

## **BULLETING FROM THE ANNUAL SHAREHOLDERS' MEETING IN BONESUPPORT HOLDING AB ON 17 MAY 2023**

BONESUPPORT, a leading company in orthobiologics for the management of bone injuries, announces that the company's annual shareholders' meeting was held on this day and that all resolutions were adopted with the required majority of votes.

The annual general meeting adopted the presented income statements and balance sheets as well as the remuneration report prepared by the Board, and granted discharge of liability to Board members and the CEO. In addition, the following main resolutions were passed.

### **Allocation of the company's result**

The annual general meeting resolved to allocate the company's result in accordance with the Board's proposal, entailing that no dividends are paid and that available total funds of SEK 1,205,708,721 are carried forward.

### **Election of and remuneration for Board and auditor**

The annual general meeting resolved in accordance with the proposal from the Nomination Committee to re-elect Håkan Björklund, Björn Odlander, Lennart Johansson, Mary I O'Connor and Christine Rankin as ordinary Board members. Lennart Johansson was re-elected as chairman of the Board.

The annual general meeting furthermore resolved in accordance with the proposal from the Nomination Committee that Board remuneration shall be paid with SEK 450,000 to the chairman of the Board and with SEK 225,000 to each of the other Board members who are not employed by the company. Remuneration for committee work shall be paid with SEK 150,000 to the chair of the Audit Committee, with SEK 75,000 to each of the other members of the Audit Committee, with SEK 60,000 to the chair of the Remuneration Committee and with SEK 30,000 to each of the other members of the Remuneration Committee. It was furthermore resolved that additional remuneration of SEK 100,000 (corresponding to approximately USD 10,000) shall be paid to the Board member Mary I O'Connor as compensation for lost time due to travel to and from the company.

The annual general meeting furthermore resolved in accordance with the proposal from the Nomination Committee that the Board members Lennart Johansson, Mary I O'Connor and Christine Rankin together shall receive an extended Board remuneration of a total of SEK 900,000, subject to (i) the Board member acquiring shares in BONESUPPORT HOLDING AB for the entire extended Board remuneration (after tax) as soon as possible after the annual general meeting's resolution and the payment of the extended Board remuneration, and (ii) the Board member undertakes not to sell the shares during the Board member's entire term of office at BONESUPPORT HOLDING AB. The extended Board remuneration shall be distributed as follows: SEK 450,000 to the chairman of the Board and SEK 225,000 to each of Mary I O'Connor and

Christine Rankin. In the event that the Board member before the next annual general meeting is dismissed as a result of breach of his or her obligations as a Board member or leaves the Board at his or hers own request, the Board member is obliged to repay the entire extended Board remuneration (after tax).

The annual general meeting also resolved to re-elect Ernst & Young AB as audit firm and that remuneration for the auditor shall be paid in accordance with invoiced amounts according to customary charging standards. Ernst & Young AB has informed that Henrik Rosengren will continue to be appointed as the auditor in charge.

#### **Instruction and charter for the Nomination Committee**

The annual general meeting resolved in accordance with the proposal from the Nomination Committee to adopt a new instruction and charter for the Nomination Committee, entailing that the Nomination Committee shall consist of three members, appointed by the three largest shareholders as per the end of September. The chairman of the Board is responsible to convene the Nomination Committee to its first meeting, and shall also be co-opted to the Nomination Committee, except when the Nomination Committee shall address to the matter of chairman of the Board and remuneration to the chairman of the Board.

#### **Guidelines for remuneration to senior executives**

The annual general meeting resolved in accordance with the proposal from the Board to adopt revised guidelines for remuneration to senior executives. In relation to the previous guidelines, the resolution entails that the company's CFO shall be able to receive a variable cash remuneration amounting to a maximum of 52.5 percent of the fixed annual salary, compared to previously 40 percent of the fixed annual salary.

#### **Authorization for the Board to resolve on new issues**

The annual general meeting resolved in accordance with the proposal from the Board to authorize the Board, at one or several occasions, during the time up until the next annual general meeting, with or without deviation from the shareholders' preferential rights, and with or without provisions regarding payment in kind or through set-off or other provisions, to resolve to issue new shares, convertibles and/or warrants. The total number of shares that that may be issued (alternatively be issued through conversion of convertibles and/or exercise of warrants) shall not exceed 13,011,115 shares, which corresponds to a dilution of approximately 20 percent calculated on the current number of ordinary shares in the company. The purpose of the authorization and reason for any deviation from the shareholders' preferential rights is to enable the company to raise working capital, to execute acquisitions of companies or operating assets as well as to enable issues to industrial partners within the framework of partnerships and alliances. To the extent an issue is made with deviation from the shareholders' preferential rights, the issue should be made on market terms.

**Implementation of a long-term incentive program for senior executives and other key employees through (A) implementation of a performance-based share saving program; (B) authorization on directed issues of series C shares; (C) authorization on repurchase of series C shares; and (D) resolution on transfer of own ordinary shares**

The annual general meeting resolved in accordance with the proposal from the Board to implement a long-term incentive program for employees, LTI 2023, which entails that the participants will invest in a predetermined number of shares in the company and, subject to fulfilment of certain conditions, that they will be entitled to receive a predetermined number of shares free of charge, so called performance shares, at the end of 2026. The total number of performance shares according to LTI 2023 shall not exceed 664,000.

The annual general meeting furthermore resolved in accordance with the proposal from the Board to approve hedging measures to secure delivery of performance shares to the participants in LTI 2023 and therewith associated costs. The hedging measures include (i) an authorization for the Board to issue up to 486,840 series C shares, (ii) an authorization for the Board to repurchase all the issued series C shares, and (iii) a resolution to transfer no more than 664,000 series C shares, after conversion to ordinary shares, to participants in LTI 2023. In addition to newly issued series C shares according to the issue authorization mentioned above, 330,000 existing series C shares issued in connection with previous incentive programs, but which are no longer required for the performance of the company's commitments under such programs, are intended to be used to secure delivery of performance shares to participants in LTI 2023 and to secure therewith associated costs.

**Authorization for the Board to transfer own shares**

The annual general meeting resolved in accordance with the proposal by the Board to authorize the Board, at one or several occasions, during the time up until the next annual general meeting, to resolve on transfer of the company's ordinary shares on Nasdaq Stockholm at a price within the price interval registered at that time, meaning the interval between the highest purchase price and the lowest selling price. A maximum number of 133,000 ordinary shares may be transferred. The purpose of the authorization is to allow the company to sell shares in its own holding for cash flow hedging of social security charges arising upon delivery of shares to participants in LTI 2021 and Board LTI 2021, according to the terms of the programs.

Lund on May 17, 2023

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**About BONESUPPORT™**

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BONESUPPORT (Nasdaq Stockholm: BONEX) develops and commercializes innovative injectable bio-ceramic bone graft substitutes that remodel to the patient's own bone and have the capability of eluting drugs. BONESUPPORT's bone graft substitutes are based on the patented technology platform **CERAMENT**. The company is conducting several clinical studies to further demonstrate the clinical and health economic benefits its products deliver. The company is based in Lund, Sweden, and the net sales amounted to SEK 329 million in 2022. Please visit [www.bonesupport.com](http://www.bonesupport.com) for more information.

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**Attachments**

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