

Notice of Annual General Meeting of Episurf Medical AB (publ)

This English translation of the notice is an unofficial translation of the Swedish original. In case of any discrepancies between the Swedish text and the English translation, the Swedish text shall prevail.

The shareholders in Episurf Medical AB (publ), 556767-0541 ("**Episurf**" or the "**Company**"), are hereby summoned to the Annual General Meeting on Monday, 10 May 2021 (the "**Meeting**"). Due to the Covid-19 pandemic and the restrictions that have been introduced to limit the spread of Covid-19, the Board of Directors has decided that the Meeting shall be held without the physical presence of shareholders, proxies or third parties and that shareholders shall have the opportunity to exercise their voting rights by post prior to the Meeting in accordance with Sections 20 and 22 of the Swedish Act on Temporary Exemptions to Facilitate the Execution of General Meetings in Companies and Associations.

VOTE AT THE MEETING

Shareholders who wish to exercise their voting rights at the Meeting must:

- be registered in the share register maintained by Euroclear Sweden AB on Friday, 30 April 2021 or, if the shares are registered in the name of a nominee, request that the nominee registers the shares in the shareholder's own name for voting purposes in such time that the registration is completed on Tuesday, 4 May 2021; and
- submit a postal vote in accordance with the instructions set out under the heading "*Instructions for voting by post*" in such time that the Company receives the postal vote no later than on Friday, 7 May 2021.

Instructions for voting by post

A digital form for postal voting is available via the web link provided on the Company's website, www.episurf.com, under the heading "General Meeting". The postal voting form must be received by the Company no later than on Friday, 7 May 2021. The submission of a postal voting form is considered as a notification of participation at the Meeting. Shareholders who are represented by a proxy holder shall submit a proxy form enclosed to the voting form. If the shareholder is a legal entity, a certificate of incorporation or a corresponding document shall be enclosed to the form.

A postal vote can be amended up to and including Friday, 7 May 2021 by submitting a new postal vote, whereby only the most recently received postal vote will be considered. Please contact support@postrosta.se for any questions regarding the digital postal voting.

The shareholder cannot give other instructions than to select one of the response options by each item listed in the form. If the shareholder has provided the form with special instructions or conditions, or changed or made additions to the printed text, the postal vote is invalid. Further instructions can be found in the postal voting form.

For questions about the Meeting or to receive a postal voting form or proxy form by post, please contact the Company by post at Episurf Medical AB (publ), "Annual General Meeting 2021", Karlavägen 60, SE-114 49 Stockholm, Sweden or send an e-mail to ir@episurf.com.

Personal data obtained from the share register and postal voting forms as well as information on proxies will be used for registration, preparation of the voting list for the Meeting and, where applicable, the minutes of the Meeting. For information about how your personal data is processed, please refer to the Privacy Policy available on Euroclear's website, <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagssammor-engelska.pdf>.

PROPOSED AGENDA

1. Opening of the Meeting
2. Election of Chairman of the Meeting
3. Preparation and approval of the voting list
4. Election of one or two persons to approve the minutes of the Meeting
5. Approval of the agenda
6. Determination of whether the Meeting has been duly convened
7. Presentation of the annual accounts and the auditor's report and the consolidated accounts and the auditor's report on the consolidated accounts
8. Resolution on:
 - a. adoption of the income statement and the balance sheet and the consolidated income statement and balance sheet,
 - b. allocation of the result of the Company in accordance with the adopted balance sheet, and
 - c. discharge of liability for the members of the Board of Directors and the CEO
9. Resolution on the number of members of the Board of Directors
10. Determination of fees for the members of the Board of Directors and the auditor
11. Election of members of the Board of Directors, Chairman of the Board of Directors and auditor
12. Resolution on Nomination Committee
13. Resolution on approval of remuneration report
14. Resolution regarding guidelines for remuneration to the senior management
15. Resolutions on
 - a. adoption of an incentive programme for certain employees
 - b. an issue of warrants of series 2021/2024(A) and approval of transfers of warrants of series 2021/2024(A)
16. Resolution on
 - a. adoption of an incentive programme to the CEO
 - b. an issue of warrants of series 2021/2024(B) and approval of transfers of warrants of series 2021/2024(B)
 - c. an issue of warrants of series 2021/2024(C) and approval of transfers of warrants of series 2021/2024(C)
17. Resolution on authorisation for the Board of Directors to resolve on new issues
18. Closing of the Meeting

PROPOSALS FOR RESOLUTIONS

Proposals from the Nomination Committee under items 2 and 9–12

The Nomination Committee, established in accordance with the principles adopted at the Annual General Meeting of 2020, makes the following proposals under items 2, 9, 10, 11 and 12.

