

Notice of Annual General Meeting of SURGICAL SCIENCE SWEDEN AB (publ)

Shareholders in Surgical Science Sweden AB (publ), Corp. ID No. 556544-8783 (the “**Company**”), with registered offices in Gothenburg, Sweden, are hereby invited to participate in the Annual General Meeting to be held on Thursday, May 12, 2022, at the Company’s premises at address Drakegatan 7A, 412 50 in Gothenburg, Sweden, at 5.00 p.m.

REGISTRATION AND ADVANCE VOTING, ETC.

Right to participate in the Annual General Meeting and notice of participation

Participation in the Annual General Meeting at the venue

A shareholder who wishes to participate in the Annual General Meeting at the venue in person or represented by a proxy must:

- be recorded as shareholder in the share register maintained by Euroclear Sweden AB relating to the circumstances on Wednesday, May 4, 2022 (for nominee-registered shares, see also “Nominee-registered shares” below),
- no later than Friday, May 6, 2022 give notice of participation by post to Surgical Science AB (publ), Drakegatan 7A, 412 50 Gothenburg or via e-mail to anna.ahlberg@surgicalscience.com.

When providing such notice, the shareholder shall state name, personal or corporate registration number, shareholding, address, telephone number and, if applicable, the number of any accompanying assistant(s) (maximum two assistants) or proxy representatives. Personal data disclosed in connection with registration will only be processed and used in connection with the Annual General Meeting. Further details on the processing of personal data are provided below.

If a shareholder votes by proxy, a written and dated proxy shall be enclosed to the postal voting form. Proxy forms are available on the Company’s website www.surgicalscience.com. If the shareholder is a legal entity, a certificate of incorporation or an equivalent certificate of authority should be enclosed. In order to facilitate registration at the Annual General Meeting, a proxy and certificate of incorporation and other certificates of authority should be received by the Company to the above address no later than May 11, 2022.

Participation by voluntary advance voting

Shareholders may exercise their voting rights at the Annual General Meeting by voting in advance, so-called “postal voting”.

A shareholder who wishes to participate in the Annual General Meeting by voluntary advance voting must:

- be recorded as shareholder in the share register maintained by Euroclear Sweden AB relating to the circumstances on Wednesday, May 4, 2022 (for nominee-registered shares, see also “Nominee-registered shares” below),
- notify its intention to participate in the Annual General Meeting by casting its postal vote in accordance with the instructions below so that the advance vote is received by the Company no later than Friday, May 6, 2022.

A shareholder who wishes to participate in the Annual General Meeting at the venue in person or represented by a proxy must give notice thereof in accordance with what is set out under “Participation in the Annual General Meeting at the venue” above. This means that a notification by advance vote is not sufficient for a person who wishes to participate at the venue.

A specific form shall be used for advance voting. This form is available at www.surgicalscience.com. A completed and signed form may be submitted by post to Surgical Science AB (publ) Drakegatan 7A, 412 50 Gothenburg or via e-mail to anna.ahlberg@surgicalscience.com. The completed form must be received by the Company by Friday, May 6, 2022 at the latest. Shareholders may not attach specific instructions or conditions with the advance voting form. In such instances, the vote (that is, the advance voting form in its entirety) is rendered invalid. Further instructions and conditions are included in the form for postal voting.

If a shareholder votes by proxy, a written and dated proxy shall be enclosed to the postal voting form. Proxy forms are available on the Company’s website www.surgicalscience.com. If the shareholder is a legal entity, a certificate of incorporation or an equivalent certificate of authority should be enclosed.

Nominee-registered shares

To be entitled to participate in the Annual General Meeting, a shareholder whose shares are held in the name of a nominee must, in addition to providing notification of participation, register its shares in its own name so that the shareholder is recorded in the share register relating to the circumstances on Wednesday, May 4, 2022. Such registration may be temporary (so-called voting right registration) and is requested from the nominee in accordance with the nominee's procedures and in such time in advance as the nominee determines. Voting right registrations completed by the nominee not later than May 6, 2022 are taken into account when preparing the register of shareholders.

