

**PRESS RELEASE**

19 April 2022 18:10:00 CEST

## **NOTICE OF ANNUAL GENERAL MEETING IN SENZIME AB (PUBL)**

The shareholders in Senszime AB (publ) corp. reg. no 556565-5734 (the “Company”) are hereby convened to an annual general meeting on Wednesday 18 May 2022 at 4 pm at Senszime ABs premises on Ulls väg 41 in Uppsala.

**Notice etc.**

Shareholders who wish to participate in the annual general meeting must:

- on Tuesday 10 May 2022, be registered in the share register kept by Euroclear Sweden AB (the record date), and
- notify his or her intention to attend the annual general meeting to the Company no later than Friday 13 May 2022, by mail to Ulls väg 41, 756 51 Uppsala or by e-mail to erik.bergman@senzime.com, stating “annual general meeting”.

Such notification shall include the shareholder’s name, personal identification number or corporate registration number, address and telephone number, number of shares, details on advisors (no more than two), if any, and, where applicable, details of representatives or proxies.

**Nominee-registered shares**

Shareholders whose shares are registered in the name of a nominee through a bank or other trustee must, in order to exercise the right to vote and participate in the general meeting, register their shares in their own name (so-called voting rights registration) so that the shareholder is included in the share register kept by Euroclear Sweden on 10 May 2022. Voting registration requested by shareholders in such time that the registration has been completed by the nominee no later than Thursday 12 May 2022 will be considered in the preparation of the share register. This means that such shareholders must advise their nominees of this request well in advance of this date.

**Proxy**

Shareholders represented by proxy must submit a dated power of attorney. If the power of attorney is executed by a legal person, a certified copy of the certificate of registration or equivalent must be attached. The power of attorney may not be valid for a period exceeding five years from its issuance. The original power of attorney and certificate of registration should be submitted to the Company by mail at the address mentioned above in due time prior to the general meeting. Alternatively, the original power of attorney and certificate of registration may be brought and presented at the general meeting. The Company provides a power of attorney form at request and on the Company’s website, [www.senzime.com](http://www.senzime.com).

## Number of shares and votes

As of the date of this notice, there are a total of 62,493,290 shares and votes in the Company.

## Proposed agenda

1. Opening of the general meeting and election of chairman of the general meeting
2. Preparation and approval of the voting list
3. Election of one or two persons to verify the minutes
4. Approval of the agenda
5. Determination as to whether the meeting has been duly convened
6. Presentation of the annual report, the auditor's report, the consolidated accounts and the consolidated auditors' report as well as the auditor's opinion on whether the annual general meeting's guidelines on remuneration to senior executives have been complied with
7. Resolutions on:
  - a. adoption of the income statement and the balance sheet and the consolidated income statement and the consolidated balance sheet;
  - b. allocation of the Company's result according to the adopted balance sheet; and
  - c. discharge from liability for each of the members of the board of directors and the managing director
1. Resolution on the number of members of the board of directors and the number of deputy members of the board of directors
2. Resolution on remuneration to the board of directors and auditor
3. Election of members of the board of directors, chairman of the board of directors and deputy members of the board of directors
4. Election of auditor
5. Resolution on nomination committee for the next annual general meeting
6. Resolution on guidelines for remuneration to the senior management
7. Presentation of the board of director's remuneration report for approval
8. Resolution on the introduction of incentive program 2022/2026
9. Resolution on a general authorization for the board of directors
10. Closing of the general meeting

## Proposals to resolutions

### *Item 1 – Election of chairman of the general meeting*

The nomination committee, consisting of Adam Dahlberg (chair), Gabriel Urwitz, Malin Björkmo and Philip Siberg, proposes that Mattias Prage, lawyer at Advokatfirman Lindahl KB, is elected as chairman of the general meeting.

### *Item 7b) – Allocation of the Company's results according to the adopted balance sheet*

The board of directors proposes that no dividends shall be paid for the financial year 2021 and that the Company's result is carried forward to a new account.

### *Item 8 – Resolution on the number of members of the board of directors and number of deputy members of the board of directors*

The nomination committee proposes that the board of directors shall consist of five (5) directors without any deputy directors.

