

SECTRA

Documentation to be presented at the
Annual General Meeting of

Sectra AB (publ)

Thursday, September 7, 2023

Proposed Agenda

for the Annual General Meeting of Shareholders ("AGM") in Sectra AB (publ) Thursday, September 7, 2023.

- 1.** Opening of the AGM.
- 2.** Election of a Chairman for the AGM.
- 3.** Preparation and approval of the voting list.
- 4.** Approval of the agenda.
- 5.** Election of two persons to certify the minutes.
- 6.** Determination of whether the AGM has been duly convened.
- 7.** Presentation of the Annual Report and the Auditor's Report and the Consolidated Annual Report and Consolidated Auditor's Report.
- 8.** Resolution regarding the adoption of the Profit and Loss Statement and the Balance Sheet and the Consolidated Profit and Loss Statement and Consolidated Balance Sheet.
- 9.** Resolution regarding the allocation of the company's profit according to the adopted Balance Sheet.
- 10.** Resolution regarding the discharge from liability towards the company for the members of the Board of Directors and the Managing Director.
- 11.** Resolution regarding the number of members of the Board of Directors, auditors and deputies.
- 12.** Resolution regarding the fees for the Board of Directors and the auditors.
- 13.** Election of the members of the Board of Directors.
- 14.** Election of the Chairman of the Board.
- 15.** Election of the auditor.
- 16.** Resolution regarding the approval of the remuneration report.
- 17.** Resolution regarding a compulsory redemption procedure, including
 - (a) a resolution to implement a share split,
 - (b) a resolution to reduce the share capital through a compulsory redemption of shares, and
 - (c) a resolution to increase the share capital through a bonus issue.
- 18.** Resolution regarding an extension of the ability to allocate share grants under the long term performance based incentive program 2022 (LTIP 2022)
- 19.** Resolution regarding the authorization for the Board of Directors to issue shares.
- 20.** Resolution regarding the authorization for the Board of Directors to acquire and dispose of the company's own shares.
- 21.** Any other matter.
- 22.** Closing of the AGM.

The Board of Directors' proposals for the AGM in Sectra AB (publ) on Thursday, September 7, 2023

The following proposals have the same numbering as set forth in the Board of Directors' proposed agenda.

Election of Chairman of the AGM, item 2

The Nomination Committee, consisting of Jan-Olof Brüer (Chairman of the Board of Directors and representing his own and related parties' holdings), Torbjörn Kronander (representing his own and related parties' holdings), Mats Andersson (chairman of the Nomination Committee and representing Nordea Investment Funds) and Patrik Jönsson (representing SEB Investment Management), proposes that Per Nyberg or, in case he is unable to serve, the person suggested by the Nomination Committee, is elected Chairman of the AGM.

Election of two persons to certify the minutes, item 5

The Nomination Committee proposes that Patrik Jönsson, representing SEB Investment Management, and Robert Forchheimer or, in case anyone of them is or both of them are unable to serve, the person or persons suggested by the Nomination Committee, are elected to certify the minutes.

Dividend, item 9

The Board of Directors and the Managing Director propose that no ordinary dividend is distributed for the financial year 2022/2023. The Board of Directors instead proposes an automatic redemption procedure as set out in item 17 below.

Board of Directors etc, items 11-15

The Nomination Committee proposes that the Board of Directors shall comprise of seven members without any deputy directors. Anders Persson, Torbjörn Kronander, Tomas Puusepp, Birgitta Hagenfeldt, Jan-Olof Brüer, Fredrik Robertsson and Ulrika Unell are proposed to be re-elected as members of the Board of Directors.

It is proposed that Jan-Olof Brüer is re-elected Chairman of the Board of Directors.

The Nomination Committee's statement in respect of its proposal is set out in **Appendix 1**, and other information regarding the proposed members of the Board of Directors is available at <https://investor.sectra.com/board>.

The Nomination Committee proposes that Ernst & Young AB is appointed as auditor until the close of the next AGM. Ernst & Young AB has announced that if the AGM approves of the proposal, Authorized Public Accountant Andreas Troberg will be the Auditor in Charge.

It is proposed that director fees shall amount to SEK 290,000 (previously SEK 280,000) for each of the external members of the Board and SEK 580,000 (previously SEK 560,000) for the Chairman of the Board. It is proposed that for the Audit Committee fees shall amount to SEK 65,000 (previously SEK 60,000) for each of the external members of the Board and SEK 130,000 (previously SEK 120,000) for the Chairman of the Audit Committee. No separate fees are proposed to be paid for Remuneration Committee work. Furthermore, the Nomination Committee proposes that the auditor's fee shall be paid pursuant to approved account.

The Nomination Committee's proposal is supported by shareholders representing more than 65 percent of the votes in the company.

Approval of the remuneration report, item 16

The Board of Directors proposes that the AGM resolve to approve the remuneration report by the Board of Directors according to Chapter 8 Section 53a of the Companies Act (2005:551), **Appendix 2**. The auditor's report in accordance with Chapter 8, Section 54 of the Swedish Companies Act (2005:551) on whether the guidelines adopted by the General Meeting have been complied with are set out in **Appendix 3**.

