

15 January 2025

## Private & Confidential

### THIS LETTER IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

**This letter is for information purposes only and is not intended to, and does not, constitute or form part of any offer or invitation, or the solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of, any securities or the solicitation of any vote or approval in any jurisdiction pursuant to this letter or otherwise.**

**This document should not be forwarded or transmitted into any jurisdiction where to do so would constitute a violation of the relevant laws or regulations of that jurisdiction. If you are not resident or located in the United Kingdom, you should inform yourself of, and observe, any applicable legal or regulatory requirements of your jurisdiction.**

**This letter has been prepared in accordance with English law and the City Code on Takeovers and Mergers (the “Code”) and information disclosed may not be the same as that which would have been prepared in accordance with the laws of jurisdictions outside England and Wales.**

To: Intelligent Ultrasound Group plc (“**Intelligent Ultrasound**” or the “**Company**”) shareholders

Dear Shareholder

On 19 December 2024, Intelligent Ultrasound and Surgical Science Sweden AB (“**Surgical Science**”), announced that they had reached agreement on the terms of a recommended cash offer pursuant to which Surgical Science will acquire the entire issued and to be issued share capital of Intelligent Ultrasound and Scheme Shareholders would be entitled to receive 13 pence in cash for each Scheme Share (the “**Acquisition**”). It is intended that the Acquisition will be implemented by way of a Court-sanctioned scheme of arrangement (the “**Scheme**”) under Part 26 of the Companies Act 2006 (the “**Act**”).

This letter gives notification that a scheme circular in relation to the Acquisition (which contains the Scheme and an explanatory statement in compliance with section 897 of the Act) (the “**Scheme Document**”) was published today by Intelligent Ultrasound, and is now available to view at, and can be downloaded from <https://www.intelligentultrasound.com/surgical-science-offer/>.

A copy of this letter, along with certain other documents, announcements and information published in relation to the Acquisition, including the Scheme Document, can also be found on Intelligent Ultrasound’s website at <https://www.intelligentultrasound.com/surgical-science-offer/>. For the avoidance of doubt, the content of Intelligent Ultrasound’s website is not incorporated into, and does not form part of, this letter. Any capitalised terms not otherwise defined in this letter shall have the meaning given to them in the Scheme Document.

### Shareholder Meetings

The next step in the process is for you to vote on the Scheme. In order to become effective, the Scheme requires the approval of Scheme Shareholders at the Court Meeting and Intelligent Ultrasound Shareholders at the General Meeting (together, the “**Meetings**”), which will be held at the offices of Memery Crystal, 165 Fleet Street, London EC4A 2DY on 6 February 2025 at 10.00 a.m. (London time) and 10.15 a.m. (London time) (or as soon thereafter as the Court Meeting concludes or is adjourned) respectively.

Any changes to these arrangements will be communicated to Intelligent Ultrasound Shareholders in advance of the Meetings, via Intelligent Ultrasound’s website at <https://www.intelligentultrasound.com/reports-presentations/>) and by an announcement through a Regulatory Information Service.

### Scheme Document

The Scheme Document contains further details of the Acquisition as well as the notices of the Meetings. Notice of the Court Meeting is set out in Part IX (*Notice of Court Meeting*) of the Scheme Document. Notice of the General Meeting is set out in Part X (*Notice of General Meeting*) of the Scheme Document.

Please read the Scheme Document and the accompanying Forms of Proxy carefully. Please note that this letter is not a summary of the information and proposals set out in the Scheme Document, and should not be regarded as a substitute for reading the Scheme Document in full.

## **Appointment of a proxy – please appoint a proxy as soon as possible**

Hard copies of the following important documents in relation to the Acquisition are enclosed:

1. a BLUE Form of Proxy for the Court Meeting on 6 February 2025 at 10.00 a.m. (London time); and
2. a YELLOW Form of Proxy for the General Meeting on 6 February 2025 at 10.15 a.m. (London time).

**It is important, for the Court Meeting in particular, as many votes as possible are cast so that the Court may be satisfied that there is a fair representation of Scheme Shareholder opinion.** Whether or not you intend to attend and/or vote at the Meetings, you are therefore strongly encouraged to appoint a proxy as soon as possible by: (i) signing and returning your Forms of Proxy by post, by courier or, during normal business hours only, by hand; or (ii) transmitting a proxy appointment and voting instruction online via <https://investorcentre.linkgroup.co.uk/Login/Login> or through the CREST electronic proxy appointment service, as set out in the Scheme Document.