*Item 9 – Resolution on remuneration to the board of directors and the auditor*

The nomination committee proposes that the annual general meeting determines that remuneration shall be paid to the chairman with SEK 450,000 and to other members of the board of directors with SEK 210,000. Additionally, it is proposed that no remuneration shall be paid to a board member who during the financial year of 2021 has received payments from the Company for consulting services exceeding twice the remuneration amount. No special remuneration shall be paid for participation in special committees.

Furthermore, the nomination committee proposes that remuneration to the auditor is paid according to approved invoice.

*Item 10 – Election of members of the board of directors, chairman of the board of directors and deputy members of the board of directors*

The nomination committee proposes re-election of Adam Dahlberg, Philip Siberg, Sorin Brull, Lennart Kalén and Eva Walde as members of the board of directors.

It is proposed that Philip Siberg is elected as chairman of the board of directors.

*Item 11 – Election of auditor*

The nomination committee proposes, in accordance with the audit committee's proposal, that Öhrlings PriceWaterhouseCoopers AB is re-appointed as auditor of the Company, with Leonard Daun as principal auditor.

*Item 12 – Resolution on nomination committee for the next annual general meeting*

The nomination committee proposes that the annual general meeting resolves to establish a nomination committee and to adopt instructions for the nomination committee's work prior to the 2023 annual general meeting in accordance with the principles set out below.

Principles for the appointment of members of the nomination committee.

The general meeting instructs the chairman of the board to contact the three largest shareholders in terms of votes according to Euroclear's share register as of September 1, 2022, who each appoint a member of the nomination committee. In the event that any of the three largest shareholders does not wish to appoint a member of the nomination committee, the fourth largest shareholder shall be consulted (and so on) until the nomination committee consists of three members.

The majority of the nomination committee's members shall be independent in relation to the Company and the Company management. The chairman of the board shall not be a member of the nomination committee, but shall be co-opted to the nomination committee's meetings. The CEO or another person from the Company management may not be a member of the nomination committee. At least one of the members of the nomination committee must be independent in relation to the largest shareholder in the Company in terms of votes or a group of shareholders who collaborate on the Company's administration. board members other than the chairman of the board may be members of the nomination committee, but may not constitute a majority of the nomination committee's members.

The members of the nomination committee shall be published on the Company's website no later than six months before the next annual general meeting. The website shall also provide information on how shareholders can submit proposals to the nomination committee.

The term of office for the appointed nomination committee shall run until a new nomination committee has been appointed in accordance with the mandate from the next annual general meeting.

The nomination committee appoints a chairman from among its members. The chairman of the board or another board member shall not be the chairman of the nomination committee.

If a member leaves the nomination committee before its term is completed, and if the nomination committee considers that there is a need to replace this member, the nomination committee shall appoint a new member in accordance with the principles above, but based on Euroclear's printout of the share register as soon as possible, as soon as the member has left its post. Changes in the composition of the nomination committee shall be announced immediately.

#### Tasks of the nomination committee

The nomination committee shall submit proposals for resolutions on the following issues to the 2023 annual general meeting:

- a. Election of the chairman of the annual general meeting;
- b. Resolution on the number of board members,
- c. Resolution on the fees and other remuneration to the board of directors and its committees, divided between the chairperson and other members,
- d. Resolution on the fees to the auditors,
- e. Election of board members and chairman of the board,
- f. Election of auditors, and
- g. Proposal for principles for the composition and instructions regarding work of the nomination committee in preparation for the annual general meeting 2024.

When preparing the proposal regarding the election of board members and chairman of the board - and otherwise in its work - the nomination committee shall apply paragraph 4.1 of the Swedish Code of Corporate Governance (the "Code") as a diversity policy. The nomination committee shall also in other aspects, when preparing proposals for the 2023 annual general meeting adhere to the provisions of the Code.

#### The work of the nomination committee

The nomination committee shall meet as often as is necessary for the nomination committee to fulfil its duties, but at least once per year. Notices convening meetings are issued by the chairman of the nomination committee. If a member requests that the nomination committee be convened, the request shall be complied with.

