

THE BOARD'S PROPOSAL FOR A RESOLUTION ON A DIRECTED ISSUE OF WARRANTS UNDER LTI 2025 AND TRANSFER OF WARRANTS AND AUTHORIZATION TO ENTER INTO SWAP-AGREEMENTS

The board proposes that the general meeting resolves on a directed issue of a maximum of 1,490,053 warrants of series 2025/2028 with the right to subscribe for new shares in the company, mainly in accordance with the below proposal.

1. The warrants are issued free of charge. Each warrant will give the right to subscribe for one new share in the company, thus the share capital of the company can increase with a maximum of SEK 37,251.325 if the warrants are fully utilised.
2. The right to subscribe for warrants shall, with a deviation from the shareholders' preferential rights, be granted the company itself.
3. Subscription of the warrants shall be made no later than 31 October 2025, with the board reserving the right to extend this time limit.
4. The warrants can be exercised to subscribe for shares in the company from the registration of the warrants with the Swedish Companies Registration Office and up to and including 31 December 2028.
5. The warrants shall for the subscription of shares have an strike price corresponding to 170 percent of the volume weighted average price of the company's share on Nasdaq Stockholm during the 20 trading days up until and including 15 April 2025, however not less than the quota value of the share.
6. The new shares issued under the warrants shall entitle to dividend for the first time at the first record date for dividend to occur after the new shares have been entered into the shareholder registry kept by Euroclear Sweden AB.
7. The number of shares issued under each warrant and strike price may be recalculated in accordance with recalculation principles due to a bonus issue, reverse share split or share split, rights issue and/or any similar event and for net strike. Other terms and conditions are available on the company's website.
8. Premiums paid for shares issued as a result of new subscriptions shall be added to the company's unrestricted share premium reserve.

The reason for deviating from the shareholders' preferential rights is that the company wishes to implement LTI 2025.

Transfer of warrants to cover costs for LTI 2025 and authorization to enter into swap-agreements

The board proposes that the general meeting resolves to approve that the company, on one or more occasions, transfers warrants of series 2025/2028 to a third party to cover costs for LTI 2025 as well as entering into a swap agreement with a third party.

Special authorization

The board, or a person appointed by the board, shall be authorized to make the minor adjustments to the meeting's decision which may be deemed necessary in order to register the decision with the Swedish Companies Registration Office, Euroclear Sweden AB or due to other formal requirements.

Voting majority and condition for resolution

The board's proposal for the above resolutions are conditional upon the general meeting approving the board's proposal under item 14. For the resolution to be valid, it must be supported by shareholders representing at least two thirds of both the votes cast and the shares represented at the general meeting.

Danderyd in April 2025
Sedana Medical AB (publ)
The board of directors