Compulsory redemption of shares, item 17

The Board of Directors proposes that the AGM resolves on a procedure for the compulsory redemption of shares, in accordance with items 17 a - 17 c below. All resolutions are proposed to be conditional upon each other and adopted as one single resolution. A valid resolution requires the approval of shareholders representing at least two-thirds of both the votes cast and the shares represented at the AGM.

Resolution to implement a share split (item 17 a)

The Board of Directors proposes that the AGM resolves to implement a share split, whereby one share in Sectra is converted into two shares. One of these shares will be a so-called redemption share. The Board of Directors proposes that the record date for the share split shall be October 10, 2023.

Resolution to reduce the share capital through a compulsory redemption of shares (item 17 b)

The Board of Directors proposes that the share capital is reduced by SEK 19,412,089.50 through the redemption of shares for repayment to the shareholders and for transfer to unrestricted equity to the extent the reduction of the share capital is accomplished by way of the redemption of shares held by the company. The reduction shall be accomplished by way of the redemption of in total 13,103,460 Class A shares and 181,017,435 Class B shares.

The amount payable for each redemption share shall be SEK 1.10. Shares held by the company shall, however, be redeemed without repayment. The maximum redemption amount will thus be SEK 213,532,984.50, provided that the final redemption amount will be less to the extent the company itself owns shares on the record date. The Board of Directors proposes that trading in redemption shares shall take place during the period October 11-20, 2023, and that the record date for the redemption of the redemption shares shall be October 24, 2023. Payment is expected to be made through Euroclear Sweden AB around October 27, 2023.

Resolution to increase the share capital through a bonus issue, (item 17 c)

In order to achieve a timely and efficient redemption procedure, without having to obtain permission from the Swedish Companies Registration Office or a court of law, the Board of Directors proposes to restore the company's share capital to its original amount by increasing the company's share capital by SEK 19,412,089.50 through a bonus issue without issuing new shares via a transfer from the company's unrestricted equity to the company's share capital. Upon completion of the bonus issue, the company's share capital will be restored to its original amount.

The Board of Directors' explanatory statement in connection with the proposal to reduce the share capital and the auditor's opinions thereon in accordance with Chapter 20, Section 8 of the Swedish Companies Act are set out in **Appendix 4** and **Appendix 5** respectively. The Board of Directors' statement in accordance with Chapter 20, Section 13 of the Companies Act and the auditors' statement in accordance with Chapter 20, Section 14 of the Companies Act are set out in **Appendix 6** and **Appendix 7** respectively.

Extension of the ability to allocate share grants under the long term performance based incentive program 2022 (LTIP 2022), item 18

Background and motive

The 2022 AGM decided to adopt a long term performance based incentive program (LTIP 2022) pursuant to which employees in the Sectra Group have been allocated an individually determined number of so called Share Grants which, provided that certain criteria are met, will entitle the employees to receive so called Performance Shares. The Board of Directors will not present a new incentive program for the 2023 AGM. In order to be able to offer so called Key Persons the possibility to participate in an incentive program the Board of Directors instead proposes that the AGM extends the ability to allocate Share Grants under LTIP 2022, as the Company owns B-shares which are not required for allocation under the previously adopted programs LTIP 2021 and LTIP 2022. The rationale is that Sectra as an employer wants to retain and recruit Key Persons who are expected to contribute to the group's continued good development. The terms adopted for LTIP 2022 will apply to Key Persons that receive Share Grants as a result of the extension provided for under this resolution, unless provided otherwise below.

By receiving compensation under a long term incentive program, well thought-out decision-making and desirable results shall be promoted in a manner that is in line with the company's vision and values. The intention is to increase the participants' affiliation with the company, which is expected to be good for the company in the long term. The Board of Directors wants the employees, through the program, to be encouraged to increase ownership in the company and the proposal entails that certain employees receive a share-based compensation where a condition for it to be paid is that certain criteria must be met. Participation in the program is voluntary.

The Board of Directors' proposal is set out below. In order to obtain a valid decision, it is necessary to obtain the support of shareholders representing at least nine tenths of the votes cast as well as of the shares represented at the AGM.

Terms and instructions

Scope

As a result of the incentive programs adopted by the 2021 and 2022 AGMs (LTIP 2021 and LTIP 2022), a total of 1,453,406 C-shares have been issued, which the company has repurchased and converted into B-shares. Of the total number of shares thus repurchased and converted into B-shares, the company has currently allocated a total of 453,406 B-shares to LTIP 2021 and 1,000,000 B-shares to LTIP 2022 (including shares for the financing of social security contributions). Under LTIP 2022, employees have been allocated Share Grants corresponding to 740,500 B-shares of the 780,000 that are available for allocation (excluding shares to finance social security contributions) and the company therefore holds 39,500 B-shares that are not required for the previous programs. Thus, the Board of Directors proposes that it should be able to allocate 39,500 Share Grants to Key Persons. In total, this means a maximum dilution for the incentive programs LTIP 2021 and LTIP 2022, including the allocation that could be made under this decision, of approximately 0.8 percent.

