

## Annual shareholders' meeting in Mentice AB

**The shareholders in Mentice AB, reg. no. 566556-4241, (the "Company"), are hereby invited to attend the annual shareholders' meeting to be held on 11 May 2023 at 2.00 p.m. at Radisson Blu Scandinavia Hotel Gothenburg, Södra Hamngatan 59, 401 24 Gothenburg.**

### Right to participate and notice

Only shareholders who are recorded in their own name in the Company's share ledger kept by Euroclear Sweden AB (The Swedish Central Securities Depository Euroclear Sweden AB) as of 3 May 2023 have the right to participate in the shareholders' meeting. Shareholders also ought to have given notice no later than on 5 May 2023 to the Company of their intent to participate.

Notice of intent to participate in the annual shareholders' meeting can be given in writing to Mentice AB, att: Mentice AB, Annual Shareholders' Meeting, Odinsgatan 10, 411 03 Gothenburg, or by e-mail to [stefani.erceg@mentice.com](mailto:stefani.erceg@mentice.com).

The notice ought to specify the shareholder's name, personal identity or company registration number, address, work-hour telephone number and shareholding, and names of any advisors.

### Trustee-registered shares

In order to be entitled to participate in the meeting, shareholders whose shares are trustee-registered must temporarily register their shares in their own names. Shareholders that wish to execute such registration must do well in advance before 5 May 2023 notify its trustee. The registration must be executed with Euroclear Sweden AB on 5 May 2023.

### Proxies

Shareholder who intends to participate by proxy must provide the proxy with a written and dated power of attorney signed by the shareholder in original to the meeting. If the power of attorney is issued by a legal entity, the registration certificate of the legal entity (Sw. registreringsbevis) or similar document of authorization for the legal entity need to be brought as well. The documents brought forward may not be dated longer than one year back. However, the validity period for the power of attorney might be longer, but no more than five years from the date of issuance. Power of attorney templates can be found on the Company's webpage <https://investor.mentice.com/en/general-meetings>. To order a power of attorney, the same address and e-mail as the notice to the annual shareholders' meeting can be used.

In order to facilitate registration, power of attorney, and documents of authorization should be the Company to hand at the abovementioned address on 5 May 2023 at the latest.

Proposed agenda

1. Opening of the meeting.
2. Election of chairman of the meeting.
3. Preparation and approval of the register of voters.
4. Election of one or two persons to confirm the minutes.
5. Consideration of whether the meeting has been properly convened.
6. Approval of the agenda.

1. Presentation of the annual report and presentation of consolidated annual report and auditor's report.

#### 7. Resolutions

regarding adoption of the income statement and the balance sheet and the consolidated income statement and the consolidated balance sheet,

regarding allocation of the company's profit/loss according to the adopted balance sheet,

regarding discharge from liability for the members of the Board of Directors and the managing director

8. Determination of fees for the members of the Board of Directors and auditors.
9. Election of members of the Board of Directors and appointment of auditors and deputy auditors, if any.
10. Resolution on the adoption of guidelines for remuneration to senior executives.
11. Resolution regarding authorization for the Board of Directors to resolve on issue of shares.
12. Resolution regarding implementation of an incentive program, including a directed issue of warrants 2023/2026.
13. Closing of the meeting.

#### Resolution proposals

**Item 2:** In accordance with the nomination committee's proposal, it is proposed that Christian Riddarbo, Setterwalls Advokatbyrå, or whomever he appoints in his place, shall be appointed chairman of the meeting.

**Item 8 (b):** The board of directors proposes to balance all of the company's total available financial result, in total SEK 106,189,474.

**Item 8 (c):** The auditor endorses that the annual general meeting discharges the members of the board of directors and the managing director from liability for the financial year of 2022. Resolutions regarding discharge from liability are made through individual and separate decision for each of the board members and the managing director in the following order:

1.	Magnus Nilsson	Board member, chairman of the board
2.	Denis Gestin	Board member
3.	Gösta Johannesson	Board member
4.	David Ballard	Board member
5.	Johann Koss	Board member
6.	Eola Änggård Runsten	Board member
7.	Lawrence D. Howell	Board member
8.	Göran Malmberg	Managing Director

**Item 9:** In accordance with the nomination committee's proposal, it is proposed that the annual shareholders' meeting shall resolve to determine that a fixed yearly fee of in total SEK 1,140,000 whereof SEK 100,000 shall be paid to Johann Koss, SEK 170,000 shall be paid to Gösta Johannesson, Eola Änggård Runsten, David Ballard and Denis Gestin respectively and SEK 360,000 shall be paid to Magnus Nilsson. Lawrence D Howell refrains from being remunerated. The payment is subject to the condition that the board member is elected by the annual shareholders' meeting and is not employed by the Company or any of its subsidiaries.