Agenda

1. Opening of the Annual General Meeting.
2. Election of a chairman for the Annual General Meeting.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Election of one or two individuals who shall approve the minutes.
6. Determination of whether the Annual General Meeting has been duly convened.
7. Presentation of the Annual Report and Audit Report, as well as of the consolidated accounts and the Audit Report regarding the consolidated accounts.
8. Resolutions regarding
 - a. the adoption of the Income Statement and Balance Sheet and of the Consolidated Income Statement and Consolidated Balance Sheet,
 - b. the appropriation of the Company's profit in accordance with the adopted Balance Sheet,
 - c. the discharge from liability of the Board members and the CEO.
 - i. Roland Bengtsson – Chairman of the Board of Directors
 - ii. Thomas Eklund – Board member
 - iii. Elisabeth Hansson – Board member
 - iv. Henrik Falconer – Board member
 - v. Tommy Forsell – Board member
 - vi. Jan Bengtsson – Board member
 - vii. Gisli Hennermark – CEO
9. Determination of the number of Board members and deputy Board members.
10. Determination of the number of auditors and deputy auditors.
11. Determination of the fees to be paid to the Board members and auditor.
12. Election of Board members and deputy Board members, as well as of the auditors and deputy auditors.
 - a. Roland Bengtsson – Board member (re-election)
 - b. Thomas Eklund – Board member (re-election)
 - c. Elisabeth Hansson – Board member (re-election)
 - d. Henrik Falconer – Board member (re-election)
 - e. Tommy Forsell – Board member (re-election)
 - f. Jan Bengtsson – Board member (re-election)
 - g. Roland Bengtsson – Chairman of the Board of Directors (re-election)
 - h. KPMG AB – auditor (re-election)
13. Resolution on a) adoption of a long-term incentive programme for employees within the group and b) resolution on a directed issue of warrants to wholly owned subsidiary and approval of transfer of the warrants to employees within the group.
14. Resolution on authorization for the Board of Directors to resolve on new share issues.

Nomination Committee's proposals regarding agenda items 2, 9, 10, 11 and 12

The Nomination Committee, whose members were appointed in accordance with the principles adopted by the 2020 Annual General Meeting, and which is comprised of Åsa Hedin (appointed by Marknadspotential AB), Tommy Forsell (appointed by Landsnora AB), Anna Sundberg (appointed by Handelsbanken Fonder) and Roland Bengtsson, Chairman of the Board of Directors, hereby submits the following proposals:

Election of a chairman for the Annual General Meeting (item 2)

The Nomination Committee proposes that the Chairman of the Board of Directors, Roland Bengtsson, or the person appointed by the Nomination Committee in his absence, be elected Chairman of the Annual General Meeting.

Determination of the number of Board members and deputy Board members (item 9)

The Nomination Committee proposes that there be six ordinary Board members with no deputies.

Determination of the number of auditors and deputy auditors (item 10)

The Nomination Committee proposes that a registered auditing company be appointed as auditor.

Determination of the fees to be paid to the Board members and auditors (item 11)

The Nomination Committee proposes that Board fees be paid totaling SEK 1,050,000 (1,050,000), of which SEK 300,000 (300,000) be paid to the Chairman of the Board of Directors and SEK 150,000 (150,000) to each of the other Board members.

It is proposed that the auditors' fees, for the period extending until the end of the next Annual General Meeting, be paid in accordance with approved invoices.

Election of Board members and deputy Board members, as well as of auditors and deputy auditors (item 12 a-h)

The Nomination Committee proposes that the Board of Directors should comprise the following ordinary members: Roland Bengtsson (re-election), Thomas Eklund (re-election), Elisabeth Hansson (re-election), Henrik Falconer (re-election), Tommy Forsell (re-election) and Jan Bengtsson (re-election), all for the period extending until the end of the next Annual General Meeting. It is also proposed that Roland Bengtsson be re-elected as Chairman of the Board of Directors.

Further details of the proposed members can be found on the Company's website www.surgicalscience.com.

It is proposed that the registered auditing company KPMG AB be re-elected for the period extending until the end of the next Annual General Meeting. Should the Nomination Committee's proposal for auditor be adopted, KPMG has informed that authorized public accountant Jan Malm will be appointed auditor in charge.

Board of Directors' proposed resolutions under items 8b, 13 and 14

Appropriation of the Company's profit in accordance with the adopted Balance Sheet (item 8b)

The Board of Directors and the CEO propose that no dividends be paid for the 2021 financial year. It is proposed that the funds at the disposal of the Annual General Meeting, amounting to SEK 3,322,867,645 be carried forward in a new account.