Definitions:

1. The Employment Condition means that the person is deemed by the Remuneration Committee to fulfill the criteria for a Key Person (see below) and who commences his or her employment after the AGM on 7 September 2023 but not later than the day for the AGM 2024. Permanent and probationary employees who are on sick leave, on leave of absence or on parental leave are also covered by the program. The Board of Directors has the right to make exceptions from these terms if, according to the Board of Directors' reasonable assessment, there are special reasons.

2. A Key Person is an employee who (i) makes extraordinarily strong contributions to the Sectra Group's development, (ii) is in a senior position, (iii) has particular specialist competence or (iv) in any other way is considered of special importance for the Sectra Group's development.
3. The Qualification Period refers to 1 January 2024 - 31 December 2027, if the employment commences before the expiry of 2023, and 1 January 2025 – 31 December 2027, if the employment commences after the expiry of 2023.
4. A Performance Share refers to a Series B share in the company.
5. A Share Grant refers to a right to receive a Performance Share free of charge, provided that certain conditions are met. If the company carries out a bonus issue, split, aggregation of shares or a similar measure, as a result of which the number of shares in the company changes, the Board of Directors shall be entitled to recalculate the number of Performance Shares that the participants may be entitled to at a conversion of a Share Grant, if the Board of Directors considers such a recalculation to be called for with reference to the purpose of LTIP 2022.

Allocation

It should be possible to allocate Share Grants to Key Persons from the day of the 2023 AGM until and including the day for the 2024 AGM up to a total number of not more than 20,000 per person. Since the Qualification Period for Key Persons under this proposal is shorter than the Qualification Period according to the terms of LTIP 2022 that were adopted by the 2022 AGM, a Key Person's allocation shall correspond to four fifths (4/5) of what an equivalent person would have received if such a person had been subject to the original terms for LTIP 2022, if the Key Person commences his or her employment before the expiry of 2023, and three fifths (3/5) of what an equivalent person would have received if such a person had been subject to the original terms for LTIP 2022, if the Key Person commences his or her employment after the expiry of 2023.

Terms

Share Grants shall be allotted free of charge, after the participant has entered into an agreement with Sectra relating to the allotment of Share Grants and in which the terms of participation are described in more detail.

The right to receive Performance Shares is earned during the Qualification Period. Share Grants may not be transferred, pledged or otherwise transferred to others, with the exception of the participant's estate.

In order to be able to exercise a Share Grant and thereby obtain a Performance Share, the following performance conditions ("Performance Conditions") must be met:

- A. The participant must have fulfilled the Employment Condition during the entire Qualification Period. If the participant leaves the employment during a calendar year, the participant is not considered to have been employed at all during such calendar year, but still during previous calendar years during the Qualification Period. The more detailed conditions for participants entitlement to receive Performance Shares, even if they are leaving their employment, shall be determined by the Board of Directors.
- B. For employees in companies other than Sectra Communications AB and its subsidiaries (the Sectra Communications Group), Sectra must for each calendar year during the Qualification Period have achieved (1) at least one "Best in KLAS" (in any category) in the employee's own region and (2) first, second or third place in "Best in KLAS for PACS / Radiology for large hospitals" in the USA. The term region shall mean (i) for employees in the United States: the United States, (ii) for employees in Canada: Canada, (iii) for employees in Europe (including

Sweden): Europe and (iv) for employees in ANZ: Asia Pacific. For employees within central functions in Sweden (i.e. Sectra AB, Sectra Imaging IT Solutions AB, Sectra Education AB and Sectra Orthopaedics AB) and employees outside the regions of the United States, Canada, Europe and Asia Pacific Sectra shall, as regards performance criteria (1), for each calendar year during the Qualification Period have achieved at least two “Best in KLAS” in any category in any of the regions.

If for a particular year KLAS would not grant these awards or the conditions for participating in KLAS’ evaluations would change, Sectra’s Board of Directors may determine that a different customer satisfaction criteria should be used for that particular year.

Best in KLAS means that Best in KLAS which is granted a particular year (typically in the beginning of the year) and is determinative for the fulfillment of the performance criteria for the calendar year to which the award makes reference. Example: if Sectra achieves Best in KLAS 2024 that award is relevant for the fulfillment of the performance criteria 2024.

- C. For employees in the Sectra Communications Group, for each calendar year during the Qualification Period, the Sectra Communications Group must have achieved (1) an operating margin (EBIT margin) of at least 10 percent, as regards the financial year 2022/2023, and of at least 15 percent, as regards subsequent financial years and (2) a turnover growth of at least 10 percent compared to the previous year. In case of an acquisition or a transfer of a business during a particular year, the Sectra’s Board of Directors shall determine what impact it will have on the performance criteria.