The nomination committee furthermore proposes that the fee for the audit committee shall be determined to SEK 40,000 for the chairman and SEK 20,000 per other member. In addition to this, the nomination committee proposes fees to the remuneration committee to SEK 40,000 for the chairman and SEK 20,000 per other member.

Fees to the Company's auditor is proposed to be paid according to approved invoice.

**Item 10:** In accordance with the nomination committee's proposal, it is proposed that the Company's board of directors should consist of seven board members without deputies. It is proposed for the time being until the end of the next annual shareholders' meeting that the Company should have a registered auditing firm without change as an auditor alternate.

Furthermore, it is proposed that as ordinary members of the board of directors shall, until the next annual shareholders' meeting, be elected Lawrence D. Howell, Denis Gestin, Gösta Johannesson, David Ballard, Johann Koss, Eola Änggård Runsten and Magnus Nilsson (all re-elected).

A presentation of the persons that the nomination committee have proposed as board of directors are available at the Company's website, <https://investor.mentice.com/en/board-of-directors>.

In accordance with the nomination committee's proposal, it is proposed that Magnus Nilsson shall be appointed chairman of the board (re-election) and that KPMG AB (re-election) with Johan Kratz (re-election) as principal auditor is appointed as the Company's auditor without deputy auditors.

**Item 11:** The board of directors of Mentice AB proposes that the annual shareholders' meeting resolves on the adoption of guidelines for remuneration and other employment conditions for the senior management. The guidelines also apply to board members in so far as they receive remuneration for services provided to the company or any subsidiaries outside of the scope of the board assignment.

*Scope:* These guidelines shall encompass those persons that are members of the senior management of the company during the period when the guidelines are in force. The guidelines are applicable on agreements entered into after the resolution of the annual shareholders' meeting, and as far as changes are made to existing agreements, thereafter. The guidelines do not include remuneration resolved by the shareholders' meeting, such as remuneration for board members or share-based incentive programs.

More information regarding Mentice vision and business plan can be found in Mentice financial reports at <https://investor.mentice.com/en/financial-reports>.

In order for Mentice to be able to execute the company's business strategy and care for the company's long-term interests, including sustainability, it is necessary that Mentice can recruit and retain qualified employees. In order to achieve this, Mentice is required to be able to offer competitive remuneration solutions, which these guidelines facilitate.

*Remuneration:* The main principle is that remuneration and other employment conditions for members of the senior management shall be based on market terms and be competitive in order to ensure that the company can attract and retain competent members of the senior management at a reasonable cost for the company.

The total remuneration for the senior management shall consist of fixed salary, variable remuneration, pension and other benefits. In order to avoid that the senior management is encouraged to take unreasonable risks, there shall be a fundamental balance between fixed and variable remuneration. The fixed salary shall thus be large enough in relation to the total remuneration paid to the member of the senior management in order to render it possible to reduce the variable remuneration to zero. The variable remuneration to a member of the senior management whose function or total remuneration level implies that he or she can have a material effect on the company's risk profile, may not be greater than 5 times the yearly fixed salary.

Regarding employments that are regulated by laws and regulations other than Swedish, necessary adjustments may be adopted regarding pension benefits and other benefits in order to follow such imperative regulations or fixed local customs, whereas these guidelines' overall purpose shall be applied as far as possible.

*Fixed salary:* Each member of the senior management shall be offered a fixed salary on market terms, based on the work instructions, degree of difficulty of the work performed, as well as experience, responsibilities, competence and performance. The fixed salary shall be adjusted annually.

*Variable remuneration:* In addition to the fixed annual salary, the members of the company senior management may be offered variable remuneration which shall be paid in cash and based on the result in relation to performance goals within the respective area of responsibility and be in line with the shareholders' interests. Variable remuneration shall correspond to a maximum of 50% of the fixed annual salary for the CEO and a maximum of 50% of the fixed annual salary for other members of the company senior management, without members of the senior management within sales management, meaning employee whose primary function is sales. Should variable remuneration paid have been based on information that later shows to have been evidently incorrect, the company shall have the possibility to request repayment.

