

## Notice of Annual General Meeting in Sedana Medical AB (publ)

The shareholders in Sedana Medical AB (publ) are hereby summoned to attend the Annual General Meeting on Tuesday 22 May 2018 at 4 p.m. at Erik Penser Bank, Apelbergsgatan 27, Stockholm. Registrations starts 15:30 CET.

### Participation

Shareholders who wish to attend the Annual General Meeting must be listed as shareholders in the register kept by Euroclear Sweden AB on Wednesday, May 16, 2018, and must notify the company of their intention to participate in the meeting no later than Wednesday, May 16, 2018 at the following address: Sedana Medical AB (publ), Berga Backe 2, 182 53 Danderyd, Sweden. The registration can also be done by telephone +46 (0) 8- 124 05 200 or by e-mail to corp@sedanamedical.com. In the registration, name, address, telephone number (daytime), person / organization number, shareholding and information about possible representatives / assistants must be stated. There are a total of 17,280,538 shares and votes in Sedana Medical AB (publ). Shareholders represented by proxy shall issue a written, day-to-day power of attorney for the proxy or, should the right to vote for the shares be divided among different representatives, the representatives, together with information on the number of shares each representative is entitled to vote for. If the power of attorney is issued by a legal entity, a certified copy of the registration certificate or equivalent of the legal entity evidencing the authority to issue the proxy, shall be appended. The original power of attorney and any registration certificate should be sent to the company well before the meeting at the above address. Proxy form is available on the company's website, www.sedanamedical.com. Shareholders who have registered in a nominee register by bank or securities depository must, in order to be entitled to participate in the meeting, register the shares in their own name. Such registration, which may be temporary, must be duly effected in the share register maintained by Euroclear Sweden AB on Wednesday, May 16, 2017, which means that the shareholders must notify the nominees well in advance of this date. Shareholders are reminded of their right to request information under Chapter 7. Section 32 of the Swedish Companies Act.

### 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 two persons to approve the minutes of the meeting
5. Determination of whether the meeting has been duly convened
6. Approval of the agenda
7. Presentation of the annual report and the auditor's report, the consolidated accounts and the consolidated audit report
8. Statement by the CEO, Christer Ahlberg
9. Resolution on approval of the statement of income and balance sheet and consolidated income statement and consolidated balance sheet.
10. Resolution on allocation of the company's earnings according to the established balance sheet
11. Resolution on discharge from liability of the members of the Board of Directors and the Managing Director
12. Determination of fees to the Board of Directors and the Auditor
13. Determination of the number of Board members and, where applicable, deputy members, as well as the number of auditors and any deputy auditors
14. Election of Board of Directors and Auditor and any deputy members
15. Resolution on principles for appointment and instruction regarding nomination committee
16. Resolution regarding authorization for the Board of Directors to issue new shares
17. Closing of the Meeting

### Proposition for resolutions

#### Resolution on allocation of the company's result (item 10)

The board of directors proposes that the company's results shall be carried forward.

#### Board etc. (item 2 and 12–14)

Nomination Committee, consisting of:

- Karl Tobieson, Chairman of the Nomination Committee and representing Linc AB
- Sten Gibeck, owner and board member of Sedana Medical AB (publ)
- Ola Magnusson, owner and board member of Sedana Medical AB (publ)
- Tony McCarthy, representing Michael Ryan

Proposes the following:

- Thomas Eklund to be elected chairman of the meeting (*item 2*).
- The Board of Directors shall consist of six (6) members and no deputies. The Company shall have one Auditor and no deputy auditors. (*item 13*).
- A total fee to the Board of Directors of SEK 525,000, of which SEK 225,000 to the Chairman of the Board, SEK 50,000 each to Sten Gibeck, Bengt Julander, Ola Magnusson and Michael Ryan, and SEK 100,000 to Eva Walde. (*item 12*).
- Fees to the auditor in accordance with the approved invoice. (*item 12*).
- Re-election of the board members Thomas Eklund, Sten Gibeck, Bengt Julander, Ola Magnusson och Michael Ryan and election of Eva Walde as new member of the board (*item 14*). Further information regarding the proposed board members to be found at [www.sedanamedical.com](http://www.sedanamedical.com).
- Re-election of Thomas Eklund as Chairman of the Board (*item 14*).
- Re-election of R3 as an audit company with mandate until the 2019 Annual General Meeting (*item 14*).

#### **Principles for the appointment of the Nomination Committee and instructions for the Nomination Committee (item 15)**

It is proposed that the AGM decides to establish principles for the appointment of the Nomination Committee in accordance with the following.