The nomination committee is quorate if at least two members are present. Resolutions of the nomination committee shall be adopted by a simple majority of the members present or, in the event of a tied vote, the chairman shall have the casting vote.

#### *Item 13 – Resolution on guidelines for remuneration for the senior management*

The board of directors proposes that the general meeting adopt guidelines for remuneration to senior management as set out below.

#### Scope and applicability of the guidelines

These guidelines include the Company's CEO and the persons who are part of Senszime's management team from time to time. The guidelines also apply to remuneration to the members of the board, to the extent that such remuneration is paid for work for or provided services to the Company outside the scope of their board assignment.

The guidelines apply to remuneration that is agreed, and to amendments to agreed remuneration that are made, after the guidelines have been adopted by the annual general meeting 2022. Transfers of securities and the right to acquire securities from the Company in the future is considered to be remuneration.

The guidelines do not apply to remuneration which is decided or approved by the annual general meeting, such as share-related incentive programs.

Senior executive who maintain a position as a member or deputy on the board of Group companies shall not receive special board remuneration for such position.

The guidelines' contribution to the Company's business strategy, long-term interests and sustainability

Senzime is a Swedish Company that develops and markets systems, powered by unique algorithms and sensors, to monitor the patient's muscle function and electrical impulses - before, during and after surgery. The Company's solution is called TetraGraph®, a medical technology system that digitally and continuously measures the degree of neuromuscular blockade in the patient.

Senzime's vision is improved clinical precision and simplified management in healthcare. By preventing complications and enabling healthcare professionals to follow healthcare guidelines and drug recommendations, the Company's products contribute to shorter hospital stays and lower healthcare costs. The Company's development portfolio also includes innovative, patient-oriented solutions that enable automated and continuous measurement of biological substances such as glucose and lactate in blood and tissue fluids.

Senzime's business model means that the Company works with development and sales together with distributors, licensees and other partners or under its own management.

A successful implementation of the Company's strategy and the safeguarding of the Company's long-term interests prerequires that the Company can recruit and retain management with good competence and capacity to achieve set goals. This requires that the Company can offer competitive remuneration. These guidelines contribute to the Company's business strategy, long-term interests and sustainability by giving the Company the opportunity to offer senior executives a competitive remuneration.

#### Remuneration forms

The remuneration offered must be market-based and may consist of fixed salary, variable cash remuneration, pension benefits and other benefits.

*Fixed salary* must be individual for each senior manager and be based on the manager's position, responsibility, competence, experience and performance. The senior manager may be offered the opportunity to change salaries between fixed salary and pension respectively other benefits, provided that it is cost-neutral for the Company.

*Variable remuneration* shall be related to the outcome of the Company's goals and strategies and shall be based on predetermined and measurable criteria designed with the aim of promoting long-term value creation. The proportion of the total remuneration that consists of variable remuneration must be able to vary depending on the position. In the case of the CEO and other senior executives, the variable remuneration may correspond to a maximum of 50 percent of the annual fixed salary. The variable remuneration shall not be pensionable, insofar as nothing else follows from mandatory collective agreement provisions. The board shall be able, in accordance with law or agreement, with the limitations that follow from it, to fully or partially recover variable remuneration paid on incorrect grounds.

*Pension benefits* shall be premium based, insofar as the executive is not covered by defined-benefit pension in accordance with mandatory collective agreement provisions. The pension premiums for premium based pensions may amount to a maximum of 40 percent of the senior executive's annual fixed salary.

*Other benefits* may include car benefits, occupational health care, life and health insurance and other similar benefits. Other benefits shall constitute a smaller proportion of the total remuneration and may correspond to a maximum of 10 percent of the senior manager's annual fixed salary.

*Consultancy fees* must be market-based. To the extent that consulting services are performed by a board member of the Company, the board member concerned is not entitled to participate in the board's (or the remuneration committee's) preparation of issues concerning remuneration for the relevant consulting services.

In addition to and independently of these guidelines, the annual general meeting may decide on share-based payments and the like.