Variable remuneration shall be based on clear, predetermined and measurable criteria and financial results and predefined individual and operational goals, as well as designed with the objective to promote the company's business plan, long-term value creation, including sustainability. The board of directors shall determine the criteria's yearly. The variable remuneration is to have a cap. The maximum cap for total variable remuneration to the senior management shall be set annually in connection with the establishment of goals for the coming financial year.

Additional variable remuneration can be provided due to extraordinary circumstances, provided that such extraordinary arrangements are solely made on an individual level in order to either recruit or retain members of the senior management, or as remuneration for an extraordinary work performance beyond the persons ordinary work tasks. Such remuneration may not supersede a sum corresponding to 50 percent of the annually fixed salary and may not be provided more than once a year per person. Resolutions regarding such remuneration shall be made by the board of directors.

*Pension:* Members of the senior management shall, unless otherwise specifically agreed upon, be offered pension terms which are in accordance with the market in the country where the members of the senior management are habitually resident.

Variable remuneration shall, as a main rule, not be pension qualifying.

*Other benefits:* Other benefits such as a company car, additional health insurance and medical benefits shall be limited in value in relation to other remuneration, and shall be paid only in so far as it is considered to be in accordance with the market for other members of senior managements holding corresponding positions on the employment market where the member in question is operating.

*Long-term share based incentive programmes:* The annual shareholders' meeting 2019 resolved to implement an incentive program available for employees in the company's group and certain consultants tied to the group. Senior executives may also be offered the opportunity to participate in long-term incentive program, which the board of directors proposes at the annual shareholders meeting. Under such incentive programs, senior executives will have the opportunity to subscribe and be allotted warrants against payment in cash corresponding to the warrants market value. Each warrant would entitle the holder to subscribe for one new share in the company against cash payment at a determined subscription price. Since the price per each warrant would correspond to the market value, the company's assessment is that no payroll expenses or social security contributions will occur for the company in relation to such incentive program.

The board of directors shall each year consider whether the annual shareholders' meeting is to be proposed to adopt a share-based incentive program. Proposed incentive programs shall contribute to a long-term value growth.

It shall be possible to offer members of the senior management corresponding incentives as should have been offered pursuant to a share-based incentive program, should it show to be practically impossible to effectuate such program in the tax domicile of a member of the senior management, or if the company assesses that such participation cannot take place at reasonable administrative costs or financial contributions. The cost and the investment for the company as well as the incentive and financial outcome for the senior management member in question shall under those circumstances essentially correspond to the share-based incentive program.

*Notice:* The notice period upon notice given by the company shall be no longer than 12 months for members of the senior management, with a right to redundancy payment after the expiration of the notice period corresponding to not more than 100% of the fixed salary for a maximum of 12 months, meaning that the fixed salary and redundancy payment shall together not exceed 24 months' fixed salary. Any right to redundancy payment shall, as a main rule, decrease in situations where remuneration is received from another employer. Upon notice given by a member of the senior management, the notice period shall generally be 6 months for the CEO and 3-6 months for other members of the senior management.

*Remuneration to board members:* If a board member that is elected by the shareholders' meeting is performing work for Mentice that stretches beyond the tasks of the board of directors, it shall be possible to pay such member of the board of directors for such work through consulting fees to the board member or to a by the board member controlled company provided that the performed work contributes to the implementation of Mentice business strategy as well as the procurement of the long-term interest of Mentice, including its sustainability. Such remuneration shall be market based and shall be approved by the board of directors.

*Salary and terms of employment for employees:* When preparing of the board of directors proposal for these remuneration guidelines, factors such as salary and terms of employment for the company's employees have been taken into account through the review of information regarding the employees total remuneration, the remuneration components as well as the remuneration increase and pace of increase over time, which have all constituted part of the board of directors' basis for decision when evaluating the reasonability and the limitations of the guidelines.

*Deviations from the guidelines:* The board of directors shall be entitled to deviate from the guidelines in individual cases if there are special reasons for doing so and if it is necessary in order to facilitate the long-term interests of the company, including sustainability. During 2022 no deviations from the adopted guidelines have been applied.

*Significant changes to the guidelines:* The proposal for guidelines presented at the shareholders' Meeting 2023 does not entail any significant changes in relation to the company's existing remuneration guidelines.

**Item 12:** The board of directors in Mentice AB proposes that the annual shareholders' meeting resolves to authorise the board of directors, until the next annual shareholders' meeting, on one or several occasions, with or without deviation from the shareholders' preferential rights, to resolve on new issues of shares and/or issues of warrants, entitling the holders to subscribe for new shares and/or issues of convertibles, entitling the holders to convert the convertibles to new shares. Issues may be undertaken against cash payment and/or with provisions regarding issue in kind or set off or other provision.

