

## **The nomination committee's complete resolution proposal in respect of principles for the appointment of and instructions for the nomination committee (item 15)**

The nomination committee of Sedana Medical AB (publ), reg. no. 556670-2519, proposes that the annual general meeting resolves to establish principles for the appointment of and instructions for the nomination committee in accordance with the below.

### *Principles for the appointment of the nomination committee*

The chairman of the board of directors shall, as soon as possible after the end of the third quarter each year, ensure that the company's three largest shareholders or shareholder groups are offered to appoint one member each to the nomination committee. The reconciliation shall be based on Euroclear Sweden AB's share register (by group of shareholders) as of the last banking day of September, and/or such other documentation shareholders or group of shareholders present as evidence of their shareholding. If one or more shareholders refrain from appointing a member of the nomination committee, the next largest shareholder by votes shall be offered to appoint a member of the nomination committee, and so forth. More than five additional shareholders need however not be contacted, unless the chairman of the board of directors find that there are specific reasons therefore. When a shareholder is contacted with a request of appointment of a member of the nomination committee, the chairman of the board of directors shall set forth necessary rules of procedure such a last day to respond, etc.

The chairman of the board of directors shall be co-opted at the nomination committee's meetings, and the chairman of the board of directors shall convene the first meeting of the nomination committee.

The composition of the nomination committee shall be made public as soon as it has been appointed. The chairman of the nomination committee shall, unless the members agree otherwise, be the member who represents the largest shareholders by votes. However, the chairman or another member of the board of directors shall not be the chairman of the nomination committee. The nomination committee shall hold its mandate until a new nomination committee is appointed.

### *Changes to the composition of the nomination committee*

If there are changes in the ownership among the largest shareholders by votes, and a shareholder who has not already been offered the right to appoint a member of the nomination committee thereby becomes a larger shareholder by votes compared to one or more of the shareholders who have appointed a member of the nomination committee, the nomination committee shall, if requested by the shareholder in question, resolve that the member of the nomination committee appointed by the smallest shareholder by votes, after the change in ownership, shall be dismissed and replaced by a member appointed by the new larger shareholder. If a newly larger shareholder wishes to appoint a member of the nomination committee, the shareholder shall notify the chairman of the nomination committee. The notification shall include the name of the person that the shareholder wishes to appoint as member of the nomination committee. However, unless there are specific reasons therefore, no changes shall be made to the composition of the nomination committee if the change in shareholding takes place later than two months prior to the annual general meeting. A shareholder that has become one of the three largest shareholders by votes after such time shall however, if the change in ownership is material, have the right to appoint a person who may take part in the work of the nomination committee and participate at its meetings.

A member of the nomination committee who wishes to resign prematurely from its engagement shall notify the chairman of the nomination committee (or, if the chairman of the nomination committee shall be replaced, the chairman of the board). If a member of the nomination committee resigns its engagement prematurely, the

shareholder who appointed the member shall be offered to appoint a new member. If said shareholder is no longer one of the three largest shareholders by votes, another shareholder shall be offered to appoint a member in accordance with the abovementioned procedure. If no new member is appointed by the offered shareholder, the offer to appoint a member of the nomination committee shall pass on. Such offer shall be made to the next largest shareholder by votes (i.e. first to the largest shareholder by votes who has not already appointed a member of the nomination committee or abstained from the right to do so, and thereafter to the second largest shareholder by votes who has not already appointed a member of the nomination committee or abstained from the right to do so, etc.). The procedure shall continue until the nomination committee is complete. Not more than five additional shareholders need however not be contacted, unless the chairman of the nomination committee or chairman of the board (as applicable) considers there to be specific reasons therefore.

A shareholder who has appointed a member of the nomination committee has the right to dismiss such member and appoint a new member of the nomination committee.

Changes to the composition of the nomination committee shall be published as soon as they have taken place.

#### *The duties of the nomination committee*

Prior to the annual general meeting, the nomination committee shall prepare and present proposals regarding:

- election of chairman of the meeting;
- determination of the number of ordinary board members, auditors and deputies, as applicable;
- election of chairman and other member of the board of directors;
- election of auditors and deputies, as applicable;
- determination of fees payable to the chairman of board, other board members, auditors and, if applicable, for committee work; and
- determination of principles for election of and instructions for the nomination committee.

The nomination committee shall, when preparing its proposals in respect of election of board of directors and auditors, consider the requirements on the composition of the board of directors according to the Swedish Companies Act (Sw. *aktiebolagslagen* (2005:551) and applicable rules of the marketplace of where the company is listed. The chairman of the board of directors shall, as appropriate, provide the nomination committee with information on the board of directors' competence profile and working methods.

#### *Meetings*

The nomination committee shall meet as often as required for the nomination committee to fulfill its duties, however at least twice a year. Notices to meetings shall be issued by the chairman of the nomination committee (with the exception of the first meeting which is convened by the chairman of the board of directors). A member may request that the nomination committee shall be summoned.

The nomination committee is quorate if more than half of the members are present. A resolution shall not be made on a matter unless all members have been offered the opportunity to participate in the handling of the matter. Resolutions of the nomination committee shall be adopted by a simple majority of the members present whereas, in the event of a tied vote, the chairman shall have the casting vote.

The nomination committee's report on its work by way of proposals and statement shall be available on the company's website well in advance of the annual general meeting.

*Remuneration and compensation*

No fees shall be paid for work on the nomination committee. The nomination committee and its members shall however be entitled to reimbursement for proven and reasonable costs which have arose in relation to the fulfilment of the engagement.

*Validity period and amendments to these instructions*

These principles for the appointment of and instructions for the nomination committee shall apply until the general meeting resolved otherwise. The nomination committee shall continuously evaluate these principles for the appointment of and instructions for the nomination committee and present proposals, as required, in respect of amendments which the nomination committee considers to be appropriate.

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