- Gustav Skogö Nyvang, attorney-at-law, is proposed to be appointed as Chairman of the Meeting.
- The Board of Directors is proposed to consist of six members with no deputy members.
- Proposed re-election of Dennis Stripe, Christian Krüeger, Leif Ryd and Laura Shunk as well as election of Annette Brodin Rampe and Ulf Grunander as new members of the Board of Directors until the end of the next Annual General Meeting. Wilder Fulford has informed the Nomination Committee that he is not available for re-election.
- Proposed re-election of Dennis Stripe as Chairman of the Board of Directors until the end of the next Annual General Meeting.
- Total fees of SEK 1,300,000 (2020: SEK 1,100,000) are proposed to be paid to the Board of Directors, of which SEK 400,000 are proposed to be paid to the Chairman of the Board of Directors, SEK 200,000 are proposed to be paid to each of the board members Christian Krüeger, Laura Shunk, Annette Brodin Rampe and Ulf Grunander, and SEK 100,000 are proposed to be paid to the board member Leif Ryd. No fees are proposed to be paid for committee work.
- Proposed re-election of KPMG AB as auditor of the Company until the end of the next annual general meeting. Should the proposal be adopted, KPMG intends to appoint Duane Swanson as auditor in charge.
- Auditor's fees are proposed to be payable in accordance with approved invoice.

Ulf Grunander holds an economics degree from Stockholm University and previously served 23 years as CFO for Getinge Group. Mr. Grunander currently sits on the boards of Arjo AB, AMF Pensionsförsäkring AB, Lifco AB (publ) and Djurgården Hockey AB. Furthermore, he serves as Chairman of Djurgården Merchandise Handelsbolag. Mr. Grunander has held board assignments in several companies of the Getinge group and has also been a Chartered Accountant.

Annette Brodin Rampe holds a Master of Science degree in Chemical Engineering from Chalmers University of Technology and currently serves as the CEO of ImagineCare AB, a digital health monitoring platform. In addition to this, Ms. Brodin Rampe serves as the Chairwoman of Global Child Forum and sits on the Board of Ferronordic AB. She also acts as advisor to TechBuddy AB. Previously, Ms. Brodin Rampe served as CEO of Internationella Engelska Skolan and before that she was European Managing Partner of Brunswick Group, a strategy communications PR agency. Ms. Brodin Rampe has previously been the Chairwoman of Stillfront Group AB and sat on the Boards of, amongst others, PEAB AB and Ernströmgruppen AB.

The Nomination Committee proposes that the Meeting resolves on the following principles for appointing the Nomination Committee for the next Annual General Meeting.

The Nomination Committee shall consist of four members. The three, in terms of votes, largest shareholders/owner groups (the "**Largest Shareholders**") in the Company as of 31 August the year preceding the Annual General Meeting, according to the list of shareholders in the share register maintained by Euroclear Sweden AB or that in another way are proved to be one of the Largest Shareholders, are entitled to appoint one member of the Nomination Committee each. In addition, the Chairman of the Board of Directors shall be appointed as member of the Nomination Committee. The Chairman of the Board of Directors shall summon the Largest Shareholders by 15 October the year preceding the Annual General Meeting, at the latest. If any of these shareholders waive their right to appoint a member of the Nomination Committee, the next shareholder/owner group in order of size shall be given the opportunity to appoint a member of the Nomination Committee.

The CEO or any other person from the senior management shall not be a member of the Nomination Committee. The Chairman of the Board of Directors shall summon the Nomination Committee's first meeting.

The Chairman of the Board of Directors shall not be appointed Chairman of the Nomination Committee. The Nomination Committee's term of office extends until a new Nomination Committee is appointed. The composition of the Nomination Committee shall be made public no later than six months before the Annual General Meeting.

If it becomes known that a shareholder that has appointed a member of the Nomination Committee, as a result of changes in the said owner's shareholdings or due to changes in other owners' shareholdings, is no longer one of the Largest Shareholders, the committee member who was appointed by said shareholder shall, if the Nomination Committee so decides, resign and be replaced by a new member appointed by the shareholder who at the time is the largest registered shareholder that has not already appointed a member of the Nomination Committee.

If the registered ownership structure is otherwise significantly changed prior to the completion of the Nomination Committee's work, the composition of the Nomination Committee shall, if the Nomination Committee so decides, be changed in accordance with the above stated principles.

The Nomination Committee proposes that the Meeting resolves on the following instruction for the Nomination Committee's work ahead of the next Annual General Meeting.

Members of the Nomination Committee

Members of the Nomination Committee are to promote the common interests of all shareholders. The members of the Nomination Committee shall not unduly reveal the content and details of the discussions of the Committee. Each member of the Nomination Committee is to consider carefully whether there is any conflict of interest or other circumstance that makes membership of the Nomination Committee inappropriate before accepting the assignment.

The tasks of the Nomination Committee

The tasks of the Nomination Committee are, where applicable, to propose decisions to the shareholders' meeting on:

- election of Chairman for the shareholders' meeting
- number of members of the Board of Directors
- fees to members of the Board of Directors appointed by the shareholders' meeting, including remuneration for committee work
- auditor fees
- election of members of the Board of Directors and Chairman of the Board of Directors

- election of auditor
- principles for the appointment of the Nomination Committee
- instructions to the Nomination Committee

The composition of the Board of Directors

The Board of Directors is to have a composition appropriate to the Company's operations, phase of development and other relevant circumstances. The board members elected by the shareholders' meeting are collectively to exhibit diversity and breadth of qualifications, experience and background. The Company is to strive for gender balance on the board.

