

PRESS RELEASE

17 April 2023 09:00:00 CEST

Notice of annual general meeting in Senzime AB (publ)

The shareholders in Senzime AB (publ) corp. reg. no 556565-5734 (the "Company") are hereby convened to an annual general meeting on Tuesday 16 May 2023, at 16.00 at Senzime ABs premises on Ulls väg 41 in Uppsala.

Notice etc.

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

- be registered in the share register kept by Euroclear Sweden AB on Monday 8 May 2023 (the record date), and
- notify his or her intention to attend the annual general meeting to the Company no later than Friday 12 May 2023, by mail to Ulls väg 41, 756 51 Uppsala or by e-mail to michaela.larsson@lindahl.se, 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 addition to notify his or her intention to attend the general meeting, register their shares in their own name so that the shareholder is included in the share register kept by Euroclear Sweden on 8 May 2023. Such registration may be temporary (so-called voting rights registration) and shall be requested by shareholders in such time and in accordance with the routines that the nominee determines. Voting rights registrations that have been completed by the nominee no later than 10 May 2023 will be considered in the preparation of the share register.

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.

Number of shares and votes

As of the date of this notice, there are a total of 82,566,660 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 CEO
8. Resolution on the number of members of the board of directors and the number of deputy members of the board of directors (if any)
9. Resolution on remuneration to the board of directors and auditor
10. Election of members of the board of directors, chairman of the board of directors and deputy members of the board of directors
11. Election of auditor
12. Resolution on nomination committee for the next annual general meeting
13. Resolution on guidelines for remuneration to the senior management
14. Presentation of the board of director's remuneration report for approval
15. Resolution on extension of employee stock option programs
16. Resolution on an authorization (for remaining issues to sellers of Respiratory Motion)
17. Resolution on a general authorization (for other issues)
18. 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 or, in his absence, the person otherwise appointed by the board of directors.

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 2022 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 seven (7) 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 2022 has received payments from the Company for consulting services which in total exceed an amount corresponding to twice the board remuneration resolved at the annual general meeting 2022. 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 Philip Siberg, Adam Dahlberg, Sorin Brull, Eva Walde, Jenny Freeman and Laura Piccinini and election of Göran Brorsson as members of the board of directors. Lennart Kalén has informed the nomination committee that he is not available for re-election. It is proposed that Philip Siberg is elected as chairman of the board of directors.

Göran Brorsson has over 40 years of experience from services in sales, marketing and finance as well as leading roles at various companies. Between the years 2000 and 2015, Göran Brorsson was CEO of Elos Medtech AB. Since 2015, Göran has mainly been active as a consultant in the Medtech area. Göran Brorsson has a master's degree in Business Administration from Gothenburg University.

Item 11 – Election of auditor

The nomination committee proposes, in accordance with the audit committee's proposal, that Öhrlings PriceWaterhouseCoopers AB is reappointed as auditor of the Company, with Lars Kylberg 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 2024 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 1 September 2023, 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 2024 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 2025.

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 2024 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.

Remuneration

No remuneration shall be paid to the committee members for their work on the nomination committee. The Company shall however bear reasonable costs that the nomination committee deem necessary for the committee to fulfil its assignment.

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 Sensime'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 2023. 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 executives 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

Sensime 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.

Sensime'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.

Sensime'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 prerequisites 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 are in line with Sensime'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 extension of employee stock option programs

The Company has previously issued warrants within the framework of four ongoing employee stock option programs (the “**Programs**”):

- Program 2020/2023, resolved on 2 July 2020
- Program 2020/2024, resolved on 2 July 2020
- Program 2021/2025, resolved on 11 May 2021
- Program 2022/2026, resolved on 18 May 2022

The board considers it to be of great strategic importance that employees and key personnel have continued long-term commitment to the Company and that the conditions of the Programs work in this direction. In order to achieve this, the board believes that the Programs' duration and exercise periods should be extended as set out below. The board's proposal is that the general meeting resolves to approve the changes.