#### Criteria for payment of variable remuneration

The criteria for variable remuneration shall be determined annually by the board in order to ensure that the criteria is in line with Senzime's current business strategy and financial targets. The criteria can be individual or collective, financial or non-financial and shall be designed in such a way that they promote the Company's business strategy, sustainability strategy and long-term interests. The criteria may, for example, be linked to the Company achieving certain business-related goals, for example regarding sales and permits. The criteria can also be linked to the employee itself, for example that the employee must have worked within the Company for a certain period of time.

The period on which the assessment of whether the criteria have been met or not must be at least one year. The assessment of the extent to which the criteria have been met shall be made when the measurement period has ended. The assessment of whether financial criteria have been met shall be based on the most recently published financial information by the Company. The board decides on the payment of any variable remuneration after preparation by the remuneration committee .

#### Salary and terms of employment for employees

In order to assess the reasonableness of the guidelines, the board has taken into account the salary and terms of employment for the Company's employees when preparing the proposal for these guidelines. In doing so, the board has taken into account information regarding the employees' total remuneration, what forms the remuneration consists of and the increase and growth rate of the remuneration over time

#### Termination period and severance pay

With regard to the CEO, the notice period in the event of termination by the Company shall not exceed twelve months, while the notice period in the event of termination by the CEO shall not exceed six months.

With regard to senior management other than the CEO, the notice period in the event of termination by the Company shall be a minimum of three months and a maximum of twelve months, while the notice period in the event of termination by the senior manager shall be a minimum of three months and a maximum of six months, unless otherwise follows from law.

Severance pay can be paid to senior management in the event of termination by the Company. Fixed salary during the notice period and severance pay may not, in aggregate, exceed an amount corresponding to the fixed salary for one year.

Compensation may be paid for non-compete undertakings. Such compensation shall compensate for any loss of income and shall only be paid to the extent that the former senior manager has no right to severance pay. The remuneration may amount to a maximum of 60 percent of the senior manager's fixed salary at the time of termination, unless otherwise follows from mandatory collective agreement provisions. Such compensation may be paid during the period in which the compete undertaking is valid, which may not exceed 12 months after the termination of employment, with the possibility of settlement against other income from employment or pursuant to a consulting agreement.

#### Decision-making process for establishing, reviewing and implementing the guidelines

The board has established a remuneration committee and the committee's main tasks include preparing the board's decisions regarding remuneration principles, remuneration and other terms of employment for the Company management, monitoring and evaluating ongoing and under the year completed programs for variable remuneration to the senior management, and monitoring and evaluating the application of the guidelines for remuneration to the senior management which is to be decided by the general meeting, and remuneration structures and levels in the Company. The committee's tasks also include preparing the board's decision on proposals for guidelines for remuneration to the senior management.

The board shall prepare proposals for new guidelines in the event of a need for significant changes to the guidelines, however, at least every fourth year. The board shall submit the proposal for resolution to the general meeting. The guidelines shall be in force until new guidelines are adopted by the general meeting.

In order to avoid conflicts of interest, the senior management will not participate in the board's processing of and resolutions regarding remuneration-related matters in so far as they are affected by such matters.

## Deviations from the guidelines

The board may decide to temporarily deviate from the guidelines only in individual cases if there are special and considerable reasons for doing so and the deviation is necessary to meet Company's long-term interests and sustainability or to ensure the Company's financial viability.

Special and considerable reasons may, for example, be that a deviation is deemed necessary in order to recruit or retain key personnel or in extraordinary circumstances such as that the Company achieves a certain desired result in a shorter time than planned, that the Company succeeds in concluding a certain agreement in a shorter time and with better conditions than anticipated or that the Company increases in value or increases its sales or profit to a greater extent than forecasted.

### *Item 15 – Resolution on introducing incentive program 2022/2026*

#### Introduction

The board of directors proposes that the annual general meeting resolves (A) on the introduction of an employee stock option program ("**Program 2022/2026**" or the "**Program**") intended for the Company's or the group's employees and key employees, (B) on a directed issue of warrants to the wholly owned subsidiary of the Company MD Biomedical AB, corp. reg. no. 556837-0273 (the "**Subsidiary**"), to ensure the Company's delivery of shares under the employee stock option program and to cover any cash flow effects due to social security costs as a result of the employee stock option program and (C) on approval of transfer of warrants or shares in the Company from the Subsidiary to the participants in the employee stock option program. Resolutions according to A, B and C above must be made as one decision and are thus conditional to each other.