As part of the Nomination Committee's work on finding suitable candidates and assessing the need for complementary competence and to assess both the composition of the Board of Directors and the suitability of individual members, the Nomination Committee shall examine the internal board evaluation from the Chairman of the Board of Directors and each board member's own evaluation of the Board's overall competence, the work climate and the member's own competence.

Furthermore, the Board of Directors shall be ownership based and, at the same time, the need for independence from the Company, the Company's management and the Company's major shareholders shall be taken into account regarding the Board of Directors as a whole.

Members of the Board of Directors are to be appointed for a period extending no longer than to the end of the next Annual General Meeting. Deputies for directors elected by the shareholders' meeting are not to be appointed. Before the Nomination Committee nominates a candidate for the Annual General Meeting, the Nomination Committee shall conduct an assessment of the candidate's suitability, partly on the basis of an overall evaluation of the composition of the Board of Directors, and partly on the basis of an evaluation, among other things, of the candidate's character and theoretical and practical experience. Potential conflict of interest should also be taken into account. Furthermore, the candidate's ability to devote enough time on the board assignment shall be assessed.

Proposal for election of auditor

The Nomination Committee's proposal to the shareholders' meeting on the election of the auditor is to include the Audit Committee's recommendation (or that of the Board of Directors if it does not have an audit committee). If the proposal differs from the recommendation, the reasons for not following such recommendation are to be stated in the proposal.

Work of the Nomination Committee

The Company shall pay for reasonable costs that the Nomination Committee has considered to be necessary in order for the Nomination Committee to be able to complete its assignment.

The Nomination Committee is to issue a statement explaining its proposals with regard to the requirements concerning the composition of the Board of Directors contained in this instruction. The Committee is to provide specific explanation of its proposals with respect to the requirement to strive for gender balance. The statement is also to include an account of how the Nomination Committee has conducted its work.

The Nomination Committee is to notify its proposals and statements to the Company in sufficient time for it to be presented in the notice of a shareholders' meeting where the election of board members or auditors is to be held as well as published on the Company's website when the notice of the shareholders' meeting is issued.

At a shareholders' meeting where the election of board members or auditors is to be held, the Chairman of the Nomination Committee, or whoever the Chairman appoints, is to present the Nomination Committee's proposals and statements.

Furthermore, the Nomination Committee shall carry out the tasks assigned to it pursuant to the Swedish Corporate Governance Code.

Proposal under item 3; Preparation and approval of the voting list

The Board of Directors proposes that the register prepared by poströsta.se on behalf of the Company, based on the Company's share register and the postal votes received (and which is verified and approved by the person that is elected to verify the minutes of the Meeting) is approved as voting list for the Meeting.

Proposal under item 4; Election of one or two persons to approve the minutes of the Meeting

The Board of Directors proposes that the shareholder Max Mennfort or, if he is absent, any person appointed by the Board of Directors, is elected to attest the minutes of the Meeting.

The assignment to attest the minutes shall also include verifying the voting list and that the received postal votes are correctly reflected in the minutes of the Meeting.

Proposal under item 8 (b); Resolution on allocation of the result of the Company in accordance with the adopted balance sheet

The Board of Directors proposes that the Meeting resolves that Episurf shall not pay dividends for the financial year 2020.

Proposals under item 13; Resolution on approval of remuneration report

The Board of Directors proposes that Meeting resolves to approve the Board of Directors' remuneration report prepared in accordance with Chapter 8, Section 53a of the Swedish Companies Act.

Proposal under item 14; Resolution regarding guidelines for remuneration to the senior management

The Board of Directors of proposes that the Meeting resolves on the following guidelines for remuneration to senior executives.

The guidelines comprise the CEO and the other members of the senior management of the Company. Remuneration covered by the guidelines shall include salary and other remuneration to the senior executives. These guidelines shall not apply to any remuneration resolved upon or approved by the general meeting. Hence, these guidelines do not apply to share-based incentive programs or board fees to the Board members.

To the extent that a non-employed Board member elected by the general meeting performs work for the Company, besides the Board assignment, consultancy fees and other remuneration on market terms may be granted for such work. Decisions on consultancy fees and other remuneration to non-employed Board members elected by the general meeting are taken by the Remuneration Committee.

For employments governed by rules other than Swedish rules, pension benefits and other benefits may be duly adjusted for compliance with mandatory rules or established local practice, taking into account, to the extent possible, the overall purpose of these guidelines.

The guidelines' contribution to the Company's business strategy, long-term interests and sustainability

The business strategy of the Company is to provide orthopaedists with individualised, top-quality treatment alternatives via the Company's self-developed technology for image analysis, implant design and manufacturing. For more information on the business strategy, please refer to the Company's website, www.episurf.com. A prerequisite for the successful implementation of the Company's business strategy and safeguarding of its long-term interests, including its sustainability, is that the Company is able to recruit and retain qualified personnel. The Company shall therefore offer remuneration and other terms of employment that enables the Company to recruit and retain skilled executives with the experience and competence required. These guidelines enable the Company to offer the senior executives a competitive remuneration.