For the Sectra Communications Group the final accounts that occurs in a particular calendar year shall be determinative for the fulfillment of the performance criteria that particular calendar year. Accordingly, it is the operating margin and turnover growth for the financial year that comes to an end during a particular calendar year that is relevant for the fulfillment of the performance criteria. Example: For the calendar year 2024 it is therefore the final accounts for the financial year 2023/2024 that is relevant.

- D. In the event of transitions between the Sectra Communications Group and other companies within the Sectra Group, the criteria for the program you leave will apply up to and including the calendar year during which the transition occurs and the program to which you transition shall be applied from the first full calendar year after the transition has taken place.

For each calendar year during the Qualification Period that one of the above-mentioned Performance Conditions has not been met, one eighth or one sixth (depending on when the participant commenced his or her employment, see above under *Allocation*) of the participant’s all Share Grants shall lapse. When allocating Performance Shares, the total sum of the number of Share Grants is rounded down to the nearest whole number.

Allotment of Performance Shares takes place within 60 days from the end of the Qualification Period.

Preparation of the proposal

The proposal to extend the possibility to allocate Share Grants under LTIP 2022 has been prepared by the company’s Board of Directors in consultation with external advisors and has been processed by the Board of Directors at a meeting on 5 July 2023.

Design and handling

The decision by the 2022 AGM provides that the Board of Directors shall be responsible for the detailed design and handling of LTIP 2022, within the framework of the specified terms and instructions, including provisions for recalculation in the event of changes in Sectra's capital structure such as intermediate bonus issue, split, aggregation of shares or a similar measure, as a result of which the number of shares in the company changes. In connection with this, the Board of Directors shall have the right to make adjustments to comply with special foreign rules or market conditions. The Board of Directors shall also, if there are significant changes in the Sectra Group or its surroundings, which would mean that decided conditions for the allocation and vesting of Share Grants according to LTIP 2022 are no longer appropriate, have the right to make other adjustments. Before the Board of Directors decides on vesting and payment in accordance with the terms of the Share Grants, the Board of Directors shall determine whether the outcome from LTIP 2022 is reasonable. This determination shall be performed in relation to the company's financial results and position, the conditions on the stock market and otherwise. If the Board of Directors, in its determination, concludes that the outcome is not reasonable, the Board of Directors shall be able to reduce the number of Class B shares to be allotted.

Transfer of Performance Shares in accordance with LTIP 2022

The decision by the 2022 AGM provides that the Board of Directors may transfer B shares after the expiry of the Qualification Period partly free of charge to participants in LTIP 2022 and partly through the stock exchange to finance the costs of social security contributions related to LTIP 2022 as provided for in LTIP 2022.

Costs and impact on important key ratios

In the proposal to the 2022 AGM it was explained that assuming a share price of SEK 135 upon allotment of the Share Grants, and a share price of SEK 205 when shares are transferred upon vesting and expected outcome for LTIP 2022, the cost, including estimated costs for social security contributions, was estimated to amount to approximately SEK 120.7 million for the entire period of five years. This corresponded to approximately 12.8 percent of the Sectra Group's salary costs for 2022. The finally reported cost depends on the degree to which performance and employment conditions are met and on the value development of Sectra's share price. The costs of administering the program will be minimized and taken on an ongoing basis but is still estimated to a maximum of 5 percent of the total scope of the program.

LTIP 2022 is reported in accordance with IFRS 2 Share-based Payments (Sw: *Aktierelaterade ersättningar*) and the cost of social security contributions will be reported in accordance with UFR 7 IFRS 2 and social security contributions for listed companies (Sw: *IFRS 2 och sociala avgifter för noterade företag*). This means that the fair value of the Share Grants when allocating the Share Grants will be recognised as an employee cost and accrue over the vesting period, based on ongoing assessments and finally on the final outcome of the performance and employment conditions. The cost of social security contributions is accrued in a corresponding manner but on an ongoing basis and finally upon vesting based on the current share price.

Dilution of existing shares and votes

With a maximum allotment of Performance Shares according to LTIP 2022, including the Performance Shares that the participants are entitled to as a result of Share Grants allocated pursuant to this decision, up to 780,000 Class B shares may be allotted to participants in accordance with LTIP 2022 and 220,000 Class B shares may be used to finance the cost of social security contributions as a result of LTIP 2022, which means a maximum dilution effect for both incentive programs LTIP 2021 and LTIP 2022 of about 0.8 percent.

Resolution regarding authorization for the Board of Directors to issue new shares (item 19)

The Board of Directors proposes that the AGM resolves to authorize the Board of Directors to issue, on one or several occasions, during the period until the next AGM, not more than 18,500,000 Class B shares for payment in cash, payment by set-off of claims or payment in kind, and that for issues where payment is made by set-off of claims, the Board of Directors shall be able to disregard the shareholders' preferential rights. The subscription price of the new shares shall be determined on the basis of the prevailing market price of the Class B shares at the time of the issue. The purpose of the authorization is to facilitate the use of newly issued shares in connection with the implementation of or for the financing of acquisitions of companies or businesses or parts thereof and in connection with market investments.