The board of directors considers that it is important and in all shareholders' interests that the Company's employees, who are deemed to be important for the Company's further development, have a long-term interest in a good growth in value of the shares in the Company. A personal long-term ownership commitment can be expected to contribute to an increased interest in the Company's operations and earnings development, and increase the participants' motivation and relationship with the Company and its shareholders. The board also considers that the employee stock option program creates the conditions for limiting future salary costs, as the program becomes part of the participants' remuneration package and replaces, partially or entirely, any bonus programs.

The maximum dilution effect of the proposed incentive program, assuming that all warrants are exercised for subscription of new shares, will be approximately 1.6 per cent of the share capital in the Company. The estimation has been made in relation to the number of outstanding shares and options in the Company at the date of the notice of the extra general meeting. For the relationship to previous incentive programs in the Company, see below.

This proposal was prepared by the board in consultation with external counsel.

#### The employee stock option program in relation to other remuneration

*In general.* The Company shall offer terms in line with market conditions that enable the Company to recruit and retain competent personnel and other key personnel. The Company therefore needs to be able to offer competitive total compensation to its personnel. Remuneration to the employees shall comprise a fixed salary, variable remuneration in some cases, pensions and other customary benefits (when applicable) and, upon the decision of the general meeting, a possibility to take part in long-term incentive programs. Remuneration is based on the individual's commitment and performance in relation to previously established goals, both individual goals and goals for the entire Company. Individual performance is continuously evaluated. Examples of goals are sales and profit targets, development goals and share price.



*Fixed salary and variable remuneration.* The fixed salary is generally reviewed on an annual basis and shall take into account the individual's level of responsibility and degree. The share of the fixed salary in relation to potential variable compensation shall be determined in relation to the employee's responsibility and authority. The variable remuneration shall in each case be limited to a maximum amount in advance and shall be connected to pre-determined and measurable criteria and designed to promote long-term value creation of the Company.

*Long-term incentive programs.* The board intends to introduce a long-term employee stock program to the employees of the Company in accordance with the proposal below. The incentive program has been set up for the purpose of increasing the interest in the Company's business and contributing to a positive development of the business. The vesting period until a share may be acquired may not be less than 3 years.

*Pension.* Pension benefits shall be offered on market terms in relation to what applies to corresponding employees in the market and shall be based on a defined contribution scheme.

#### A. Program 2022/2026

The board of directors proposes that the annual general meeting resolves on the introduction of Program 2022/2026 on essentially the following terms.

1. The Program shall include not more than 900,000 employee stock options.
  2. The employee stock options shall be assigned to the program participants free of charge.
  3. An offer of employee stock options is decided by the board of the Company regarding the CEO, as well as by the Board or the CEO of other employees. Employee stock options shall be offered and granted to employees and other key personnel of the Company based on the participants' individual performance during an evaluation period that shall last until the 31 December 2022 (the "**Evaluation Period**"). The personnel categories that can be offered to participate are i) CEO, ii) people who are part of the management team, iii) other employees or key people. The total number of options a participant can be offered follows below divided by category:
    - i. CEO: not more than 200,000 options
    - ii. Members of the management team: not more than 100,000 options, however, a maximum of a total of 300,000 options for this personnel category.
    - iii. other employees and key personnel: not more than 200,000, however, a maximum of a total of 400,000 options for this personnel category.
      1. The evaluation and subsequent allotment of employee stock options is decided no later than February 2023 by the Company's board (regarding the CEO) and by the board or CEO regarding other employees and other key personnel. Allocation can, however, take place earlier or later after a decision by the board.
      2. Allotted employee stock options shall be vested over a three-year period in accordance with the following:
        - 20% of the allotted employee stock options will be vested on February 1, 2024;
        - 20% of the granted employee stock options will be vested on February 1, 2025; and
        - 60% of the allotted employee stock options will be vested on February 1, 2026.
1. If the board deems it appropriate for commercial reasons, the board may decide to deviate from the schedule above for one or more participants.
    1. With regards to participants who have been employed after the end of the Evaluation Period, such participants may be allotted employee stock options at two pre-determined dates, 1 February 2024 and 1 February 2025. In addition, the Company's CEO has the right to grant employee stock options at other dates in the event this is deemed

