

This is a translation of the Swedish version of the notice convening the annual general meeting. When in doubt, the Swedish wording prevails.

Notice of annual general meeting in SURGICAL SCIENCE SWEDEN AB (publ)

Surgical Science Sweden AB (publ), Reg. No. 556544-8783, with its registered office in Gothenburg, Sweden gives notice of the annual general meeting to be held on May 17, 2023, at 3.00 p.m. on the company's premises at Drakegatan 7A in Gothenburg. Registration starts at 2.30 p.m.

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 (i) be recorded as a shareholder in the share register maintained by Euroclear Sweden AB relating to the circumstances on May 9, 2023, and (ii) no later than May 11, 2023 give notice by post to Surgical Science Sweden AB (publ), Drakegatan 7A, SE-412 50 Gothenburg, Sweden, or via e-mail to lena.emilsson@surgicalscience.com. When providing such notice, the shareholder shall state name, personal or corporate registration number, address, telephone number and the number of any accompanying assistant(s) (maximum two assistants) as well as information about any proxy.

If a shareholder is represented by proxy, a written, dated proxy for the representative must be issued. A proxy form is available on the company's website, www.surgicalscience.com. If the proxy is issued by a legal entity, a certificate of registration or equivalent certificate of authority should be enclosed. To facilitate the registration at the general meeting, the proxy and the certificate of registration or equivalent certificate of authority should be sent to Surgical Science Sweden AB as set out above so that it is received no later than May 16, 2023.

Participation by advance voting

A shareholder who wishes to participate in the annual general meeting by advance voting must (i) be recorded as a shareholder in the share register maintained by Euroclear Sweden AB relating to the circumstances on May 9, 2023, and (ii) give notice no later than May 11, 2023 by casting its advance vote in accordance with the instructions below so that the advance vote is received by Surgical Science Sweden AB no later than on that day.

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 special form shall be used when advance voting. The advance voting form is available on the company's website www.surgicalscience.com. A completed and signed form may be submitted by post to Surgical Science Sweden AB (publ), Drakegatan 7A, SE-412 50 Gothenburg, Sweden or via e-mail to lena.emilsson@surgicalscience.com. The completed form shall be received by Surgical Science Sweden AB no later than May 11, 2023. The shareholder may not provide special instructions or conditions in the voting form. If so, the vote (i.e. the advance vote in its entirety) is invalid. Further instructions and conditions are included in the form for advance voting.

If a shareholder votes by proxy, a written and dated proxy shall be enclosed to the advance voting form. A proxy form is available on the company's website www.surgicalscience.com. If the shareholder is a legal entity, a certificate of registration or equivalent certificate of authority should be enclosed. If a shareholder has voted in advance and then attends the annual general meeting in person or through a proxy, the advance vote is still valid except to the extent the shareholder participates in a voting procedure at the general meeting or otherwise withdraws its casted advance vote. If the shareholder chooses to participate in a voting at the general meeting, the vote cast will replace the advance vote with regard to the relevant item on the agenda.

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 May 9, 2023. 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 no later than May 11, 2023, are taken into account when preparing the share register.

Agenda

1. Opening of the annual general meeting.
2. Election of chairman of the annual general meeting.

3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Election of one or two persons who shall approve the minutes.
6. Determination of whether the annual general meeting has been duly convened.
7. Presentation of the annual report and auditor's report, as well as of the consolidated accounts and the auditor's report regarding the consolidated accounts.
8. Resolution regarding
 - a. adoption of the income statement and balance sheet and of the consolidated income statement and consolidated balance sheet,
 - b. allocation of the company's profit in accordance with the adopted balance sheet,
 - c. 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 auditors.
12. Election of board members and deputy board members, as well as of 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. Jan Bengtsson, board member (re-election)
 - f. Åsa Bredin, board member (new 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 program for employees and certain members of the executive management within the group and b) resolution on a directed issue of warrants to wholly owned subsidiary and approval of transfer of warrants to employees and certain members of the executive management within the group.
14. Resolution on authorisation for the board of directors to resolve on new share issues.
15. Closing of the annual general meeting

The Nomination Committee's proposals regarding 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), Celia Grip (appointed by Swedbank Robur Fonder), Anna Sundberg (appointed by Handelsbanken Fonder) and Roland Bengtsson, chairman of the board of directors, hereby submits the following proposals:

Election of chairman of 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), Jan Bengtsson (re-election) and Åsa Bredin (new election), all elections for the period until the end of the next annual general meeting. It is further proposed that Roland Bengtsson be re-elected as chairman of the board of directors.

Åsa Bredin

Born 1972

Other appointments: Board member of Kinda Brave AB. Advisor to Homepal AB. Head of Engineering and part of the global management for Mojang Studios.

Background: Master of Science in Computer Technology from the University of Lund. Experience from lead technical roles within the gaming industry during the last 10 years with King and NetEnt.

Shareholding in Surgical Science Sweden AB: –

Åsa Bredin is independent in relation to the company and its management, and independent in relation to the company's major shareholders.

Further details of the board 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 Daniel Haglund will be appointed auditor in charge.

The board of directors' proposed resolutions regarding items 8b, 13 and 14

Resolution regarding allocation of the company's profit in accordance with the adopted balance sheet (item 8b)

The board of directors proposes that no dividends be paid for the fiscal year 2022. It is proposed that the funds at the disposal of the annual general meeting, amounting to SEK 3,345,402,463, be carried forward.