A valid resolution requires approval of shareholders representing at least two-thirds of both the votes cast and the shares represented at the AGM.

Resolution regarding authorization for the Board of Directors to acquire and dispose of the company's own shares (item 20)

The Board of Directors proposes that the AGM resolves to authorize the Board of Directors to, on one or several occasions, during the period until the next AGM, resolve on the acquisition of shares of the company. Such shares may be acquired up to a maximum amount not at any time exceeding 10 percent of the total number of shares issued by the company (including such shares that are acquired for the fulfillment of incentive programs). Acquisitions of shares shall be made either on Nasdaq Stockholm at a purchase price within the range of share prices registered at any given time for the Class B shares, meaning the spread between the maximum buying rate and the minimum selling rate, or by way of an offer to all shareholders, whereby the purchase shall be made at a price which at the time of the decision corresponds at a minimum to the prevailing market price for the Class B shares and at a maximum to 150 percent of the prevailing market price for the Class B shares. The same price shall apply for Class A shares and Class B shares.

The Board of Directors also proposes that the Board of Directors shall be authorized to resolve, on one or several occasions during the period until the next AGM, to dispose all shares held by the company, via Nasdaq Stockholm or in connection with the acquisition of companies or businesses or parts thereof, in connection with market investments, for hedging costs that may arise relating to the company's incentive programs and for a continuous adaptation of the company's capital structure and thereby contributing to increased shareholders' value. The shareholders shall have a preferential right to acquire the shares in accordance with the provisions in the articles of association regarding the preferential right to subscribe for new shares, provided that the board of directors shall be entitled to deviate from the preferential right if the shares are paid for by way of set-off or if the purpose with the disposal is to secure the costs that arise as a result of the company's incentive program. A disposal of shares via Nasdaq Stockholm may only be made at a price within the range of share prices registered at any given time.

A valid resolution requires approval of shareholders representing at least two-thirds of both the votes cast and the shares represented at the AGM.

The Board of Directors' motivated statement in accordance with Chapter 19, Section 22 is set forth in **Appendix 8**.

Appendix 1
The Nomination Committee's statement

The Nomination Committee's statement explaining its proposal for the Board of Sectra AB, including a presentation of the work of the Nomination Committee ahead of the 2023 AGM

In accordance with the principles adopted by the 2020 Annual General Meeting (AGM), the Chairman of the Board contacted the largest shareholders in the autumn of 2022 to form a Nomination Committee tasked with preparing proposals ahead of the 2023 AGM. Before agreeing to the assignment, the members of the Nomination Committee assessed whether it would create a conflict of interest and notified the company that no conflict of interest existed.

The members of the Nomination Committee were announced in a press release on December 20, 2022, and these are:

- Torbjörn Kronander, Board member, President and CEO of Sectra AB and the largest shareholder in Sectra.
- Mats Andersson, representative of Nordea Funds, which is the fifth-largest shareholder in Sectra. Independent in relation to the company and its management.
- Patrik Jönsson (Chairman), representative of SEB Investment Management, which is the company's sixth-largest shareholder. Independent in relation to the company and its management.
- Jan-Olof Brüer, Chairman of the Board (convener) and the second largest shareholder in Sectra. Independent in relation to the company and its management.

Patrik Jönsson, representative of SEB Investment Management, was appointed Chairman of the Nomination Committee since Torbjörn Kronander and Jan-Olof Brüer decided to abstain from chairmanship due to their roles as President and Chairman of the Board of Sectra AB, respectively.

The members of the Nomination Committee jointly represent 47% of the votes in Sectra AB.

Work of the Nomination Committee ahead of the 2023 AGM

According to the nomination process, the Nomination Committee is to draft proposals for the following:

- Chairman of the AGM
- Board of Directors
- Chairman of the Board
- Fees to the Chairman and other members of the Board of Directors, and remuneration for committee work
- Auditor
- Fees to the company's auditors
- Principles governing the composition of the Nomination Committee and directives for its activities if changes are necessary

The Nomination Committee has held regular meetings and phone discussions since it was appointed in December 2022. The Nomination Committee meetings and discussions mainly pertained to assessing the work of the current Board, reviewing the balance of complementary expertise on the Board, the need to recruit new Board members and the assessment of prospective Board members, and discussions of fees to the Board. In accordance with the Swedish Corporate Governance Code, the Nomination Committee's assessment paid particular attention to the diversity and breadth of the Board's composition as well as the requirement of working toward an even gender balance.

As a basis for its work, the Nomination Committee has reviewed the Board's assessment of its work and the Chairman of the Board's presentation of the work of the Board, and has held talks with the members of the Board. This review shows that the Board has been active and extremely dedicated, and that the members had a high attendance rate.