necessary due to recruitment or otherwise with regard to the Company's operations. The Company's CEO has the right, after evaluation of the employee, to allot options to such employee, however, taking into account the maximum numbers for each category specified in Section 3 above. For such allotment, the amount of time remaining until the commencement of the exercise period shall be taken into consideration. Allotted options shall be vested over time until the exercise period begins. The CEO is entitled to decide upon the further conditions for such vesting. Furthermore, such participants are subject to a modified exercise price (please see also Section 11 below).

2. Vesting requires that the participant is still employed in the Company or a group Company at each vesting date. If a participant ceases to be employed in the Company or group Company, further vesting will not take place. However, the participant is entitled to maintain and subsequently exercise already vested employee stock options after the termination of employment, provided that the employment of the participant has not been terminated through termination or dismissal on the basis that the participant has not fulfilled its obligations in accordance with the employment agreement or in accordance with law and regulations, at which the Company's obligation to deliver shares, and the participant's possibility to exercise his or hers employee stock options, ceases in its entirety.
3. *Exercising period.* Participants can exercise granted and earned employee stock options during the period 1 February 2026 to 31 December 2026 (the "**Exercising Period**").
4. *Goal fulfilment.* The employee stock options may be exercised to subscribe for shares in the Company, in accordance with the terms of the employee stock options, provided that certain strategic and operational goals are met. The goals will be determined by the CEO regarding the personnel categories, management team and other employees and by the board regarding the Company's CEO, in advance and shall be drawn up objectively and related to the business. Examples of goals are sales and profit targets, development goals and share price.
5. For participants who *have been employed during the Evaluation Period* and who are granted employee stock options after the end of this period, this Section 10 shall apply with regard to the *exercise price*. Each employee stock option entitles such participants to, during the Exercising Period and when the goals have been achieved in accordance with according to Section 9 above, acquire one (1) new share in the Company at an exercise price of SEK 35 per share.
6. For participants who *have not been employed during the Evaluation Period* and who have instead been allotted options in accordance with Section 6 above, shall this Section 11 apply regarding the *exercise price*. Each employee stock option entitles such participants to, during the Exercising Period and when the goals have been achieved in accordance with according to Section 9 above, acquire one (1) new share in the Company at an exercise price of SEK 35 per share.
7. The right to participate in the Program is subject to the participant entering into an option agreement with the Company in the format indicated by the Company.
8. Issued employee stock options do not constitute securities and may not be transferred, pledged or otherwise disposed by the holder.
9. If a general meeting should resolve on, for example, an increase or decrease of the number of shares in the Company during the term of the employee stock options, recalculation may be performed to maintain the value of the employee stock options. Decisions on recalculation shall be made by the board of directors of the Company.

10. The board or a person designated by the board shall have the right to decide on the minor deviations in the Program that may be needed to fulfil the purpose of the Program. The board or the person appointed by the board shall also have the right to decide on such minor adjustments that, for example for tax reasons, may be required for the purpose of the program to be fulfilled for participants who reside and work for the group outside Sweden.
11. Participation in the employee stock option program requires, first, that such participation may lawfully be made, secondly, that such participation according to the Company's assessment can be made with reasonable administrative costs and financial efforts.

#### B. Directed issue of warrants to the Subsidiary

To enable the Company's delivery of shares under employee stock option program 2022/2026 and to cover potential social security costs arising from the employee stock option program, the board of directors proposes that the annual general meeting resolves on a directed issue of a maximum of 1,000,000 warrants, out of which maximum of 900,000 warrants to cover the Company's delivery of shares un the employee stock option program and a maximum of 100,000 warrants to cover cash flow effects from potential social security costs arising from the Program, according to the following terms.