Resolution on a) adoption of a long-term incentive programme for employees within the group and b) resolution on a directed issue of warrants to wholly owned subsidiary and approval of transfer of the warrants to employees within the group (item 13 A-B)

A. Introduction of LTIP 2022

The Board of Directors of the Company proposes that the Annual General Meeting resolves to adopt a long-term incentive programme (LTIP 2022) directed to employees within the group in accordance with the main terms and conditions set out below.

Background and rationale

The Company's Board of Directors is of the opinion that incentive programmes contribute to higher motivation and commitment among the employees and strengthen the bonds between the employees and the Company. Furthermore, the Board of Directors' assessment is that LTIP 2022 will contribute to the opportunities to retain knowledgeable and experienced employees and is expected to increase the employees' interest in the Company's operations and development of earnings. In view of these considerations, it is the Board of Directors' opinion that LTIP 2022 will benefit both the employees and the Company's shareholders through increased share value.

LTIP 2022

The Board of Directors proposes that the Annual General Meeting resolves on a directed new issue of not more than 200,000 warrants ("**Warrants**") to the wholly owned subsidiary Surgical Science Sweden Incentive AB (the "**Subsidiary**"), and approves of subsequent transfer of not more than 200,000 Warrants to employees within the group.

Each Warrant entitles the holder to subscribe for one new share in Surgical Science Sweden AB (publ) during the period from and including June 10, 2025 to and including July 10, 2025 at a subscription price of 120 percent of the Surgical Science share's average volume-weighted closing price during the period from and including May 12, 2022 to and including May 25, 2022. The subscription price shall be paid in cash or by set-off.

The exercise price, as set out above, shall be rounded to the nearest SEK 0.10, whereby SEK 0.05 shall be rounded downwards. The exercise price and the number of shares that each Warrant entitles to subscription of shall be recalculated in the event of a split, consolidation, new share issue etc. in accordance with market practice.

Participants in LTIP 2022 shall no later than June 10, 2022 notify the Company of the number of Warrants that the participant wishes to acquire. The Warrants shall be transferred to the participants at the market value of the Warrants calculated by an independent party in accordance with the Black & Scholes valuation model. However, the Company will subsidise the LTIP 2022 whereby the participants will receive the Warrants as a fringe benefit. The taxation of the fringe benefit shall be paid by the participant.

In connection with the allotment of the Warrants, the Board of Directors shall have the right to make adjustments to comply with organisational changes and special rules or market conditions abroad and reserve the right to repurchase the Warrants if the participant in turn wishes to transfer the Warrants.

At the request of participants, the Company shall have the right, but no obligation, to acquire at market value such number of Warrants that enables the participant to exercise the remaining Warrants to subscribe for shares, whereby the subscription proceeds are paid by way of set-off against the claim on sold Warrants.

Holders of Warrants whose employment is terminated or who wish to sell their Warrants shall offer the Company to acquire the Warrants to the lowest of 50 percent of the benefit value that arose at the time of the acquisition of the Warrant and the market value.

Allocation of Warrants

The LTIP 2022 shall comprise of employees within the group, except for members of the global senior management team who refrains from participating in the LTIP 2022 in favor of other employees within the group. The maximum number of Warrants per participant in the LTIP 2022 follows from the table below.

<i>Category</i>	<i>Maximum number of Warrants per person</i>	<i>Maximum number of Warrants per category</i>
Employees – category 1	2,000	90,000
Employees – category 2	1,000	70,000
Employees – category 3	500	40,000

Oversubscription cannot take place; however, it is permitted to acquire a lower number of Warrants. In the event of changes in positions and staff, the remaining Warrants in one category can be used in another category. The right to acquire Warrants from the Subsidiary shall only accrue to persons whom at the end of the application period have not resigned or whose employment has not been terminated.

Deviations for foreign participants

A majority of the Company's employees are employed abroad in the United States and Israel. For tax reasons, these employees will receive a contractual right to subscribe for shares (so-called Non-Qualified Stock Options) instead of Warrants. The Subsidiary will therefore retain Warrants that accrue to these employees to ensure delivery of shares upon exercise of the Non-Qualified Stock Options. In accordance with market practice in these markets, the participants will receive the Non-Qualified Stock Options free of charge. Some deviations will be made due to foreign legislation, but the terms of the Non-Qualified Stock Options are intended to correspond with the terms of the Warrants. E.g. Non-Qualified Stock Options shall not give entitlement to subscription of shares if the employee's employment ends before June 10, 2025.