Types of remuneration

The remuneration shall be on market terms and be competitive, and may consist of the following components: fixed base salary, variable remuneration, pension benefits and other benefits such as company car. Additionally, the general meeting may resolve upon, *inter alia*, share-based remuneration.

Fixed base salary

Each senior executive shall receive a fixed base salary that enables the Company to attract and retain skilled employees. The fixed base salary shall be based on the senior executive's competence, responsibilities and performance.

Variable remuneration

The variable remuneration shall be linked to predetermined and measurable criteria which can be financial and non-financial. Financial criteria may relate to turnover, results, share price development and operational efficiency. Non-financial criteria may relate to clinical activities, personnel-related KPIs and quality-related KPIs. The variable remuneration is thereby linked to the Company's business strategy, long-term interests and sustainability. The criteria shall be established, assessed and re-evaluated annually. Out of the total variable remuneration, the starting point is that 50 per cent shall be based on financial criteria and 50 per cent based on non-financial criteria. The variable remuneration shall not amount to more than 50 per cent of the fixed base salary of the senior executive.

Pension benefits

The pension benefits of the senior executives shall be defined premium pension benefits, unless the senior executive is subject to defined-benefit pension in accordance with the provisions of a collective agreement. The pension premiums for defined contribution may not exceed 4.5 per cent of the annual fixed base salary up to 7.5 Income Base Amounts (Sw. *inkomstbasbelopp*) and 30 per cent of the annual fixed base salary exceeding 7.5 Income Base Amounts. Variable remuneration shall only be pensionable to the extent it is required pursuant to applicable provisions of a collective bargaining agreements. Pension benefits may not amount to more than 50 per cent of the fixed base salary of the senior executive.

Further, salary exchange shall be possible, allowing, e.g., senior executives to exchange parts of the monthly fixed salary against pension payments.

Other benefits

Remuneration to senior executive may consist of other benefits, for example company car and health insurance. These benefits may not amount to more than 30 per cent of the fixed salary of the senior executive.

Salary and employment conditions for employees

In the preparation of the board of directors' proposal for these remuneration guidelines, salary and employment conditions for employees of the Company have been taken into account by including information on the employees' total income, the components of the remuneration and increase and growth rate over time, in the Board of Directors' basis of decision when evaluating whether the guidelines and the limitations set out herein are reasonable.

Notice period and severance pay

The employment agreements between the Company and senior executives shall generally apply until further notice. If the Company terminates the employment of a senior executive, the notice period may not exceed 12 months. The fixed base salary during the notice period and severance pay may together not exceed an amount corresponding to the fixed base salary for a period of 24 months. When termination is made by the senior executive, the notice period may not exceed six months and may not include any right to severance pay.

Decision-making process

The Board of Directors has established a Remuneration Committee. The tasks of the Remuneration Committee includes the preparation of the Board of Directors' proposal for these guidelines. The Board of Directors shall prepare, and submit to the Annual General Meeting, a proposal for new guidelines at least every four years. The guidelines shall apply until new guidelines have been adopted by the Annual General Meeting. The Remuneration Committee shall further monitor and re-evaluate the variable remuneration programs for the senior executives, the application of the guidelines for salary and other remuneration to the senior executives, as well as the current remuneration structures and remuneration levels in Episurf. Senior executives shall not participate insofar as they are affected by the Board of Directors consideration of and decisions on remuneration-related issues.

Derogation from the guidelines

The Board of Directors may temporarily resolve to derogate from these guidelines, in whole or in part, if in a specific case there is special cause for such derogation and a derogation is necessary to serve the Company's long-term interests, including sustainability, or to ensure the Company's financial viability. As

indicated above, the tasks of the Remuneration Committee includes the preparation of decisions of the Board of Directors on remuneration-related issues, which includes decisions on deviations from the guidelines.

Proposals under item 15; Resolution on (a) adoption of an incentive programme for certain employees and (b) an issue of warrants of series 2021/2024(A) and approval of transfers of warrants of series 2021/2024(A)

Proposal under item 15(a); Resolution on adoption of an incentive programme for certain employees

General

The Board of Directors proposes that the Meeting resolves to adopt an incentive programme for certain employees of the Episurf group based on performance based employee stock options (the “**2021 Programme**”).

The 2021 Programme is proposed to provide the Company with a possibility to reduce the cash payments under the Company's cash based incentive programme for the financial year 2021, as further described below. Furthermore, the purpose with the proposal is also to achieve optimum alignment of interests between the employees and the shareholders in Company, to create conditions for retaining competent personnel to the Episurf group and to drive performance among the employees. The Board of Directors is of the opinion that the proposal is in favour of Episurf and its shareholders.

The 2021 Programme means that the members of the senior management (five persons) and certain other employees of the Episurf group (up to 15 persons) will, in accordance with the below, be allotted a certain number of performance based employee stock options (the “**Performance Options**”) free of charge, which are subject to performance targets that determine to what extent the participants may keep the Performance Options as further set forth below.

No more than 2,355,988 Performance Options will be issued. This implies a maximum dilution of approximately 1.0 per cent of the number of shares and votes in the Company as of the date of this notice. In accordance with the below, the Performance Options are subject to certain performance targets for the financial year 2021, which determine to what extent the employees are entitled to keep and exercise the Performance Options.