1. The right to subscribe for the warrants shall, with deviation from the shareholders pre-emption rights, apply to the Subsidiary.
2. The reason for the deviation from the shareholders' pre-emption rights is that the issue forms a part in the introduction of Program 2022/2026 and to cover cash flow effects from potential social security costs arising from the Program.
3. The warrants are issued free of charge. The reason for that is that the warrants are issued to the Subsidiary as a part of establishing the Program.
4. Subscription of warrants shall be made on a subscription list within three weeks from the date of the resolution of the annual general meeting. The board of directors shall have the right to extend the subscription period.
5. Each warrant shall entitle a right to acquire one (1) new share in the Company at a subscription price of SEK 35 per share.
6. Subscription of shares through the exercise of the warrants shall be done in accordance with the terms and conditions for the warrants from 1 February 2026 to 31 December 2026.
7. If all warrants are exercised for subscription of shares, the Company's registered share capital will increase by approximately SEK 125,000 (taking into account the current quota value and assuming that no recalculation takes place in accordance with the warrant terms).
8. A new share that has been issued through a warrant entitles to dividends for the first time on the first record date for dividends that takes place after the subscription of new shares have been registered with the Swedish Companies Registration Office and registered in the share register kept by Euroclear Sweden AB.
9. The board of directors, or a person designated by the board, is authorized to make minor adjustments that are required for the registration and execution of the decision

The complete terms and conditions for the warrants are stated in "*Terms and conditions for warrants 2022/2026, Sensime AB (publ)*". In the terms and conditions, it is stated that the subscription price, as well as the number of new shares to which each warrant entitles the holder to subscribe, may be recalculated in the event of certain situations.

#### C. Approval of transfer of warrants or shares in the Company

The board of directors proposes that the annual general meeting resolves to approve (i) that the Subsidiary may transfer a maximum of 900,000 warrants or shares in the Company to participants in the Program, or otherwise dispose of the warrants to secure the Company's commitments due to the program in connection with the participants exercising the employee stock options for subscription of new shares, and (ii) that the Subsidiary may dispose of no more than 100,000 warrants to cover potential cash flow effects from social security costs in accordance with the terms of the program.

Miscellaneous

#### *Costs relating to Program 2022/2026*

The employee stock option program has been designed in consultation with external legal and financial advisors. The cost of this advice is estimated at not more than SEK 100,000 (excluding VAT).

In addition to the advisory costs, the board of directors considers that the Program will entail costs in the form of social security contributions and administrative costs in connection with subscription of shares through exercise of the warrants and registration with the Swedish Companies Registration Office. These costs cannot currently be calculated with proper reliability, but as the proposal includes the issuance of options to cover cash flow effects as a result of any social security contributions, the Company's costs may be considered planned/managed in a satisfactory manner.

#### *Previous incentive programs in the Company; dilution*

The Company currently has four ongoing incentive programs:

- warrant program 2019/2022 - 400,000 options (fully allotted),
- employee stock option program 2020/2023 - 100,000 options (fully allotted), and
- employee stock option program 2020/2024 - 1,100,000 options. Of these, 825,000 options have been allotted, and
- employee stock option program 2021/2025 - 456,050 options (fully allotted)

Within the framework of the above option programs, an additional 830,450 options have also been issued to the Subsidiary, which can be used to cover any cash flow effects as a result of social costs due to the option program. Based on the existing number of shares and outstanding warrants at the time of this notice, the potential dilution due to all outstanding programs (including the now proposed Program 2022/2026), assuming that all warrants are exercised for new subscription of shares, will not exceed 4.3 percent of the shares and votes (of which, as mentioned above, the now proposed program accounts for about 1.6 percent). For a more detailed description of the Company's share-related incentive program, please refer to the annual report for the financial year 2021.

#### *Item 16 - Resolution on a general authorization to the board of directors*

The board of directors proposes that the annual general meeting authorizes the board of directors, for the time until the next annual general meeting, whether on one or several occasions, to increase the Company's share capital with an amount that corresponds to ten (10) percent of the Company's registered share capital at the time of the first utilization of the authorization. The board of directors shall be entitled to resolve on issues of shares, warrants and/or convertible instruments with or without deviation from the shareholders' pre-emption rights and/or by an issue in kind or by way of set-off.