Market value

The Warrants are preliminarily calculated to have a market value of SEK 34.50 per Warrant according to Black & Scholes formula based on an assumed share price of SEK 198.36, an assumed subscription price of SEK 238.00 per share, a term of 3 years, a risk-free interest of 0.634 per cent, an assumed volatility of 38 per cent and an assumed dividend of 0 SEK. The preliminary and independent valuation has been performed by Optionspartner Sverige AB.

Costs for the incentive programme

The incentive programme is estimated to preliminary result in costs of social security contributions of SEK 1,086,705 and expenses in accordance with the accounting principles set out in IFRS2 of in total SEK 6,900,000.

Costs for financial and legal advice in connection with the LTIP 2022 will amount to no more than approximately SEK 250,000.

The Board of Directors will not submit any proposal of measures to cover the costs of the LTIP 2022.

Dilution

Based on the outstanding number of shares in the Company, LTIP 2022 will upon exercise of all 200,000 Warrants increase the share capital by a maximum of SEK 10,000 and, at the time of the notice, entail a maximum dilution corresponding to approximately 0.39 percent of the total number of outstanding capital and number of votes in the Company.

Preparation of the proposal

LTIP 2022 has been prepared by the Board of Directors in consultation with external advisers.

The Board of Directors, or a special committee set up by the Board of Directors, shall be responsible for preparing the detailed design and administration of the terms and conditions of LTIP 2022, in accordance with the presented terms and guidelines including provisions on recalculation in the event of an in-between bonus issue, share split, rights issue and/or similar measures. The Board of Directors shall also be entitled to make adjustments to meet specific market conditions. The Board of Directors shall also be entitled to make other adjustments if significant changes occur in the group or in its environment that would result in that the adopted terms for the LTIP 2022 no longer fulfils their objectives.

Other incentive programs

Information regarding the Company's current incentive program is available on the Company's website, <https://surgiscience.com>.

B. Directed issue of Warrants, Series 2022/2025, to wholly owned subsidiary and approval for transfer of these to employees in accordance with LTIP 2022

The Board of Directors proposes that the Annual General Meeting resolves to issue not more than 200,000 Warrants, as a result of which the Company's share capital may increase by a maximum of SEK 10,000 (provided the current quota value). The following conditions shall apply.

1. The right to subscribe for Warrants shall, with deviation from the shareholders' pre-emption rights, vest with the subsidiary Surgical Science Sweden Incentive AB, with a right and obligation for the Subsidiary to dispose of the Warrants in accordance with the terms and conditions of LTIP 2022. The Subsidiary shall in accordance with instructions from the Company's Board of Directors be allowed to transfer the Warrants to the due participant in the LTIP 2022.
2. Each Warrant entitles the holder to subscribe for one new share in Surgical Science Sweden AB (publ) during the period from and including June 10, 2025 to and including July 10, 2025 at a subscription price of 120 percent of the Surgical Science share's average volume-weighted closing price during the period from and including May 12, 2022 to and including May 25, 2022. The subscription price may never be less than the quota value of the share. If the subscription price exceeds the quota value of the shares, the excess amount (premium) shall be included in the non restricted share premium fund in the balance sheet of the Company. The subscription price shall be paid in cash or by set-off. The Board of Directors shall have the right to extend the period for subscription and payment.
3. The new shares will confer entitlement to dividends on the first time on the record day for dividends occurring closest after the new shares are registered with the Swedish Corporate Registration Office and the shares have been registered in the share register with Euroclear Sweden AB.
4. The Warrants shall be issued at subscription price corresponding to the market value of the Warrants calculated by an independent party in accordance with the Black & Scholes valuation model. Subscription of Warrants shall be made on a subscription list no later than May 27, 2022. However, the Board of Directors shall have the right to extend the subscription period.

The Warrants shall in all other respects be governed by the terms and conditions of the Warrants. The exercise price for subscription of one new share with Warrants and the number of shares to which each Warrant provides entitlement to subscribe may be adjusted in accordance with the terms and conditions of the Warrants.

Warrants held by the Subsidiary and which have not been transferred in accordance with the above or which have been repurchased from participants, may be cancelled by the Company following a resolution by the Board of Directors of the Company with the consent of the Board of Directors of the Subsidiary. Cancellation must be reported to the Swedish Companies Registration Office for registration.