Allocation

The Performance Options are proposed to be allotted to the participants free of charge in accordance with the following:

- a. the CEO is allotted 785,499 Performance Options;
- b. the other members of the senior management (four persons) are allotted 886,346 Performance Options in total, of which no participant within this category may be allotted more than 250,355 Performance Options; and
- c. the other participants (up to 15 persons) are allotted 684,143 Performance Options in total, of which no participant within this category may be allotted more than 66,208 Performance Options.

Terms and conditions, purpose, etc.

Episurf applies a short-term cash based incentive programme for certain employees of the Episurf group, which means that such employees may receive a cash bonus in an amount corresponding to a certain number of monthly salaries based on the outcome of certain predetermined performance targets measured during a period of 12 months. The programme includes (i) the members of the senior management (five persons), who each may receive a cash bonus in a maximum amount corresponding to four or five monthly salaries, and (ii) certain other employees of Episurf (up to 15 persons), who each may receive a cash bonus in a maximum amount corresponding to one or two monthly salaries.

In order to reduce the cash payments under the cash based incentive programme for the financial year 2021 (the “**Performance Period**”), the Board of Directors proposes that Episurf shall be entitled to settle up to 50 per cent of any vested cash bonus for each participant of the cash based incentive programme with Performance Options instead of cash. The Performance Options (i.e. a total of 2,355,988) shall be allotted to the participants as soon as possible following the Meeting and no later than on 30 June 2021. The number of Performance Options to be allotted to the participants has been determined by dividing the amount of the total cash bonus that may be settled with Performance Options (assuming that the

maximum cash bonus becomes payable for all employees) with an amount of SEK 0.66, corresponding to the Performance Option's market value calculated according to the Black & Scholes formula taking into account relevant factors where a share price of SEK 3.45 has been used, corresponding to the average volume-weighted share price for the Company's share of series B on Nasdaq Stockholm during the period from and including 29 March 2021 up to and including 6 April 2021.

The Board of Directors of the Company shall, based on the degree of fulfilment of the performance targets for the cash based incentive programme during the Performance Period, be entitled to determine the extent to which (if any) of the allotted Performance Options may be kept and exercised by the employees to acquire shares of series B in the Company at the expiry of a vesting period of three years from the allotment of the Performance Options (the "**Vesting Period**"). The performance targets for the Performance Period includes (i) increase of sales in Episurf's core markets, (ii) increase in the number of clinical publications available for the Company's Episealer® technology, (iii) the degree of progress in clinical studies sponsored by the Company and (iv) the degree of progress within the Company's product development. Each participant and Episurf shall enter into an agreement which shall include detailed terms on the performance targets and the employees' right to keep and exercise the allotted Performance Options. The outcome of the performance targets and the number of Performance Options which can be exercised for acquisition of shares of series B in Episurf will be announced by Episurf ahead of the Annual General Meeting of 2022. The Board of Directors shall be entitled to adjust the performance targets if extraordinary events occur, whereby the adjustments shall aim to maintain appropriate target levels and not make it harder or easier to satisfy the performance targets.

Provided that a participant is still employed by the Episurf group at the expiry of the Vesting Period, each exercisable Performance Option entitles the employee to purchase one share of series B in the Company during a period of one year following the expiry of the Vesting Period. The price for the shares of series B shall be equal to an amount corresponding to 120 per cent of the average volume-weighted share price for the Company's share of series B on Nasdaq Stockholm during the period from and including 3 May 2021 up to and including 7 May 2021, provided however that the purchase price shall never be less than the quota value of the share.

The Performance Options may not be transferred or pledged. In case of special circumstances, the Board of Directors shall be authorised to resolve that Performance Options may be kept and exercised despite the fact that the employment in the Episurf group has ceased, for example due to illness.

The Board of Directors shall be entitled to make adjustments to the 2021 Programme if significant changes in the Episurf group, or its markets, result in a situation where the decided terms and conditions for exercising the Performance Options are no longer appropriate.

Proposal under item 15(b); Resolution on an issue of warrants of series 2021/2024(A) and approval of transfers of warrants of series 2021/2024(A)

To ensure delivery of shares to holders of the Performance Options, the Board of Directors proposes that the Company shall issue a maximum of 2,355,988 warrants of series 2021/2024(A) (the "**Hedge Warrants**"). The right to subscribe for the Hedge Warrants shall, with deviation from the shareholders' preferential rights, belong to Episurf Operations AB (the "**Subsidiary**"), a wholly-owned Swedish subsidiary of the Company.

The Hedge Warrants shall be issued to the Subsidiary without compensation and subscription shall take place on a separate subscription list no later than on 30 June 2021.

Each Hedge Warrant entitles the holder to subscribe for one new share of series B in the Company during the period from and including 1 July 2024 up until and including 30 June 2025. The subscription price shall be equal to an amount corresponding to 120 per cent of the volume-weighted average of the price for the Company's share of series B on Nasdaq Stockholm during the period from and including 3 May 2021 up to and including 7 May 2021. The increase of the Company's share capital will, upon exercise of the Hedge Warrants, amount to not more than approximately SEK 707,394.66 calculated as of the date of this notice.