The maximum number of shares to be issued under this authorisation together with any shares possibly issued in connection with use of options and converting of convertibles shall not exceed 2,556,885 shares, implying a maximum dilution of equity of approximately 10 per cent of all outstanding shares in Mentice AB at the time of this resolution proposal.

The incentive for this proposal and the reasons for deviation from the shareholders' preferential rights and/or the possibility to resolve on issuing of new shares with provisions on issue in kind, set off or other provisions, is to provide the board of directors with flexibility within the Company financing and to enable an accelerated expansion and development of the Company, its markets and products by e.g. acquisition of enterprises, businesses or other assets where payment wholly or partially shall be made with new issued shares and/or the enable the board of directors to swiftly obtain funds for such acquisitions.

The Board of Directors or the person appointed by the board of directors is authorised, to make such minor formal adjustments to the resolution, which may be required for registration with the Swedish Companies Registration Office and Euroclear Sweden AB. For a valid resolution, this proposal has to be supported by shareholders with at least two thirds of the votes cast as well as of the shares represented at the meeting.

**Item 13:** The board of directors in Mentice AB proposes that the annual shareholders' meeting resolves to implement an incentive program based on warrants for certain consultants within the company's group through a directed issue of not more than 50,000 warrants (Sw. teckningsoptioner) and to approve that such warrants are transferred from the company on the following terms and conditions:

1. With deviation from the shareholders' preferential rights, the warrants may only be subscribed for by the company.

2. The reason for the deviation from the shareholders' preferential rights and the purpose of the incentive program 2023/2026 is to establish a warrant-based incentive program in order to keep and motivate the consultants active in Mentice Inc.'s Scientific Advisory Board. The warrants will be part of the remuneration paid to the consultants for their services. An increased ownership commitment from the consultants is expected to stimulate the interest for the business and the result of the company, as well as increase motivation and a sense of togetherness with the company. Based on this, it is the board of director's assessment that the proposal will have a positive effect on the company's continued development to the benefit of the company and its shareholders.

3. Subscription shall be made on a separate subscription list no later than 25 May 2023. The board of directors is authorized to extend the time period.

4. The warrants will be issued without consideration. The reason for the issue of warrants to the company without consideration is that the warrants shall be used for the implementation of incentive program 2023/2026 as stated above.

5. The company shall have the right and obligation to transfer the warrants at one or several occasions and in accordance with instructions given by the shareholders meeting, to the consultants through Mentice Inc. (a fully owned subsidiary), whereby each consultant shall not be offered more than 10,000 warrants. Transfer of warrants shall require that the consultant at the time of offer and the time of transfer is assigned as a consultant and has not given notice or been given notice to terminate the consultancy agreement and enters into an agreement with the company that inter alia gives the company (or a party designated by the company) the right (but not obligation) to acquire all or some of the consultant's warrants in case of termination of the consultancy agreement. The agreement also contains provisions about vesting of the warrants and a right of first refusal clause.

6. Transfer to participants of the incentive program 2023/2026 shall be made at the latest on 2 June 2023. The transfer will be made against payment in cash corresponding to the warrants' fair market value at the time of the transfer to Mentice Inc., calculated through an independent valuation based on the Black & Scholes model. Mentice Inc. will then use the warrants as payment of remuneration to the consultants for the services provided by them to Mentice Inc.

7. Payment of the subscribed warrants shall be made in cash no later than five banking days after subscription by payment to the company's designated bank account, and the board of directors is authorized to extend this time period.

8. The warrants and the right to subscribe for new shares are subject to the terms and conditions for warrant 2023/2026 set out in **schedule A** (the "**warrant terms and conditions**"). The warrant terms and conditions inter alia stipulate:

a. that each warrant entitles the holder to subscribe for one new share in the company against cash payment at a subscription price that amounts to 150 percent of the volume-weighted average price during the period from 12 May 2023 to 26 May 2023 (but not lower than the quotient value of the shares);

b. that the subscription price and the number of shares that each warrant confers right to subscribe for can become subject to adjustment as provided for in Section 8 of the warrant terms and conditions;

c. that the warrants may be exercised during the period from 1 June 2026 until and including 30 June 2026;

d. that the period for exercising the warrants can be brought forward or be postponed as provided for in Section 8 of the warrant terms and conditions;



e. that the shares issued upon exercise of the warrants confer right to dividends as provided for in Section 7 of the warrant terms and conditions.

