resolution on the basis of the authorization, a maximum number of shares may be issued by way of a new issue of shares, exercise of warrants and/or conversion of convertibles corresponding to 10 percent of the total number of outstanding shares in the company at the time of the general meeting's resolution on the authorization (which does not prevent convertibles from being associated with recalculation conditions which, if applied, may result in a different number of shares).

The authorization includes the right to decide on an issue with cash payment, payment in kind or payment by set-off and otherwise be able to be associated with conditions referred to in Chapter 2, Section 5, second paragraph 1-3 and 5 of the Swedish Companies Act. 5 § second paragraph 1-3 and 5 of the Swedish Companies Act.

A cash or set-off issue made with deviation from the shareholders' preferential rights shall be made on market terms. Upon exercise of the authorization, the assessment made in this regard shall be reported.

The reason for the proposal and the possibility to deviate from the shareholders' preferential rights is to allow flexibility in connection with capital raisings or possible acquisitions. When using the authorization, the assessment made in this respect regarding deviation from the shareholders' preferential rights must be reported.

The Board of Directors, or the person appointed by the board of directors, shall be entitled to decide on such minor amendments to the authorization decision as may be necessary in connection with the registration of the decision with the Swedish Companies Registration Office or due to other formal requirements.

Item 16 Resolution on instructions for the nomination committee

The Nomination Committee proposes a change in the instruction for the Nomination Committee whereby the sentence "The Chairman of the Board shall be co-opted without voting rights" in the first paragraph of the instruction is deleted. The Nomination Committee thus proposes the following instruction for the Nomination Committee.

The Nomination Committee shall comprise five members. The Chairman of the Board of Directors shall contact the five largest shareholders of the company, in terms of voting power, pursuant to Euroclear Sweden AB's print-out of the share register on 31 August. Each of these shareholders shall be afforded the opportunity, within a reasonable time, to appoint one member of the Nomination Committee. In the event that any of them fails to exercise their right to appoint a member, such right to appoint a member shall pass to the next largest shareholder in terms of voting power who has not already appointed a member to the Nomination Committee. The Chairman of the Nomination Committee shall be the member who represents the largest shareholder in terms of voting power, unless otherwise

agreed by the members.

The names of the members of the Nomination Committee shall be published as soon as the Nomination Committee has been appointed, but no later than six months prior to the next Annual General Meeting. The Nomination Committee is appointed for a term commencing from the time its composition is published until a new Nomination Committee has been appointed.

In the event of any change to the ownership structure of the company after 31 August but more than 12 weeks prior to the next Annual General Meeting, and provided that a shareholder after this change becomes one of the five largest shareholders of the company in terms of voting power and, submits a request to the Chairman of the Nomination Committee to be included in the Nomination Committee, such a shareholder shall be entitled, at the discretion of the Nomination Committee, either to appoint an additional member to the Nomination Committee or to replace the member appointed by the shareholder with less voting power after the change in ownership.

If a member appointed by a shareholder leaves the Nomination Committee during its term or if such a member is unable to fulfil its assignment, the Nomination Committee shall request the shareholder who has appointed the member to appoint a new member within a reasonable time. In the event that the shareholder fails to exercise its right to appoint a new member, the right to appoint such a member shall pass to the next largest shareholder in terms of voting power who has not already appointed a member to the Nomination Committee or waived their right to appoint a member to the Nomination Committee. Changes to the composition of the Nomination Committee shall be published immediately.

The Nomination Committee shall perform its duties in accordance with these instructions and applicable rules. The duties include, inter alia, submitting proposals for:

- Chairman of the Annual General Meeting
- Chairman and other members of the Board of Directors to be elected at the Annual General Meeting,
- fees payable to the Board of Directors, with a breakdown between the Chairman and other members of the Board of Directors, and any compensation for committee work,
- where applicable, election of auditors,
- fees payable to the auditors; and
- any changes in these instructions to the Nomination Committee to the extent deemed necessary.

The Nomination Committee has the right to incur costs for its work.

These instructions regarding the composition of the Nomination Committee and its work shall apply until otherwise resolved by a shareholder meeting.

OTHER INFORMATION

Majority requirement

To adopt valid resolutions of the shareholder meeting under items 15, the resolutions must be supported by shareholders representing not less than two thirds of the votes cast and the shares represented at the meeting.

Number of shares and votes

At the time of the publication of this notice, there were a total of 35,043,885 shares in Bactiguard and 71,043,885 votes in the company, in the form of 4,000,000 Class A shares each entitling the shareholder to 10 votes and 31,043,885 Class B shares each entitling the shareholder to one vote. The company does not hold any shares in treasury.

The right to obtain information

The Board of Directors and the CEO shall, upon request by any shareholder and provided the Board of Directors is of the opinion that such can occur without material harm to the company, provide information regarding any circumstances which may affect the assessment of a matter on the agenda, circumstances which may affect the assessment of the company's or a subsidiary's financial position, and the company's relationship to other Group companies and the Group accounts.

Shareholders who wish to submit questions in advance can do so to Bactiguard at the address below.

Documentation etc.

The Board's complete resolution, the Nomination Committee's resolution and justification, accounting documents, auditor's report, the auditor's opinion on whether the guidelines for remuneration to executive management adopted by the AGM, the Board's remuneration report and other AGM documents are available at Bactiguard at the address Alfred Nobels allé 150 Tullinge and on Bactiguard's website, www.bactiguard.com no later than Tuesday, April 23, 2024 and will be sent to the shareholders who request it from Bactiguard and state their address. The above-mentioned documents are also presented at the Annual General Meeting.

Processing of personal data

Bactiguard Holding AB (publ) is responsible for the processing of personal data carried out in connection with the Annual General Meeting. Information on how such personal data is processed can be found in the company's policy on the processing of personal data in connection with the Annual General Meeting, see: <http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>

Stockholm, April 2024

Bactiguard Holding AB (publ)

The Board of Directors

This is a translation of the Swedish version. In the event of deviations, the Swedish version available on the company's website applies, www.bactiguard.com.

About Bactiguard

Bactiguard is a global MedTech company developing safe and biocompatible technology to prevent medical device related infections. The company's unique technology is based on an ultra-thin noble metal coating that prevents bacterial adhesion and biofilm formation on medical devices. Bactiguard's infection prevention solutions decrease patient suffering, save lives, and unburden healthcare resources while also fighting against antimicrobial resistance, one of the most serious threats to global health and modern medicine. Bactiguard operates through license partnerships with leading global MedTech companies that apply the technology to their medical devices and sell them under their own brand or co-branded with Bactiguard. The company also has a portfolio of wound management products.

Bactiguard is headquartered in Stockholm and listed on Nasdaq Stockholm.

Read more about Bactiguard: www.bactiguard.com

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