The Board of Directors finally proposes that the Meeting approves that up to 2,355,988 Hedge Warrants during the period from and including 1 July 2024 up until and including 30 June 2025 are transferred by the Subsidiary to participants in the 2021 Programme or to third parties in order to ensure delivery of shares of series B pursuant to the Performance Options.

Majority requirements, etc.

The Board of Directors' proposals for resolution pursuant to items 15(a)–(b) above constitute a "package", since the proposals are dependent on and strongly tied to each other. On account of this, it is proposed that the Meeting only pass one resolution in relation to the above-mentioned proposals with observance of the majority rules that are stated in Chapter 16 of the Swedish Companies Act, meaning that the resolution must be supported by shareholders representing at least nine-tenths of both the votes cast and of the shares represented at the Meeting.

Proposal under item 16; Resolution on (a) adoption of an incentive programme for the CEO, (b) an issue of warrants of series 2021/2024 (B) and approval of transfer of warrants of series 2021/2024 (B), and (c) an issue of warrants of series 2021/2024 (C) and approval of transfer of warrants of series 2021/2024 (C).

Proposal under item 16(a); Resolution on adoption of an incentive programme for the CEO

General

The Board of Directors proposes that the Meeting resolves to adopt an incentive programme for the CEO of the Company, which entitles the CEO to acquire warrants of series 2021/2024 (B) (the "**Incentive Warrants**"), and be allotted employee stock options (the "**Stock Options**") free of charge (the "**CEO Programme**").

The Board of Directors of the Company proposes that the Meeting adopts the CEO Programme to award Pål Ryfors for his extraordinary efforts for the Company and its shareholders, and to create a continued long-term engagement with the CEO for the future development of the Company's business. The proposed CEO Programme is a one-off programme that is limited in time and tied to the current CEO of the Company. The Board of Directors is of the opinion that the Programme is favourable for Episurf and its shareholders.

The CEO Programme entails that a maximum of 2,012,609 shares of series B in the Company ("**B-Shares**") may be issued to the CEO. In addition, the Company will issue 230,225 warrants to hedge costs, primarily social security contributions, relating to the Stock Options which may entail that an additional 230,225

B-Shares are issued. Accordingly, the CEO Programme may entail that a maximum of 2,242,834 B-Shares are issued, corresponding to a maximum dilution of approximately 1.0 per cent of the total number of shares and votes in the Company as of the date of this notice. In accordance with the below, a prerequisite of the right to exercise the Incentive Warrants and the Stock Options is that the CEO remains employed by the Episurf group during the vesting period of the Incentive Warrants and the Stock Options, respectively. As further set forth below, the Stock Options are also subject to certain performance conditions for the financial years 2021–2023, which determine to what extent the CEO is entitled to exercise the Stock Options.

Incentive Warrants

The CEO will be entitled to acquire 1,651,427 Incentive Warrants at a price (premium) corresponding to the Incentive Warrants' market value calculated according to the Black & Scholes formula, which is payable by the CEO when the CEO acquires the Incentive Warrants. The CEO will receive a cash bonus from the Company to finance the acquisition of the Incentive Warrants. The amount of the bonus will correspond to the total price for the Incentive Warrants, excluding the tax payable by the CEO on the bonus amount, meaning that the CEO will finance such part of the total price for the Incentive Warrants that corresponds to the income tax. The cash bonus will be paid out in three equal instalments as forth below, provided that the CEO remains employed by the Episurf group.

- 1/3 of the cash bonus is payable in connection with the CEO's acquisition of the Incentive Warrants;
- 1/3 of the cash bonus is payable one year after the date of the CEO's acquisition of the Incentive Warrants; and
- 1/3 of the cash bonus is payable two years after the date of the CEO's acquisition of the Incentive Warrants.

The Incentive Warrants will, following a three-year vesting period, entitle the CEO to subscribe for B-Shares at a subscription price per B-Share that corresponds to the quota value of the share. The CEO will be entitled to acquire a maximum of 1,651,427 Incentive Warrants, which will entitle the CEO to subscribe for a number of B-Shares in the range of 0–1,279,875 B-Shares, depending on the development of the

share price of the Company's B-Share compared to the current share price of the B-Share. The number of B-Shares that the Incentive Warrants will entitle to subscription for will be calculated so that the value of this number of shares corresponds to the difference between the price of the share at the time of subscription less the current share price of the B-Share calculated as 120 per cent of the volume-weighted average of the price for the Company's B-Share on Nasdaq Stockholm during the period from and including 3 May 2021 up to and including 7 May 2021 (the "**Calculation Period**"). The total of number of shares that the CEO may subscribe for by exercising the Incentive Warrants is however capped at 1,279,875 B-Shares. Below are some examples on the number of B-Shares that the Incentive Warrants may entitle to subscription for depending on the share price at the time of subscription.

Share price at the time of subscription of B-Shares by exercising Incentive Warrants	Number of B-Shares that may be subscribed for by exercising Incentive Warrants	Dilution (calculated as of the date of the notice)
6.86	661,131	0.30%
8.00	802,248	0.36%
14.00	1,166,182	0.52%

n three weeks prior to the Meeting.