Oversubscription cannot take place.

The rationale for the deviation from the shareholders' pre-emption rights is to implement the incentive programme for the employees in the group.

The Board of Directors also proposes the Annual General Meeting resolve to approve that the Subsidiary, in accordance with the terms and conditions of LTIP 2022, may transfer Warrants to participants in LTIP 2022 and administer the Warrants in accordance with LTIP 2022 in accordance with instructions from the Company's Board of Directors. Transfer of Warrants shall be made in accordance with above.

Certain provisions and special authorisations

The Board of Directors' proposal for resolutions in accordance with A – B are dependent on each other and hence adopted simultaneously.

The Board of Directors proposes that the Annual General Meeting instruct the Board of Directors to implement the resolution above and to ensure that the Warrants are transferred in accordance with what is stated above.

The Board of Directors further proposes that the Annual General Meeting instruct the Board of Directors, or whomever the Board of Directors appoints, to make such minor adjustments in the abovementioned proposed resolutions that may prove necessary in connection with registration with the Swedish Companies Registration Office.

Resolution on authorization for the Board of Directors to resolve on new share issues (item 14)

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors, for the period until the next Annual General Meeting, to determine new issues of shares, on one or more occasions and with or without deviating from the preferential rights of existing shareholders. It shall be possible to implement such share issues as cash issues, issues-in-kind, or set-off issues.

The authorization may be utilized to issue shares corresponding in total to at most 10 percent of the share capital registered in the Company at the time at which the decision is made to implement the issue. The issue price shall be determined on market terms.

Deviations from the preferential rights of existing shareholders shall only be possible in connection with acquisitions of all or parts of companies or operations, or for the Company's continued expansion. If the Board of Directors decides to issue shares deviating from the preferential rights of existing shareholders, this shall be because the Board of Directors needs to be able to access capital quickly or may need to make payment by means of shares in the Company through an issue-in-kind or set-off issue or to raise capital for the Company's continued expansion efficiently and inexpensively.

The Board of Directors, or the individual it appoints, shall otherwise be entitled to amend the above decision as may prove necessary in connection with its registration and otherwise take the measures necessary to implement the decision.

Other

Majority rules

To be valid, a resolution in accordance with item 13 A-B above requires the approval of at least nine tenths (9/10) of both the votes cast and of the shares represented at the Annual General Meeting.

To be valid, a resolution in accordance with item 14 above requires the approval of at least two thirds (2/3) of both the votes cast and of the shares represented at the Annual General Meeting.

Number of shares and votes

At the time of issuance of this notice, there were a total 50,801,236 shares and votes in the Company, all representing a single class of shares. The Company holds no treasury shares.

Availability of documents, etc.

The Annual Report, Audit Report and all other documentation for resolutions are available at the Company's offices and on the Company website www.surgicalscience.com no later than three weeks prior to the Annual General Meeting. The documents will be posted to shareholders who request this and who state their address. The documents will be available at the Annual General Meeting.

The Board of Directors' and the Nomination Committee's proposals for resolutions are presented in full in the notice of the Annual General Meeting.

Disclosures in preparation for the Annual General Meeting

The Board of Directors and the CEO shall, if any shareholder so requests, and if the Board of Directors finds that this can be achieved without causing significant harm to the Company, provide disclosures at the Annual General Meeting on circumstances possibly affecting the assessment of an agenda item and circumstances that could affect the assessment of the financial situation of the Company or a subsidiary, and of the Company's relations with another company within the Group.

Requests for such disclosures by shareholders who exercise their voting rights by voting in advance shall be posted to Surgical Science Sweden AB (publ), Drakegatan 7A, SE-412 50 Gothenburg, Sweden or submitted by e-mail to anna.ahlberg@surgicalscience.com, by Monday, May 2, 2022 at the latest. The disclosures will be provided by being made available at the Company's head office and at www.surgicalscience.com by Friday, May 6, 2022 at the latest. These disclosures will also be posted within the same time frame to shareholders having requested this and who have provided their postal address.

Processing of personal data

For information on how your personal data is processed, please refer to the Privacy Notice made available at the Euroclear website, www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf.

Gothenburg, April 2022
Surgical Science Sweden AB (publ)
Board of Directors

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This is a translation of the Swedish version of the Notice of Annual General Meeting. When in doubt, the Swedish wording prevails.