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

A. Introduction of LTIP 2023

The board of directors proposes that the annual general meeting resolves to adopt a long-term incentive program (LTIP 2023) directed to employees and certain members of the executive management 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 programs 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 2023 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 2023 will benefit both the employees and the company's shareholders through increased share value.

LTIP 2023

The board of directors proposes that the annual general meeting resolves on a directed new issue of no more than 260,000 warrants ("**Warrants**") to the wholly owned subsidiary Surgical Science Sweden Incentive AB (the "**Subsidiary**") and approves of subsequent transfer of no more than 260,000 Warrants to employees within the group and the members of the executive management within the group based in Israel.

Each Warrant entitles the holder to subscribe for one new share in Surgical Science Sweden AB (publ) during the period from and including June 15, 2026, to and including July 15, 2026, at a subscription price of 120 percent of the share's average volume-weighted closing price during the period from and including May 17, 2023, to and including May 31, 2023. 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 2023 shall no later than June 15, 2023, 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 2023 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

LTIP 2023 shall comprise of employees within the group and the members of the executive management within the group based in Israel. The maximum number of Warrants per participant in the LTIP 2023 follows from the table below.

<i>Category</i>	<i>Maximum number of Warrants per person</i>	<i>Maximum number of Warrants per category</i>
Executive management (based in Israel)	6,000	24,000
Employees – category 1	2,000	108,000
Employees – category 2	1,000	77,000
Employees – category 3	500	51,000

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 participants are employed abroad in the United States and Israel. For tax reasons, they 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 participants 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. For example, Non-Qualified Stock Options shall not give entitlement to subscription of shares if the employees employment is terminated before June 15, 2026, unless the board of directors, on a case-by-case basis, should decide otherwise.

Market value

The Warrants are preliminarily calculated to have a market value of SEK 30.34 per Warrant according to Black & Scholes formula based on an assumed share price of SEK 162.96, an assumed subscription price of SEK 195.50 per share, a term of 3.1 years, a risk-free interest of 2.688 per cent, an assumed volatility of 37.2 per cent and an assumed dividend of 0 SEK. The preliminary and independent valuation has been performed by Optionspartner AB.

Costs for the incentive program

The incentive program is estimated to preliminary result in costs of social security contributions of SEK 1,000,000 and expenses in accordance with the accounting principles set out in IFRS2 of in total SEK 7,900,000.

Costs for financial and legal advice in connection with the LTIP 2023 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 2023.

Dilution

Based on the outstanding number of shares in the company, LTIP 2023 will upon exercise of all 260,000 Warrants increase the share capital by a maximum of SEK 13,000 and, at the time of the notice, entail a maximum dilution corresponding to approximately 0.51 per cent of the total outstanding capital and number of votes in the company.

Preparation of the proposal

LTIP 2023 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 2023, 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 foreign regulations or 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 2023 no longer fulfils their objectives.

Other incentive programs

Information regarding the company's current incentive programs is available on the company's website, www.surgiscience.com.

B. Directed issue of Warrants, Series 2023/2026, to wholly owned subsidiary and approval for transfer of these to employees and certain members of the executive management in accordance with LTIP 2023

The board of directors proposes that the annual general meeting resolves to issue no more than 260,000 Warrants, as a result of which the company's share capital may increase by a maximum of SEK 13,000 (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 2023. 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 2023.
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 15, 2026, to and including July 15, 2026, at a subscription price of 120 percent of the share's average volume-weighted closing price during the period from and including May 17, 2023, to and including May 31, 2023. 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 Companies 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 June 1, 2023. 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, 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 program for the employees and certain members of the executive management within the group.

The board of directors also proposes that the annual general meeting resolve to approve that the Subsidiary, in accordance with the terms and conditions of LTIP 2023, in accordance with instruction from the board of directors of the company, may transfer Warrants to participants in LTIP 2023 and administer the Warrants in accordance with LTIP 2023. Transfer of Warrants shall be made in accordance with above conditions.

Certain provisions and 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 authorisation for the board of directors to resolve on new share issues (item 14)

The board of directors proposes that the annual general meeting authorises the board of directors, for the period until the next annual general meeting, to resolve on 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 authorisation may be utilised 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.

Miscellaneous

Special majority requirements

A resolution in accordance with the proposal in item 13 A–B above shall only be valid where supported by no less than nine-tenths (9/10) of both the votes cast and the shares represented at the annual general meeting.

A resolution in accordance with the proposal in item 14 above shall only be valid where supported by no less than two-thirds (2/3) of both the votes cast and the shares represented at the annual general meeting.

Shareholders' right to obtain information

Shareholders are reminded of their right to, at the annual general meeting, obtain information from the board of directors and CEO in accordance with Chapter 7 Section 32 of the Swedish Companies Act. Shareholders who wish to submit questions in advance may do so by post to Surgical Science Sweden AB (publ), Drakegatan 7A, SE-412 50 Gothenburg, Sweden, or via e-mail to lena.emilsson@surgicalscience.com.

Number of shares and votes

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

Documentation

The annual report, the auditor's report and all other documentation for resolutions are available at the company's offices at Drakegatan 7A in Gothenburg and on the company's website www.surgicalscience.com, no later than three weeks before the annual general meeting. Copies of the documents will be sent to shareholders who so request and who inform the company of their postal address. The documents will also 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 convening the annual general meeting.

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 2023

Surgical Science Sweden AB (publ)

The board of directors

surgicalscience