When preparing the Nomination Committee's proposal regarding fees to the Board, an analysis and comparison was conducted with similar companies in order to gain an understanding of what would be reasonable fees. It is proposed that the fee to the Chairman of the Board be increased to SEK 580,000 (SEK 560,000) and the fee for

other Board members not otherwise employed by the company be increased to SEK 290,000 (SEK 280,000). For committee work, it is proposed that the Chairman of the Audit Committee receives SEK 130,000 (SEK 120,000) and other external members of the Audit Committee receive SEK 65,000 (SEK 60,000). If the AGM resolves in accordance with the Nomination Committee's proposal, the fee to regular Board members will be raised by 3.6% and the fee to the members of the Audit Committee will be raised by 8.3%.

When considering the proposal for the election of auditors and fees for audit work, the Nomination Committee was assisted by the Audit Committee. The Nomination Committee proposes that Ernst & Young AB be re-elected at the 2023 AGM as the public accounting firm for the company until the close of the 2024 AGM. Ernst & Young AB has notified the Nomination Committee that if the AGM votes in favor of the proposal, Authorized Public Accountant Andreas Troberg will be the Auditor in Charge. The Nomination Committee also proposes that auditors' fees be paid in accordance with approved invoices. The proposals follow the recommendation presented by the Board's Audit Committee to the Nomination Committee.

In addition, the Nomination Committee proposes that Patrik Jönsson, representing SEB Investment Management, and Robert Forchheimer or, if either or both of them are prevented from attending, the person or persons designated by the Nomination Committee, are elected to verify the minutes from the AGM.

Proposal for the Board of Directors

The Nomination Committee proposes:

- That the Board of Directors should comprise seven members with no deputies.
- The re-election of Jan-Olof Brüer, Anders Persson, Tomas Puusepp, Torbjörn Kronander, Birgitta Hagenfeldt, Fredrik Robertsson, and Ulrika Unell.
- The re-election of Jan-Olof Brüer as Chairman of the Board.

Presentation of the proposed Board members

A presentation of the individuals proposed by the Nomination Committee for re-election to the Board of Directors is available in Sectra's Annual report and sustainability report 2022/2023 and at <https://investor.sectra.com/board>.

Reasoned opinion concerning the proposal of Board members

The Nomination Committee is of the opinion that work on Sectra's Board has functioned effectively, and that the expertise and experience that are important for Sectra, and that the Nomination Committee believes are required to meet Sectra's future challenges and needs, are properly represented on the Board of Directors.

The Nomination Committee has assessed each member's capacity to devote sufficient time and dedication to the Board assignment and assessed the extent to which the Board fulfills the requirements that will be imposed on it considering the company's operations, situation and future direction. In the opinion of the Nomination Committee, all the proposed members have at their disposal the dedication and time required to perform the assignment as a member of Sectra's Board of Directors.

During the course of its work, the Nomination Committee has applied rule 4.1 of the Swedish Corporate Governance Code as its diversity policy. The Nomination Committee has taken into account the importance of greater diversity on the Board of Directors with regard to gender, expertise, age and nationality as well as business experience and background. The Nomination Committee is of the opinion that the diversity of the proposed composition of the Board of Directors is appropriate, since the experience and competence of its members match the Sectra Group's priorities. If the AGM resolves in accordance with the Nomination Committee's proposal, 28.6% of the AGM-elected members of Sectra's Board of Directors will be women.

The Nomination Committee is also of the opinion that the proposed composition of the Board fulfills the requirements of the Swedish Corporate Governance Code with regard to the number of independent members in relation to the company and its management, and major shareholders in the company. The Nomination Committee has found nothing that indicates cause to question the independence of the Board members designated as independent.

Linköping, Sweden, July 2023

The Nomination Committee of Sectra AB (publ)

Appendix 2
Remuneration report

Remuneration Report 2022/2023 for Sectra AB

Introduction

This report describes how the guidelines for remuneration to senior executives in Sectra AB, adopted by the 2022 Annual General Meeting, were implemented in 2022/2023. This report also contains information on remuneration to the President and Executive Vice Presidents as well as a summary of share-based incentive programs, both outstanding and concluded during the year. This report has been prepared in accordance with the Swedish Companies Act and the Remuneration Rules issued by the Swedish Corporate Governance Board.

Additional information on remuneration to senior executives is provided in Note 3 (Employees and personnel costs) on pages 100–102 of Sectra’s Annual Report and Sustainability Report for 2022/2023. Information on the work of the Remuneration Committee during the fiscal year is provided in the Corporate Governance Report on pages 60–65.

Board fees are not covered by this report. Such remuneration is resolved annually by the Annual General Meeting and is reported in Note 3 on pages 100–102 of the 2022/2023 Annual Report. No remuneration above and beyond the Board fees resolved by the Annual General Meeting were paid out during 2022/2023.

