

# ARTICLES OF ASSOCIATION

Articles of Association for Surgical Science Sweden AB, corporate identity number 556544-8783.

## **§ 1 Company name**

The name of the Company is Surgical Science Sweden AB (publ).

## **§ 2 Registered office**

The registered office of the Company is in the City of Gothenburg, Sweden.

## **§ 3 Operations**

The company shall, on a commercial basis, conduct training in surgery, test and develop new surgical products and methods, develop and patent new concepts in the medical field, conduct research in areas that may benefit the company's operations and also engage in activities compatible with the aforementioned.

## **§ 4 Financial year**

The Company's financial year shall be the calendar year, that is, January 1 – December 31.

## **§ 5, Share capital**

The share capital shall be at least one million, five hundred thousand (1,500,000) Swedish kronor (SEK) and at most six million (6,000,000) Swedish kronor (SEK).

## **§ 6 Shares**

The number of shares shall amount to no less than 30,000,000 and no more than 120,000,000.

## **§ 7 Board of Directors**

The Board of Directors shall consist of at least three and at most seven ordinary members with at most five deputy members.

## **§ 8 Auditors**

To audit the Annual and Consolidated Accounts and to review the administration of the Company by the Board of Directors, at least one and at most two Auditors shall be appointed, with at most two Deputy Auditors, or a registered auditing company.

## **§ 9 Notice of General Meeting**

Notice of a General Meeting shall be issued by advertisement in the Swedish Official Gazette (Post- och Inrikes Tidningar), as well as on the Company's website. The publication of a Notice of a General Meeting shall also be advertised in Swedish financial daily Dagens Industri. Notice of an Annual General Meeting shall be issued at the earliest six weeks and at the latest four weeks prior to the Meeting.

Notice of an Extraordinary General Meeting not addressing the Articles of Association may be issued at the earliest six weeks and at the latest two weeks prior to the Meeting.

## **§ 10 Notification of participation in General Meeting**

A shareholder wishing to participate in a General Meeting must notify the Company thereof

no later than on the date specified in the Notice of the General Meeting. This day must not be a Sunday, other public holiday, Saturday, Midsummer Eve, Christmas Eve or New Year's Eve and must not occur earlier than the fifth weekday prior to the General Meeting. If a shareholder wishes to be accompanied by an assistant or assistants to a General Meeting, the number of assistants (at most two) must be stated in the notification.

### **§ 11 Annual General Meeting**

The ordinary General Meeting is held annually within six months of the end of the financial year.

The ordinary General Meeting shall address the following matters:

1. Approval of agenda;
2. Election of a chairman for the Meeting;
3. Preparation and approval of a voting list;
4. Election of one or two persons to verify the minutes of the Meeting;
5. Examination of whether the Meeting has been duly convened;
6. Submission of the Annual Report, Audit Report and, where applicable, the Consolidated Accounts and Audit Report of the Consolidated Accounts;
7. Resolutions:
  - a. Adopting the Income Statement and Balance Sheet and, where applicable, the Consolidated Income Statement and Consolidated Balance Sheet.
  - b. Allocating of the Company's profit or loss in accordance with the approved Balance Sheet;
  - c. Discharging the Board members and CEO from liability;
8. Determining the number of Board members and, if appropriate, deputy Board members;
9. Determining the number of Auditors and deputy Auditors;
10. Determining the fees to be paid to the Board and Auditors;
11. Electing Board members and deputy Board members, as well as Auditors and deputy Auditors;
12. Any other matters to be addressed by the General Meeting in accordance with the Swedish Companies Act or the Articles of Association

At General Meetings, each individual entitled to vote may do so for the full number of shares held, with no limitation to the total number of votes that may be exercised.

### **§ 12 CSD provision**

The Company's shares are registered in a CSD (central securities depository) register pursuant to the Swedish Financial Instruments Registration Act (1998:1479).

### **§ 13 Collection of proxies and postal votes**

The Board of Directors may collect powers of attorney in accordance with the procedure set out in Chapter 7, Section 4, second paragraph of the Companies Act (2005:551).

The Board of Directors may decide, ahead of a General Meeting, that shareholders should be able to exercise their voting rights by mail prior to the General Meeting.

*Adopted at the Annual General Meeting on May 12, 2021.*

*This is a translation of the Swedish version of the Articles of Association. When in doubt, the Swedish wording prevails.*