- i. The exercise period in employee stock option program 2020/2023 runs, according to the resolution of the annual general meeting on 2 July 2020, from 1 July 2023 up to and including 30 September 2023. The proposal is that the duration of the program and the exercise period be extended, so that the exercise period instead runs from 1 July 2023 up to and including 30 September 2026;
- ii. The exercise period in employee stock option program 2020/2024 runs, according to the resolution of the annual general meeting on 2 July 2020, from 1 February 2024 up to and including 30 April 2024. The proposal is that the duration of the program and the exercise period be extended, so that the exercise period instead runs from 1 February 2024 up to and including 30 April 2027;
- iii. The exercise period in employee stock option program 2021/2025 runs, according to the resolution of the annual general meeting on 11 May 2021, from 1 February 2025 up to and including 30 April 2025. The proposal is that the duration of the program and the exercise period be extended, so that the exercise period instead runs from 1 February 2025 up to and including 30 April 2028; and
- iv. The exercise period in employee stock option program 2022/2026 runs, according to the resolution of the annual general meeting on 18 May 2022, from 1 February 2026 up to and including 28 February 2027. The proposal is that the duration of the program and the exercise period be extended, so that the exercise period instead runs from 1 February 2026 up to and including 28 February 2030.

The changes above entail that employee stock option agreements entered into by the Company and underlying warrants issued within the framework of the Programs have to be amended. The board of directors or any other person appointed by the board of directors shall implement the relevant changes.

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.

Item 16 – Resolution on an authorization (for remaining issues of shares to sellers of Respiratory Motion)

The board of directors proposes that the 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 maximum SEK 821,557.875 by an issue of maximum 6,572,463 shares. The board of directors shall be entitled to resolve on issues of shares with or without deviation from the shareholders' pre-emption rights and/or by an issue in kind or by way of setoff.

This authorization may only be used to issue shares to the sellers of the company Respiratory Motion, Inc (in accordance with agreements entered into by the Company regarding the acquisition of the company). 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, something which shall, however, take place in accordance with agreements entered into by the Company.

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 fulfill concluded agreements on the acquisition of Respiratory Motion, Inc.

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 registration thereof.

This authorization is a special authorization related to the acquisition mentioned above and shall not affect the general authorization proposed that follows in Item 17 below.

Item 17 – Resolution on a general authorization (for other issues of shares)

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 resolve on issues of shares, warrants and/or convertible instruments. The board of directors shall be able 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 or other conditions as referred to in chapter 13 section 5 first paragraph 6 of the Swedish Companies Act.

In case of issues carried out with deviation from the shareholders' preferential rights (directed issues), the board of directors shall not be able to make decisions that mean that the amount by which the share capital is increased corresponds to more than twenty (20) percent of the total share capital in the Company when the authorization is utilized for the first time for a directed issue.

Issues in accordance with this authorization shall be made on market terms. The board of directors shall have the right to determine the terms and conditions for issues under this authorization and who shall have the right to subscribe for the instruments issued. The purpose of the authorization is to

enable the board of directors to issue instruments in connection with, for example, acquisitions or entering into collaboration agreements, and to give the board flexibility in the work of ensuring that the Company, in an appropriate manner, can be provided with capital to finance the Company's continued operations and to enable a broadening of the owner base in the Company.

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 registration thereof.

Majority requirements

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

Resolutions in accordance with item 16 and 17 above requires, for its validity, 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/Privacy-notice-bolagsstammor-engelska.pdf>

The shareholders' right to information at the general meeting

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 Slavoljub.Grujicic@senzime.com.

Documents

The annual report and the auditor's report, complete proposals for resolutions, remuneration 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.com, no later than three weeks before the meeting, i.e., no later than 25 April 2023. 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 2023

Senzime AB (publ)

The board of directors

About Senzime

Senzime is a Swedish medical device company that develops, manufactures, and markets CE- and FDA-cleared patient monitoring systems. Senzime's employees worldwide are committed to the vision of a world without anesthesia- and respiratory-related complications. The company markets an innovative portfolio of solutions, including the TetraGraph® and ExSpiron® 2Xi for real-time monitoring of neuromuscular and respiratory functions, typically under and after surgery. The goal is to help eliminate in-hospital complications, and radically reduce health care costs related to surgical and high acuity procedures.

Senzime targets a market opportunity valued more than SEK 40 billion per year, and operates with sales teams in the world's leading markets. The company's shares are listed on Nasdaq Stockholm Main Market (SEZI). More information is available at senzime.com.

Attachments

[Notice of annual general meeting in Senzime AB \(publ\)](#)