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## PRESS RELEASE

*The English text is an unofficial translation. In case of any discrepancies between the Swedish text and the English translation, the Swedish text shall prevail.*

# Notice of Extraordinary General Meeting in Stille AB

The shareholders in Stille AB, Reg. No. 556249-4848, are invited to the Extraordinary General Meeting to be held on Friday 22 September 2023 at 11:00 at Eskilstunavägen 34, SE-644 30 Torshälla.

## Right to participate and notification

Shareholders wishing to attend the General Meeting must:

- *partly* be registered in the company's share register kept by Euroclear Sweden AB as of Thursday 14 September 2023;
- *partly* notify the company of their intention to participate in the Extraordinary General Meeting no later than Monday 18 September 2023 in writing by mail to Stille AB, Attn: "Extraordinary General Meeting 2023", Ekbacken 11, SE-644 30 Torshälla. Notification can also be made by phone to +46 858 858 000 or by e-mail to [arsstamma@stille.se](mailto:arsstamma@stille.se). The notice should specify the complete name of the shareholder, personal identity number or company registration number, the number of shares held by the shareholder, address, telephone number during work hours and, when applicable, information on the number of advisors (two at the most).

## Trustee-registered shares

Shareholders whose shares are trustee-registered in the name of a bank or other trustee must, to be able to exercise their voting rights at the General Meeting, request the trustee to register their shares in their own name with Euroclear Sweden AB (so called "voting rights registration"). Such voting rights registration must be implemented by the trustee no later than as of Monday 18 September 2023. Accordingly, shareholders must well in advance before this date notify their trustee of their request of such voting rights registration.

## Proxies etc.

A proxy representing a shareholder must bring a written, dated and by the shareholder signed power of attorney to the General Meeting. The validity term of the power of attorney may be at the longest five years if this is specifically stated. In case no validity term is stated, the power of attorney is valid for at the longest one year. If the power of attorney is issued by a legal entity, a copy of a registration certificate (*Siv*: registreringsbevis) or equivalent document shall be presented at the Meeting. In order to facilitate the preparations before the Meeting, a copy of the power of attorney and other proof of authority should be attached to the notice of participation. A template power of attorney can be found at the company website ([www.stille.se](http://www.stille.se)) and will be sent by mail to the shareholders who request it and state their address.

## Proposed agenda

0. Opening of the Meeting.
1. Election of Chairman of the Meeting.
2. Preparation and approval of the register of voters.
3. Approval of the board of directors' proposed agenda.
4. Election of one or two adjusters.
5. Determination of whether the Meeting has been duly convened.

6. Resolution on the introduction of a warrant program for the CEO.
7. Closing of the Meeting.

## Proposals for decision to the General Meeting

### Election of Chairman of the Meeting (item 1)

The board of directors proposes that Lars Kvarnhem is elected as Chairman of the Meeting.

### Resolution on the introduction of a warrant program for the CEO (item 6)

The board of directors proposes that the General Meeting resolves to implement a long-term incentive program for the company's CEO Torbjörn Sköld, based on issue of warrants (the "**Warrants Program 2023/2026**").

To implement the Warrants Program 2023/2026, the board of directors proposes that the General Meeting resolves on directed issue of warrants, on the following terms and conditions:

