

**Minutes** kept at the annual general meeting of Sedana Medical AB (publ), reg. no. 556670–2519, on Thursday, 15 May 2025, in Danderyd.

**1 Opening of the general meeting**

The general meeting was opened by the chair of the nomination committee, Karl Tobieson, who greeted the participants of the general meeting.

**2 Election of chair of the general meeting**

It was resolved, in accordance with the nomination committee's proposal, to elect Karl Tobieson as chair of the general meeting.

It was noted that Karolina Vilval had been assigned to keep the minutes at the general meeting.

It was resolved that certain persons who are not shareholders were allowed to attend the general meeting as guests.

The chair of the general meeting concluded that the annual report, the preliminary voting list as well as the other general meeting documents were presented at the general meeting.

**3 Drawing up and approval of the voting list**

It was resolved to adopt the list of registered shareholders that had been adjusted at the entrance to the general meeting as the voting list for the general meeting, [Appendix 1](#).

**4 Approval of the agenda**

It was resolved to approve the proposed agenda which had been included in the notice of the general meeting.

**5 Election of one or two persons to approve the minutes**

It was resolved to elect Patrik Walldov to approve the minutes.

**6 Determination of whether the general meeting was duly convened**

It was noted that notice of the annual general meeting had been published in the Swedish Official Gazette (Sw. Post- och Inrikes Tidningar) on Thursday, 17 April 2025, and had been available on the company's website since Tuesday, 15 April 2025. An advertisement for the notice had been published in Dagens Industri on Thursday, 17 April 2025.

It was resolved that the general meeting had been duly convened.

**7 Presentation of the annual report and the auditor's report and the consolidated financial statements and the consolidated auditor's report**

The chair concluded that the annual report and the auditor's report, as well as the consolidated financial statements and the consolidated auditor's report, were presented at the general meeting.

The CEO Johannes Doll held a presentation on the company's business and the group's development during 2024.

## **8 Resolutions**

### **a) on adoption of the income statement and the balance sheet and the consolidated income statement and the consolidated balance sheet**

It was resolved to adopt the income statement and the balance sheet and the consolidated income statement and the consolidated balance sheet for the financial year 2024.

### **b) on appropriation of the company's profit or loss according to the adopted balance sheet**

It was resolved, in accordance with the board's proposal, that no dividend shall be paid for the financial year 2024 and that the company's retained earnings and the share premium reserve shall be carried forward.

### **c) on discharge from personal liability for the board members and the CEO**

It was resolved to discharge each who had held the position as board member and to discharge the CEO from personal liability towards the company for the management during the financial year 2024.

It was noted that the CEO and those board members who were also shareholders or proxies did not participate in the resolution in respect to their own part.

## **9 Determination of the number of board members and deputies and auditors and deputy auditors**

It was resolved, in accordance with the nomination committee's proposal, that the board shall be composed of five directors with no deputies and that the company shall have one auditor with no deputy.

## **10 Determination of fees to the board and the auditors**

It was resolved, in accordance with the nomination committee's proposal, that fees to the board members shall amount to SEK 800,000 for the chair of the board (previously SEK 785,000) and SEK 260,000 (previously SEK 250,000) for each of the other board members elected by the general meeting. It was further resolved, in accordance with the nomination committee's proposal, that fees payable for work on the audit committee of the board shall amount to SEK 85,000 (previously SEK 75,000) for the chair of the audit committee and SEK 35,000 (previously SEK 30,000) for each of the other members, and that fees for work on the remuneration committee of the board shall amount to SEK 30,000 (previously no remuneration) for the chair of the remuneration committee and SEK 10,000 (previously no remuneration) for each of the other members.

It was resolved, in accordance with the nomination committee's proposal, that remuneration to the auditor shall be paid in accordance with approved invoices.

**11 Election of the board members as well as chair of the board and auditors**

It was resolved, in accordance with the nomination committee's proposal, to re-elect Claus Bjerre, Hilde Furberg, Christoffer Rosenblad, Jens Viebke and Donna Haire as board members. Claus Bjerre was re-elected as chair of the board.

It was resolved, in accordance with the nomination committee's proposal and the recommendation from the audit committee, that the registered accounting firm Öhrlings PricewaterhouseCoopers AB shall be re-elected as auditor. It was noted that Öhrlings PricewaterhouseCoopers AB had informed that the authorized public accountant Lars Kylberg will continue to be the auditor-in-charge of the company.

**12 Resolution on approval of remuneration report**

It was resolved, in accordance with the board's proposal, to approve the board's report on remuneration pursuant to Chapter 8, section 53 a of the Swedish Companies Act (2005:551), Appendix 2.

**13 Resolution on issue authorization**

It was resolved, in accordance with the board's proposal, on an issue authorization in accordance with Appendix 3.

It was noted that the resolution was approved with the required majority, i.e. by shareholders representing at least two thirds of both the votes cast and the shares represented at the general meeting.

**14 Resolution on performance based incentive program (LTI 2025)**

It was noted that the following resolutions under items 14 and 15 a) were made jointly.

It was resolved, in accordance with the board's proposal, on a performance based incentive program (LTI 2025) in accordance with Appendix 4.

It was noted that the resolution was approved with the required majority, i.e. by shareholders representing at least two thirds of both the votes cast and the shares represented at the general meeting.

**15 Resolutions**

**a) on a directed issue of warrants under LTI 2025 and transfer of warrants and authorization to enter into swap-agreements**

It was resolved, in accordance with the board's proposal, on a directed issue of warrants under LTI 2025, transfer of warrants and authorization to enter into swap-agreements in accordance with Appendix 5.

It was noted that the resolution was approved with the required majority, i.e. by shareholders representing at least two thirds of both the votes cast and the shares represented at the general meeting.

**b) on transfer of warrants to participants in LTI 2025**

It was resolved, in accordance with the board's proposal, on transfer of warrants to participants in LTI 2025 in accordance with Appendix 6.

It was noted that the resolution was approved with the required majority, i.e. by shareholders representing at least nine tenths of both the votes cast and the shares represented at the general meeting.

**16 Closing of the general meeting**

The chair closed the general meeting.

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*(Signature page follows)*

At the minutes:

*Karolina Vilval*

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Karolina Vilval

Approved:

*Karl Tobieson*

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Karl Tobieson

*Patrik Walldov*

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Patrik Walldov