

***The Board's proposal to adopt a long-term incentive program for management and other employees in the Company (item 15)***

The Board of Directors proposes that the AGM resolves to issue not more than 700,000 warrants of series 2023/2026 within the scope of a long-term incentive program for management and other employees within Safeture as follows.

In total, the incentive program will comprise not more than the CEO, 5 management personnel and not more than 26 other employees in Safeture. In addition, future employees can be invited to acquire warrants. The incentive program entails that Safeture's employees are offered to acquire warrants at market value calculated according to the Black-Scholes valuation formula.

Each warrant shall entitle the holder to subscribe for one new share in the Company at an exercise price corresponding to 150 percent of the volume weighted average price of the Company's share during a period of ten trading days immediately preceding the offer to acquire warrants, however, not less than the quota value of the Company's share. The number of shares that each warrant entitles to, as well as the exercise price, will be recalculated should the Company resolve on a share split, consolidation of shares, issue, etc. in accordance with customary recalculation conditions. The full terms and conditions for the warrants shall apply in all other aspects, as set out in the complete terms and conditions in Appendix A.

Each warrant entitles the holder to subscribe for one new share in Safeture during the period from and including 8 June 2026 to and including 26 June 2026.

The price per warrant shall be determined by an independent valuation institute as appointed by the Company and correspond to the market value of the warrant at the time of the acquisition, calculated in accordance with the Black-Scholes valuation formula. Based on a share price of SEK 4.66 per share, the market value of the warrants has been preliminarily calculated to SEK 0.98 per warrant.

The last day for acquisition of warrants shall be the day prior to the AGM 2024. If acquisitions cannot take place before this date due to the participant having access to insider information, acquisitions must be made as soon as practicably possible after the information has ceased to be considered as insider information. The same principle applies during so-called "closed periods" according to the EU Market Abuse Regulation.

To be entitled to participate in the incentive program, the participant must have entered into an advance purchase agreement with Safeture, whereby Safeture, with certain exceptions, reserves the right to repurchase warrants if the participant's employment or assignment in Safeture ends or if the participant in turn wishes to transfer the warrants before the warrants can be exercised.

*Allocation of warrants*

The right to subscribe for warrants shall accrue to the Company's CEO, no more than 5 other management personnel and no more than 26 other employees in Safeture. In addition, future employees can be invited to acquire warrants. The Company's CEO (category 1) shall be offered to acquire 200,000 warrants, every other management personnel who is offered to participate in the incentive program (category 2) shall be offered to acquire 50,000 warrants and every other employee who is offered to participate in the incentive program (category 3) shall be offered to acquire 10,000 warrants. If warrants within a certain category remain after all notifications within the category have been satisfied (i.e., in the case of so-called "undersubscription"), the remaining number of warrants can be allocated to participants in the same or another category, whereby the Board of Directors shall decide the distribution based on the number of warrants notified for each person who wishes additional allocation. However, such allocation may at most entail that the maximum number of warrants per person within a certain category is exceeded by 100 percent. In the event of oversubscription, the number of warrants shall be reduced pro rata for the participants (regardless of category) based on how many warrants each participant has registered to subscribe for. A prerequisite for the offer shall be that the person concerned has entered into a pre-emption agreement with the Company. The Board of Directors shall have the right to decide on the detailed allocation in accordance with the above principles.

*Costs and dilution*

The warrants will be transferred at market value, which means that no social security contributions are to be paid by Safeture due to the acquisition of the warrants.

If all Warrants are exercised for subscription of shares, the share capital in the Company will increase by SEK 56,000 and the number of shares in the Company will increase by 700,000 shares, each with a quota value of SEK

0.08, assuming that no recalculation has been carried out pursuant to the complete terms and conditions for the Warrants in accordance with the Board's full proposal. Beyond the Warrants that are proposed to be issued under this item, 250,000 warrants have been issued under series 2022/2025 TO 1 (resolved upon at the AGM held on 19 May 2022) and 600,000 warrants have been issued under series 2022/2025 TO 2 (resolved upon at the AGM held on 19 May 2022), 350,000 warrants have been issued under series 2021/2024 (resolved upon at the AGM held on 20 May 2021) and 175,000 warrants have been issued under series 2020/2023 (resolved upon at the AGM held on 4 June 2020).

Based on the number of shares in Safeture per day of the notice to the AGM, the maximum dilution effect of the warrant program will be approximately 1.76 percent. Taking into account the shares that can be issued in accordance with previously implemented incentive programs in the Company the maximum dilution amounts to approximately 5.03 percent of the total amount of shares and votes. The dilution effect has been calculated as the number of additional shares and votes if the warrants (in all programs) are fully exercised in relation to the sum of the current number of shares and votes and the number of additional shares and votes if the warrants are fully exercised.

The incentive program is only expected to have a marginal effect on the Company's key ratios.

*The rationale for the incentive program*

The Board of Directors considers that a share-related incentive program is an important part of a competitive remuneration package to attract and motivate management and employees, as well as maximize value for all shareholders. The Board of Directors further considers that the warrant program will increase the participants' involvement in the Company's operations, strengthen the loyalty to the Company and be in favor of both the Company and its shareholders.

*Preparation of the proposal*

The incentive program has been prepared by the Board of Directors in consultation with external advisors. The proposal has been reviewed at meetings of the Board of Directors during the spring of 2023.

For a description of the Company's other long-term incentive programs, please visit Safeture's website, [www.safeture.com](http://www.safeture.com).

**Majority requirements**

The resolution above require approval of at least nine tenths (9/10) of the shares represented and votes cast at the AGM.

Lund, May 2023  
**Safeture AB (publ)**  
*The Board of Directors*

## **Resolution to issue warrants**

The Board proposes that the AGM resolves to issue not more than 700,000 warrants, whereby the share capital can be increased with not more than SEK 56,000.

1. The Company shall, with deviation from the shareholders' pre-emptive rights, be entitled to subscribe for the warrants. The Company shall then transfer the warrants to the CEO, not more than 5 management personnel and not more than 26 other employees in Safeture. In addition, future employees can be invited to acquire warrants.
2. Each warrant shall be issued free of charge and transferred at a price corresponding to the market value of the warrant at the time of the transfer, calculated in accordance with the Black-Scholes valuation formula and determined by an independent valuation institute as appointed by the Company.
3. Each warrant entitles the holder to subscribe for one new share in Safeture during the period from and including 8 June 2026 up to and including 26 June 2026, at an exercise price corresponding to 150 percent of the volume weighted average price of the Company's share during a period of ten trading days immediately preceding the offer to acquire warrants, however, not less than the quota value of the Company's share. Any premium shall be added to the share premium fund.
4. Subscription of warrants must take place no later than on the last day before the annual general meeting to be held in 2024. The Board shall have the right to extend the subscription period.
5. The warrants shall in all other respects be governed by the terms and conditions set forth in Appendix A.

It is further proposed that the CEO should be authorized to undertake such minor adjustments in the resolution as may be required for the registration with the Companies Registration Office.

The reason for the deviation from the shareholders' pre-emptive rights is to implement an incentive program for management personnel and other employees in the company.

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