1. A maximum of 50,000 warrants shall be issued within the framework of the Warrants Program 2023/2026.
2. With deviation from the shareholders' preferential rights, the Warrants Program 2023/2026 shall only include the company's CEO who, directly or indirectly through a company wholly owned by him and/or endowment insurance, shall be entitled to subscribe for and be allotted all warrants in Warrants Program 2023/2026.
3. The overall reason for the implementation of the Warrants Program 2023/2026 and the deviation from the shareholders' preferential rights is that the board of directors considers that a share-related incentive program is an important part of a competitive remuneration package in order to retain the participant and to stimulate the participant to perform his best in order to maximize the value creation for all shareholders. The board of directors therefore considers that the proposed Warrants Program 2023/2026 will increase Torbjörn Sköld's commitment to the company's operations, strengthen loyalty to the company and be beneficial to both the company and its shareholders.
4. Subscription of the warrants shall be made on a separate subscription list on 23 September 2023, at the latest, with a right for the board of directors to prolong this period.
5. Right to subscribe for warrants under the Warrants Program 2023/2026 requires that the participant, at the time of subscription, is employed by the company or has signed an agreement regarding it and have not, at such time, informed or been informed that the employment will be terminated. In connection with allotment, the company shall, unless it entails negative taxation consequences for the company or the participant, reserve the right to repurchase warrants if the participant's employment or assignment in the company ends, or if the participant in turn wish to transfer the warrants.
6. The participant can subscribe for a lower number of warrants compared to what the participant is offered. Over-subscription cannot occur.
7. The warrants shall be issued to the fair market value of the warrants at the time of subscription, which shall be determined by an independent valuation institute in accordance with the Black & Scholes valuation formula. According to a preliminary valuation, the market value of the warrants corresponds to approximately SEK 11.76 per warrant (assuming a share price of SEK 108, a subscription price of SEK 162 per share, a risk-free interest of 3.23 per cent and a volatility of 30 per cent), calculated in accordance with the Black Scholes valuation formula.
8. Payment for the warrants shall be made against cash consideration no later than one week from the time of subscription, by payment to a bank account designated by the company. The board of directors shall have the right to prolong the last day of payment.
9. Each warrant entitles the right to subscribe for one new share in the company for a subscription price per share corresponding to 150 per cent of the volume weighted average price according to Nasdaq First North Growth Market's official price list for shares in the company during the ten trading days immediately prior to the General Meeting. However, the subscription price cannot be less than the share's quota value. The subscription price shall be rounded to the nearest whole öre. The amount that exceeds the share's quota value shall be added to the free share premium fund.
10. Subscription of shares by virtue of the warrants may be effected from and including 1 November 2026 to and including 30 November 2026.
11. A share that has been issued by virtue of a warrant confers the right to dividend the first time on the record date for dividends that occurs immediately following effectuation of subscription to such extent that the share has been recorded in the company's share ledger as interim share.
12. Applicable terms for re-calculation and other terms and conditions for the warrants are set forth in the complete terms and conditions for the warrants.
13. In case all warrants are exercised for subscription of new shares, the share capital will increase with SEK 250,000.

### ***Other information in connection with the Warrants Program 2023/2026***

As the warrants in the Warrants Program 2023/2026 will be issued to the participant at their fair market value, it is the company's assessment that no social costs will occur for the company as a result of the Warrants Program 2023/2026. The costs related to the Warrants Program 2023/2026 will hence only be composed of limited costs for implementation and administration of the program.

As per the date of the notice, the number of shares in the company amounts to 5,013,484.

In case all warrants issued in connection with the Warrants Program 2023/2026 are exercised for subscription of new shares, a total of 50,000 new shares will be issued, which corresponds to a dilution of approximately 1 per cent of the company's share capital and votes. The dilution had only had a marginal effect on the key figure earnings per share for the financial year 2022.

There are currently no outstanding share-based incentive programs in the company.

The proposal for the Warrants Program 2023/2026 has been prepared by the board of directors in consultation with external consultants.

### **Particular majority requirements**

For a valid resolution on the proposal pursuant to item 6, the proposal has to be supported by shareholders representing at least nine tenths of the votes cast as well as of all shares represented at the General Meeting.

### **Shareholders' right to require information**

Shareholders present at the Meeting have the right to request information in accordance with Chapter 7, Section 32, paragraph 1 of the Swedish Companies Act (*Siv.* aktiebolagslagen (2005:551)).

### **Meeting documents**

The complete proposals and other documents in accordance with the Swedish Companies Act will be available at the company's office at Ekbacken 11, SE-644 30 Torshälla, Sweden and at the company's website ([www.stille.se](http://www.stille.se)) as from no later than two weeks before the General Meeting, and will also be sent to shareholders who request it and state their address. Copies of the documents will also be available at the General Meeting.

### **Number of shares and votes in the company**

The number of outstanding shares and votes in the company at the time of this notice amounts to 5,013,484. The company holds no own shares.

### **Processing of personal data**

For information on how your personal data is processed, see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Torshälla in September 2023  
Stille AB (publ)

For more information, please contact:

#### **Board of Directors of Stille AB**

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