Stock Options

The following conditions shall apply to the Stock Options.

- The CEO shall be allotted no more than 732,734 Stock Options.
- The Stock Options shall be allotted to the CEO free of charge as soon as possible following the Meeting and no later than 30 June 2021.
- Each Stock Option entitles the CEO to purchase one B-Share in the Company during the period from and including 1 July 2024 up until and including 30 June 2025 at a purchase price corresponding to 120 per cent of the volume-weighted average price for the Company's B-Share on Nasdaq Stockholm during the Calculation Period. However, the purchase price shall never be less than the quota value of the share.
- The right to acquire B-Shares is conditional upon that the CEO remains employed by the Episurf group at the end of a three-year vesting period from and including the date of the allocation of the Stock Options. In case of special circumstances, the Board of Directors shall be authorised to resolve that Stock Options may be kept and exercised despite the fact that the employment in the Episurf group has ceased, for example due to illness.
- A prerequisite for entitlement to acquire B-Shares based on the Stock Options is that the performance conditions set forth below have been satisfied.
- The Stock Options may not be transferred or pledged.

Performance conditions

In addition to the condition that the CEO remains employed in the Episurf group at the end of the vesting period, the Stock Options will be subject to performance conditions. The performance conditions shall be measured during the financial years 2021–2023 and be determined by the Board of Directors of the Company. The performance conditions include (i) increase of sales in Episurf's core markets, (ii) increase in the number of clinical publications available for the Company's Episealer® technology, (iii) the degree of progress in clinical studies sponsored by the Company and (iv) the degree of progress within the Company's product development (the "**Performance Conditions**").

The CEO's right to exercise the Stock Options to acquire B-Shares depends on the degree of fulfilment of the established Performance Conditions, in relation to a range determined by the Board of Directors. The outcome will be measured linearly and should the minimum level of the range not be reached, no Stock Options will be exercisable. The Board of Directors shall be entitled to adjust the levels of the Performance Conditions if extraordinary events occur, whereby the adjustments shall aim to maintain appropriate target levels and not make it harder or easier to satisfy the Performance Conditions.

Information about the outcome of the Performance Conditions will be provided ahead of the annual general meeting of 2024.

Proposal under item 16(b); Resolution on an issue of warrants of series 2021/2024 (B) and approval of transfer of warrants of series 2021/2024 (B)

The Board of Directors proposes that that the Company shall issue a maximum of 1,651,427 Incentive Warrants as follows:

- The right to subscribe for the Incentive Warrants shall, with deviation from the shareholders' preferential rights, belong to Episurf Operations AB (the "**Subsidiary**"), a wholly-owned Swedish subsidiary of the Company.
- The Incentive Warrants shall be issued to the Subsidiary free of charge.
- Subscription shall take place on a separate subscription list no later than on 4 June 2021. The Board of Directors has the right to extend the subscription period.
- The Incentive Warrants will entitle the holder to subscribe for a maximum of 1,279,875 B-Shares calculated in accordance with the terms and conditions of the Incentive Warrants.
- The subscription price for one B-Share shall correspond to the quota value of the Company's shares.
- The complete terms and conditions for the Incentive Warrants will be made available on the Company's website no later than three weeks prior to the Meeting. As set forth in the terms and conditions for the Incentive Warrants, the subscription price and the number of B-Shares for which an Incentive Warrant entitles subscription, may be recalculated in certain cases.
- The increase of the Company's share capital will, upon exercise of the Incentive Warrants, amount to no more than approximately SEK 495,847.45 calculated as of the date of this notice.

Furthermore, the Board of Directors proposes that the Meeting resolves to approve that the Subsidiary transfers no more than 1,651,427 Incentive Warrants to the CEO of the Company on the following terms and conditions.

The Incentive Warrants shall be transferred against cash payment at market price established in accordance with the Black & Scholes valuation model. Allotment of the Incentive Warrants shall take place no later than 30 June 2021. In connection with the transfer of the Incentive Warrants to the CEO, the Company shall reserve the right to repurchase the Incentive Warrants if the CEO's employment with the Episurf group is terminated or if the CEO wishes to transfer his Incentive Warrants.

Proposal under item 16(c); Resolution on an issue of warrants of series 2021/2024 (C) and approval of transfer of warrants of series 2021/2024 (C)

In order to ensure delivery of B-Shares to the CEO under the Stock Options as well as to hedge ancillary costs, primarily social security contributions, the Board of Directors proposes that the Meeting shall resolve upon a directed issue of a maximum of 962,959 warrants of series 2021/2024(c) ("**Hedge Warrants**") as well as an approval of transfer of Hedge Warrants as follows.