The guidelines adopted by the 2022 Annual General Meeting entail the following changes to the principles adopted by the 2020 AGM:

- variable cash remuneration may total a maximum of 100% (previously 50%) of the Basic Salary as regards financial, operational, non-financial and individually adapted goals; and
- that the term “Basic Salary” should be understood, provided that it pertains to the decision concerning variable cash remuneration, to mean the executive’s fixed cash salary excluding vacation allowance.

Sectra’s performance in 2022/2023

The CEO summarizes the company’s overall performance in his statement on pages 11–13 of Sectra’s Annual Report and Sustainability Report for 2022/2023. A more detailed account of the company’s performance is presented in the Administration Report on pages 66–86.

The company’s remuneration guidelines: scope, purpose and deviations

One prerequisite for successfully implementing the company’s business strategy and safeguarding its long-term interests, including its sustainability, is the company’s ability to recruit and retain qualified employees. To this end, the company must offer competitive remuneration. The company’s remuneration guidelines make it possible to offer senior executives competitive total remuneration. In certain years, in addition to the remuneration covered by the remuneration guidelines, the company’s Annual General Meeting has resolved on the introduction of long-term share-based incentive programs.

In accordance with the guidelines, the terms and conditions must emphasize remuneration after performance, and vary in relation to the individual’s performance and the Group’s earnings. Remuneration to senior executives is to be on market terms and can consist of the following components: fixed cash salary, variable cash remuneration, pension benefits and other benefits. Variable cash remuneration is to be based on predetermined and measurable criteria. These criteria should be based on:

- (i) financial earnings (profit, financial efficiency and sales) or alternately operational goals that over the long term are felt to lead to solid financial results;
- (ii) share-based goals; and
- (iii) non-financial goals such as sustainability, customer satisfaction, quality and corporate culture.

They should also consist of individually adapted quantitative or qualitative goals. The criteria are to be designed to promote the company’s business strategy and long-term interests, including its sustainability. In addition to variable remuneration that executives may receive in accordance with these guidelines, the Board of Directors may decide that

such executives could be covered by programs for variable remuneration that also cover personnel categories other than senior executives such as all employees in the Group or in a particular business area. Such programs must entitle all employees (regardless of position) to the possibility of the same nominal remuneration. The complete guidelines are presented on pages 69–71 of the company’s Annual Report and Sustainability Report for 2022/2023.

In 2022/2023, the company complied with the applicable remuneration guidelines adopted by the Annual General Meeting. No deviations from the guidelines occurred, and no deviations occurred from the decision-making process that is to be applied in accordance with the guidelines to establish the remuneration. No repayment of remuneration has been demanded. The auditor’s statement on the company’s compliance with the guidelines is available at <https://investor.sectra.com/agm2023>.

Remuneration to the President and Executive Vice Presidents

Total remuneration to the President and CEO and Executive Vice Presidents in 2022/2023 (SEK thousand)

Name of executive (position)	Year	Fixed remuneration (basic salary incl. vacation pay)	Variable remuneration	Share of fixed and variable remuneration (%)	Pension	Benefits
Torbjörn Kronander (President and CEO of Sectra AB)	22/23 21/22	3,756 3,862	1,719 1,820	69/31 68/32	938 924	N/A N/A
Marie Ekström Trägårdh (Executive Vice President of Sectra AB and President of the Imaging IT Solutions business area) ¹	22/23 21/22	2,628 3,014	900 1,110	74/26 73/27	596 664	N/A N/A
Simo Pykälistö (Executive Vice President of Sectra AB and President of the Secure Communications business area) ^{1,2}	22/23 21/22	- 1,277	- 0	- 100/0	- 311	- 71

¹ The Executive Vice Presidents have received remuneration from other companies in the Group.

² Decided to step down, with employment terminated on March 25, 2022.

Application of performance criteria

The performance criteria for variable remuneration for the President and Executive Vice Presidents have been selected in order to realize the company’s strategy and to encourage behavior that is in the long-term interests of the company. The strategic goals as well as short-term and long-term business priorities for 2022/2023 were taken into account in the selection of performance criteria. The non-financial performance criteria also contribute to the adaptation to sustainability as well as the company’s values.

Performance of the President and Executive Vice Presidents during the reported fiscal year: variable cash remuneration

(SEK thousand)

Name of executive (position)	Description of the criteria related to variable remuneration components	Year	Actual award
Torbjörn Kronander (President and CEO of Sectra AB)	Financial performance targets EBIT \geq 15% and growth of EBIT per share \geq 50% over a five-year period	22/23 21/22	1,719 1,820
Marie Ekström Trägårdh (Executive Vice President of Sectra AB and President of the Imaging IT Solutions business area)	Customer satisfaction, financial performance and growth targets, increased shareholding, etc.	22/23 21/22	900 1,110
Simo Pykälistö (Executive Vice President of Sectra AB and President of the Secure Communications business area)	Financial performance and sales targets, increased shareholding, etc.	22/23 21/22	- 0

Share-based incentive programs

Convertible programs

Long-term share-based incentive programs in the form of convertible programs have been introduced at the company in certain years. These programs have been targeted at employees in the Group as well as members of the Board. The participants subscribed for convertibles under terms resolved by the Annual General Meeting. The programs targeted at employees have terms of three years, and the programs targeted at the Board have terms of four years.