##### ***Principles of determination***

The chairman of the board shall, by the end of the third quarter of Sedana Medical's financial year each year, ensure that the company's voting three largest shareholders or ownership groups are invited to each appoint each member to be included in the nomination committee. The reconciliation is based on Euroclear Sweden AB's shareholder list (owner group) as of the last banking day in September or any other evidence that shareholders or group of owners at this time report as evidence of their shareholding. Where one or more shareholders refrain from appointing a member of the Nomination Committee, one or more of the following shareholders in ownership shall be offered to appoint a member of the Nomination Committee. However, no more than five additional shareholders need not to be contacted, unless the Chairman of the Board finds that there are special reasons for this. When shareholders are contacted with a request for the appearance of a member of the Nomination Committee, the Chairman of the Board shall make the necessary rules of procedure such as the latest response date, etc.

The Nomination Committee shall consist of a total of at least three members, including the Chairman of the Board, which is included in the Nomination Committee and convenes the first meeting of the Nomination Committee.

The composition of the Nomination Committee shall be published as soon as it has been appointed. The chairman of the nomination committee shall, unless the members agree otherwise, be the member appointed by the largest shareholder. However, the Chairman of the Board or other Board member shall not be the Chairman of the Nomination Committee. The Nomination Committee shall hold its mandate until a new Nomination Committee has been appointed. Fees shall not be paid to members of the Nomination Committee. The member shall leave the nomination committee if the shareholder who appointed this member no longer has substantially the same ownership interest as when the member was appointed. If the Nomination Committee subsequently ceases to have at least three members, the Chairman of the Board shall act for a new member to be appointed according to the principles stated above. However, if there are no special reasons, no changes shall be made to the composition of the Nomination Committee if only minor changes in the voting number have taken place or the change occurs later than two months before the AGM.

Shareholders who appoint a member of the Nomination Committee are entitled to vacate such a member and appoint a new member of the Nomination Committee.

##### ***Nomination Committee assignment***

The Nomination Committee shall prepare and propose to the Annual General Meeting:

- election of chairman of the meeting
- election of the chairman or members of the board of directors in the company's board of directors
- election of auditor and, if applicable, auditor's deputy
- proposals for remuneration to the chairman, board members, auditor and, where appropriate, committee work

- principles for the election of the nomination committee

The Chairman of the Board shall appropriately inform the Nomination Committee of information about the Board's competence profile and working methods.

#### ***Meetings***

The Nomination Committee shall meet when required to fulfill its duties, at least twice a year. Notice of attendance is issued by the Chairman of the Nomination Committee (except for the first meeting convened by the Chairman of the Board). The member may request that the Nomination Committee be convened.

The nomination committee is to decide if at least half of the members participate. However, decisions in cases may not be taken, as far as possible, all members could participate in the matter. The decision of the Nomination Committee applies to the opinion for which more than half of the members present vote, or, in the same number of votes, the meaning of the nomination committee's chairman.

An account of the Nomination Committee's work in the form of proposals and opinions from the Nomination Committee shall be published on the Company's website in good time before the Annual General Meeting.

#### ***Changes to these instructions***

The Nomination Committee shall regularly evaluate these instructions and the nomination committee's work and submit to the Annual General Meeting proposals for such changes to this instruction deemed appropriate by the Nomination Committee.

#### **Authorization for the board to resolve on new issue of shares (item 16)**

The Board of Directors proposes that the Annual General Meeting authorizes the Board to resolve on a number of occasions prior to the next Annual General Meeting, with or without prejudice to shareholders' preferential rights, a new issue of shares which, in aggregate, does not exceed 15 percent of the total number of outstanding shares after use of the authorization. A new issue may be issued with or without notice regarding the amount, offsetting or other conditions referred to in Chapter 13, Section 5, first paragraph, 6 of the Swedish Companies Act. The purpose of the authorization is to give the board flexibility in the work to ensure that the company can be appropriately allocated capital for the financing of the business, business or product acquisition, and to enable the company's ownership base to be broadened.

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The annual report and other supporting documentation for resolutions will be available at the company's offices, Sedana Medical AB (publ), Berga Backe 2, 182 53 Danderyd, and on [www.sedanamedical.com](http://www.sedanamedical.com), no later than three weeks prior to the meeting and will be sent to shareholders who so request and provide their postal address. All of the above documents will also be presented at the meeting. This notice is a translation of a Swedish notice and in case of any deviations between the both language versions, the Swedish version shall prevail.

Stockholm, April 2018, Sedana Medical AB (publ)  
The Board of Directors