To appoint a proxy by post or courier, please complete and sign the Forms of Proxy in accordance with the instructions printed thereon and return them in the pre-paid envelope to Link Group (“**Link Group**”), Intelligent Ultrasound’s registrar, by post to Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL.

Proxies may be appointed electronically at <https://investorcentre.linkgroup.co.uk/Login/Login> and following the instructions therein.

As an alternative, proxies may be appointed electronically via the CREST electronic proxy appointment service and following the instructions therein. Please refer to the instructions in the Scheme Document.

For a proxy appointment to be valid, the appointment must be received by Link Group by no later than:

- BLUE Forms of Proxy for the Court Meeting by 10.00 a.m. (London time) on 4 February 2025;
- YELLOW Forms of Proxy for the General Meeting by 10.15 a.m. (London time) on 4 February 2025; and
- if either Meeting is adjourned, so that the relevant Form of Proxy is received not later than 48 hours (excluding any part of such 48-hour period falling on a day that is not a working day) before the time fixed for the adjourned Meeting.

Alternatively, BLUE Forms of Proxy (but not YELLOW Forms of Proxy) may be handed to Link Group or to the chairman of the Court Meeting at any time before the commencement of the Court Meeting and will still be valid. **In the case of the General Meeting, unless the YELLOW Form of Proxy is returned by the time and date mentioned above, it will be invalid.**

Please refer to the Scheme Document for detailed information about how to appoint proxies by post or online through CREST.

The completion and return of the Forms of Proxy by post or transmission of a proxy appointment or voting instruction online will not prevent you from attending, speaking and voting at the Meetings, if you are entitled to and wish to do so.

Thank you for taking the time to read this letter and the Scheme Document, and thank you in advance for voting at the Meetings.

Yours faithfully

**Riccardo Pigiucci**  
*Chairman*

Intelligent Ultrasound Group plc

### **Contact information for administrative matters**

If you have any queries in relation to this letter, you should contact Link Group during business hours on 0371 664 0321. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom +44 (0) 371 664 0321 will be charged at the applicable international rate. Lines are open between 9.00 a.m. to 5.30 p.m. (London time), Monday to Friday excluding public holidays in England and Wales, or you may email Link Group at [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk). You can also submit a request in writing to Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL. Please note that Link Group cannot offer advice on the terms of the Acquisition. We will continue to notify you in writing of the website availability of any documents in relation to the content of this letter that we are required to send you. You may change these preferences by writing to Link Group at the address set out above, or by calling the telephone number for Link Group also set out above.

### **Addresses may be provided to Surgical Science**

Please note that addresses, electronic addresses and certain other information provided by you for the receipt of communications from the Company (e.g. elections to receive communications in a particular form) may be provided to Surgical Science during the offer period as required under Section 4 of Appendix 4 to the Code.

### **Right to request hard copies**

You can obtain a hard copy of this communication and change your communication preferences by contacting Link Group during business hours on 0371 664 0321. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom +44 (0) 371 664 0321 will be charged at the applicable international rate. Lines are open between 9.00 a.m. to 5.30 p.m. (London time), Monday to Friday excluding public holidays in England and Wales, or you may email Link Group at [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk). You can also submit a request in writing to Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL. Please note that Link Group cannot offer advice on the terms of the Acquisition. You will not receive a hard copy of this communication unless you request one.

You may also request that all future documents, announcements and information sent to you in relation to the Acquisition should be sent to you in hard copy form, again by writing to the address set out above or by calling the telephone number above.

### **Responsibility**

The Intelligent Ultrasound Directors accept responsibility for the information (including any expressions of opinion) contained in this letter. To the best of the knowledge and belief of Intelligent the Ultrasound Directors (having taken all reasonable care to ensure that such is the case), the information contained in this letter is in accordance with the facts and does not omit anything likely to affect the import of the information.

### **Disclosure requirements of the Code**

Under Rule 8.3(a) of the Code, any person who is interested in 1% or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) of the Code applies must be made by no later than 3.30 p.m. (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 p.m. (London time) on the 10th business day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in 1% or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing

Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s), save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 p.m. (London time) on the business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk), including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.