An issue in accordance with this authorization shall be on market conditions. The board of directors shall be authorized to decide on the terms and conditions regarding issues under this authorization and what persons shall be entitled to subscribe for the shares, warrants and/or convertible instruments. The reason to propose that the board of directors shall be authorized to resolve on issues with deviation from the shareholders' pre-emption rights and/or to resolve on issues in kind or by way of set-off, is that the Company shall be able to issue shares, warrants and/or convertible instruments in connection with acquisitions of companies or businesses as well as to raise capital to the Company by carrying out directed issues.

The CEO, or any other person appointed by the board of directors, shall have the right to make such minor adjustments to this resolution that may be necessary in connection with the registration with the Swedish Companies Registration Office and Euroclear Sweden AB.

### **Majority requirements**

Resolutions in accordance with item 15 (*incentive program*) above requires, for its validity, that a minimum of nine tenths of both the votes cast and the shares represented at the general meeting.

Resolutions in accordance with item 16 (*authorization*) above requires, for its validity, that a minimum of two thirds of both the votes cast and the shares represented at the general meeting.

### **Processing of personal data**

For information regarding the processing of your personal data, please refer to [https://www.euroclear.com/dam/ESw/Legal/Integritetspolicy\\_for\\_deltagare\\_pa\\_bolagsstammor\\_20181023.pdf](https://www.euroclear.com/dam/ESw/Legal/Integritetspolicy_for_deltagare_pa_bolagsstammor_20181023.pdf)

### **The shareholders' right to information**

The board of directors and the CEO shall, up request by any shareholder, and where the board of directors deems that such information may be provided without significant harm to the Company, provide information in respect of any circumstances which may affect the assessment of a matter on the agenda or the Company's financial position as well as the Company's relationship to other group companies. Shareholders can submit questions in advance to the Company, to the address Ulls väg 41, Uppsala or through e-mail to [erik.bergman@senzime.com](mailto:erik.bergman@senzime.com).

### **Documents**

The annual report and the auditor's report, complete proposals for resolutions, remuneration report report in accordance with Chapter 8 Section 53 of the Swedish Companies Act, the auditor's opinion in accordance with Chapter 8 Section 54 of the Swedish Companies Act as well as other documents according to the Swedish Companies Act will be held available at the Company (*Ulls väg 41, Uppsala*) and at the Company's website, [www.senzime.se](http://www.senzime.se) no later than three weeks before the meeting, *i.e.*, no later than 27 April 2022. The documents will also be sent, without charge, to shareholders who so request and inform the Company of their postal address. The documents will also be held available and presented at the general meeting.

Uppsala in April 2022

**Senzime AB (publ)**

*The board of directors*

**For further information, please contact:**

---

Pia Renaudin, CEO of Senszime AB

Phone: +46 (0) 70-813 34 17, e-mail: [pia.renaudin@senzime.com](mailto:pia.renaudin@senzime.com)

Slavoljub Grujicic, CFO

Phone: +46 46 (0) 76-306 60 11, e-mail: [slavoljub.grujicic@senzime.com](mailto:slavoljub.grujicic@senzime.com)

### **About Senszime**

---

Senzime is a Swedish medical device company that develops and markets CE- and FDA-cleared monitoring systems for patients undergoing anesthesia. Senszime's employees worldwide are committed to the vision of a world without anesthesia related complications. Six out of ten patients that wake up after surgery are not fully muscle recovered and therefore at risk having critical respiratory complications. The TetraGraph system helps anesthesia providers improve patient care and reduce healthcare costs by digitally and continuously measure the degree of neuromuscular blockade under and after surgery. Senszime operates in the worlds leading markets targeting a market opportunity valued in excess of SEK 15 billion per year. The company's shares are listed on Nasdaq Stockholms main market (ticker SEZI). [www.senzime.com](http://www.senzime.com)

### **Attachments**

---

**[NOTICE OF ANNUAL GENERAL MEETING IN SENZIME AB \(PUBL\)](#)**