9. If all warrants are exercised for subscription of new shares, the company's share capital will be increased by SEK 2,500.00.

10. If the subscription price exceeds the quotient value of the previous shares, the exceeding amount shall be attributed to the free share premium fund (Sw. fria överkursfonden).

11. The board of directors or the person appointed by the board of directors is authorised to make such minor formal adjustments to the issue resolution, which may be required for registration with the Swedish Companies Registration Office.

*Information about previous programs, dilution and costs etc.*

The annual general meeting of the company resolved on 17 April 2019 to implement an incentive program 2019/2024 for employees and consultants. Through the incentive program, 1,429,922 warrants have been issued and subscribed for, which in total give the right to subscribe to 1,429,922 new shares, equal to a dilution of approximately 5.59 percent of the share capital and votes in the company per the day for the notice to of the annual general meeting. Subscription for shares may be made during period from 1 April 2024 to 30 April 2024. In case of full utilization of the warrants, the share capital will increase with SEK 71,496.10.

The proposed incentive program may cause a dilution of additionally approximately 0.2 percent of the company's current share capital and votes (in total 5.8 percent of the company's share capital and votes after full dilution, including the total number of shares that will be added upon full utilization of the warrants in the scope of incentive program 2019/2024), calculated on the number of shares that will be added upon full exercise of the incentive program in relation to the number of existing shares, with a corresponding dilution effect on the key figure earnings per share.

Since transfer to Mentice Inc. will be made at a price corresponding to the fair market value of the warrants, the company's assessment is that the transfer will not result in any certain taxation consequences for the company. The consultant's are deemed as independent contractors and it is thereby the company's assessment that no payroll expenses or social security contributions will occur for the company or Mentice Inc. Other costs in relation to the implementation and administration of the incentive program are of very limited nature.

*The preparation of the proposal*

This proposal has been prepared by the board of directors in consultation with an external advisor.

**Number of shares and votes**

As of the date of this notice, the total amount of shares in the Company is 25,568,850, and the total amount of votes in the Company is 25,568,850. The Company does not own any treasury shares.

## Majority requirements

Resolutions on items that are not an election require that at least half of the votes cast as well as the votes represented at the meeting. At election the person receiving the most votes shall be considered elected. In the event of a tie, the election shall be resolved by drawing lots, if not, prior to the election, the meeting has resolved that a new vote shall be carried out in the event of a tie. For a valid resolution with regards to Item 12, the proposal must be supported by shareholders with at least two-thirds of the votes cast as well as of the shares represented at the meeting. For a valid resolution with regards to Item 13, the proposal must be supported by shareholders with at least two-thirds of the votes cast as well as of the shares represented at the meeting.

## Meeting documents

The complete proposal for resolutions as well as the nomination committee's proposed resolutions and reasoned opinions, are available for the shareholders at the Company's website <https://investor.mentice.com/en/general-meetings>, at the Company address Odinsgatan 10, 411 03 Gothenburg, and will be sent free of charge to shareholders upon their request to the Company, provided that such shareholders state their current address.

## Questions

The shareholders have been informed of their right, according to Chapter 7, section 32, Swedish Companies Act (2005:551), to at the meeting demand information from the board of directors and the chief executive about relations that can impact the assessment of an item on the agenda.

## Processing of personal data

For information regarding the processing of your personal data, please check <https://www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf>.

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Gothenburg, April 2023

The board of directors in Mentice AB

### **For more information, please contact:**

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**About Mentice**

Mentice (STO: MNTC) is the world leader in proficiency based simulation solutions for image guided interventional therapies. Our solutions help healthcare professionals acquire, retain, and enhance their procedural skills driving improved productivity and outcomes. Mentice solutions are scientifically validated and have been specifically developed for healthcare providers and the medical device industry. Neurovascular, cardiovascular, and peripheral interventions are just some of the clinical areas covered by our solutions. Learn more about the features and benefits of Mentice solutions at: [www.mentice.com](http://www.mentice.com)

Marketplace| Nasdaq First North Growth Market, Stockholm | Ticker symbol MNTC  
Certified Adviser| FNCA Sweden AB

*This information is information that Mentice is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact persons set out above, at 2023-04-13 08:30 CEST.*

**Attachments**

[Annual shareholders' meeting in Mentice AB](#)