- The right to subscribe for the Hedge Warrants shall, with deviation from the shareholders' preferential rights, belong to the Subsidiary.
- The Hedge Warrants shall be issued to the Subsidiary free of charge.
- Subscription shall take place on a separate subscription list no later than on 4 June 2021. The Board of Directors has the right to extend the subscription period.
- Each Hedge Warrant entitles the holder to subscribe for one new B-Share in the Company during the period from and including 1 July 2024 up until and including 30 June 2025.
- The subscription price for one B-Share shall be equal to an amount corresponding to 120 per cent of the volume-weighted average of the price for the Company's B-Share on Nasdaq Stockholm during the Calculation Period. However, the subscription price shall never be less than the quota value of the share.
- The complete terms and conditions for the Hedge Warrants will be made available on the Company's website no later than three weeks prior to the Meeting. As set forth in the terms and conditions for the Hedge Warrants, the subscription price and the number of B-Shares for which a Hedge Warrant entitles subscription, may be recalculated in certain cases.
- The increase of the Company's share capital will, upon exercise of the Hedge Warrants, amount to no more than approximately SEK 289,132.23 calculated as of the date of this notice.

Furthermore, the Board of Directors proposes that the Meeting resolves to approve that the Subsidiary transfers up to 732,734 Hedge Warrants during the period from and including 1 July 2024 up until and including 30 June 2025 to the CEO in order to ensure delivery of B-Shares pursuant to the Stock Options, or in any other way dispose of the Hedge Warrants in order to be able to secure the Company's commitments and costs in relation to the Stock Options. The Board of Directors shall not have the right to dispose of the Hedge Warrants for any other purpose than to secure the Company's commitments and costs in connection with the Stock Options.

Majority requirements and conditions, etc.

The Board of Directors' proposals for resolution pursuant to items 16(a)–(c) above constitute a "package", since the various proposals are dependent on and strongly tied to each other. On account of this, it is proposed that the Meeting only pass one resolution in relation to the above-mentioned proposals with observance of the majority rules that are stated in Chapter 16 of the Swedish Companies Act, meaning that the resolution must be supported by shareholders representing at least nine-tenths of both the votes cast and of the shares represented at the Meeting.

Proposal under item 17; Resolution on authorisation for the Board of Directors to resolve on new issues

The Board of Directors proposes that the Meeting authorises the Board of Directors to, during the period until the next Annual General Meeting, on one or more occasions, with or without deviation from the shareholders' preferential rights, resolve on new issues of shares, convertibles and/or warrants in the Company. The authorisation shall be limited whereby the Board of Directors may not resolve to issue shares, convertibles and/or warrants that, on a fully diluted basis, represent more than 20 per cent of the total number of shares in the Company.

Payment may, except for in cash, be made in kind, by right of set-off or otherwise against markets terms according to the Board of Directors' assessment on a case-by-case level.

The Board of Directors or a person appointed by the Board of Directors is authorised to make minor adjustments to the resolution that may be necessary in connection with the registration of the resolution with the Swedish Companies Registration Office or due to other formal requirements.

A valid resolution under this item must be supported by shareholders representing at least two-thirds of the votes cast as well as the shares represented at the Meeting.

MISCELLANEOUS

On the date of this notice, the total number of shares in Episurf is 222,040,543, of which 971,024 are shares of series A with three votes each, and 221,069,519 are shares of series B with one vote each. Accordingly, the total number of votes amounts to 223,982,591. The Company does not hold any shares in treasury.

The Nomination Committee's complete proposals are available at the Company's website, www.episurf.com, and at the Company's head office at Karlavägen 60, SE-114 49 Stockholm, Sweden. The annual report and the auditor's report are available to the shareholders on the Company's website and at the Company's head office. A form of power of attorney as well as the remuneration report and the Board of Directors' complete proposals and reports prepared in accordance with the Swedish Companies Act will no later than on Monday, 19 April 2021 be available to the shareholders on the Company's website and at the Company's head office. All documents will also be sent free of charge to those shareholders who so request and provide the Company with their address.

A share register reflecting the shareholdings in the Company as of Friday, 30 April 2021 and voting registrations of shares registered in the name of a nominee made no later than on Tuesday, 4 May 2021 will be made available at the Company at Karlavägen 60, SE-114 49 Stockholm, Sweden prior to the Meeting.

Shareholders that wish to request information pursuant to Chapter 7, Section 32 of the Swedish Companies Act shall do so by submitting the request in writing by post to Episurf Medical AB (publ), Att. Veronica Wallin, Karlavägen 60, SE-114 49 Stockholm, Sweden or by e-mail to the Company at ir@episurf.com, by Friday, 30 April 2021, at the latest. The information will be made available at the Company at Karlavägen 60, SE-114 49 Stockholm, Sweden and the Company's website, www.episurf.com, by Wednesday, 5 May 2021, at the latest. Within the same time, the information will be sent free of charge to shareholders who so request and inform the Company of their address.

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Stockholm in April 2021

The Board of Directors

www.episurf.com

For more information, please contact:

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About Episurf Medical

Episurf Medical is endeavoring to bring people with painful joint injuries a more active, healthier life through the availability of minimally invasive and individualised treatment alternatives. Episurf Medical's Episealer® individualised implants and Epiguide® surgical drill guides are developed for treating localised cartilage injury in joints. Episurf Medical's µiFidelity® system enables implants to be cost-efficiently tailored to each individual's unique injury for the optimal fit and minimal intervention. Episurf Medical's head office is in Stockholm, Sweden. Its share (EPIS B) is listed on Nasdaq Stockholm. For more information, go to the company's website: www.episurf.com.