A program targeted at the Board was converted during the fiscal year; refer to the information in Note 3 on pages 100–102 of the 2022/2023 Annual Report. There were no remaining convertible programs at April 30, 2023.

LTIP 2021

In the 2021/2022 fiscal year, two new performance-based share programs (long-term incentive programs) were introduced for all employees. One program is for North America (LTIP NA) and one is for employees in the rest of the world (LTIP SROW). The qualification period is January 1, 2022 to December 31, 2026. The prerequisites for vesting are continued employment and holdings of so-called savings shares throughout the entire qualification period. In addition, there are a number of performance conditions as described below.

For every calendar year during the term of the program (qualification period) for employees in North America, Sectra must have a) received a minimum of one “Best in KLAS” award (in any category), and b) received a first, second or third place ranking in “Best in KLAS for PACS/Radiology for large hospitals” in the US or Canada depending on where the participant is employed. For employees in the rest of the world, in addition to the performance conditions above, the employee must have deposited savings shares in a deposit account specified by Sectra. One savings share comprises one Class B share in Sectra AB. The number of savings shares is to correspond to the number of share awards the employee has been allotted. The savings shares are to be deposited during the entire qualification period.

For every calendar year during the qualification period for employees in companies other than Sectra Communications AB and its subsidiaries (the Sectra Communications Group), Sectra must have a) received a minimum of one “Best in KLAS” award (in any category), and b) received a first, second or third place ranking in “Best in KLAS for PACS/Radiology for large hospitals” in the US. For employees in the Sectra Communications Group, the Sectra Communications Group must have, for every calendar year during the qualification period, a) achieved an operating margin of at least 15%, and b) achieved EBIT growth of at least 8% year-on-year.

For each calendar year in which any of the performance prerequisites are not achieved, one-tenth of the allotted share awards expire. One share award pertains to the right to receive a performance share free of charge provided that the above conditions are met. One performance share comprises one Class B share in Sectra AB.

Holdings of the President and Executive Vice Presidents in outstanding long-term incentive programs (LTIP SROW)

(SEK thousand)

Name of executive (position)	Number of share awards allotted	Number of expired share awards	Number of vested performance shares	Number of not yet vested performance shares	Theoretical value on allotment ¹
Torbjörn Kronander (President and CEO of Sectra AB)	20,000	0	8,000	12,000	3,081,200
Marie Ekström Trägårdh (Executive Vice President of Sectra AB and President of the Imaging IT Solutions business area)	20,000	0	8,000	12,000	3,081,200

¹ Based on a share price of SEK 154.06.

LTIP 2022

In the 2022/2023 fiscal year, a new performance-based share program (LTIP 2022) was introduced for all employees. The vesting period is January 1, 2023 to December 31, 2027. The prerequisites for vesting are continued employment and a number of performance conditions as set out below.

For every calendar year during the qualification period for participants in the program who are not employees of the Sectra Communications Group, Sectra must have a) received a minimum of one “Best in KLAS” award (in any category) in the employee’s region, and b) received a first, second or third place ranking in “Best in KLAS for PACS/Radiology for large hospitals” in the US. “Region” refers to i) for employees in the US: the US, ii) for employees in Canada: Canada, iii) för employees in Europe incl. Sweden: Europe and iv) for employees in ANZ: Asia-Pacific. For employees in central functions in Sweden (Sectra AB, Sectra Imaging IT Solutions AB, Sectra Medical Education AB and Sectra Orthopaedics AB) and employed outside of the previously mentioned regions, Sectra must have a) received a minimum of two “Best in KLAS” awards in any category in any of the regions for each calendar year during the qualification period.

For employees of the Sectra Communications Group, the Sectra Communications Group must have, for every calendar year during the qualification period, a) achieved an operating margin of at least 10% for the 2022/2023 fiscal year and at least 15% for the following fiscal year, and b) achieved EBIT growth of at least 10% year-on-year. Reporting of performance-based incentive programs

For each calendar year in which any of the performance prerequisites are not achieved, one-tenth of the allotted share awards expire. One share award pertains to the right to receive a performance share free of charge provided that the above conditions are met. One performance share comprises one Class B share in Sectra AB.

Holdings of the President and Executive Vice Presidents in outstanding long-term incentive programs (LTIP 2022)

(SEK thousand)

Name of executive (position)	Number of share awards allotted	Number of expired share awards	Number of vested performance shares	Number of not yet vested performance shares	Theoretical value on allotment ¹
Torbjörn Kronander (President and CEO of Sectra AB)	15,000	0	3,000	12,000	2,165,100
Marie Ekström Trägårdh (Executive Vice President of Sectra AB and President of the Imaging IT Solutions business area)	15,000	0	3,000	12,000	2,165,100

¹ Based on a share price of SEK 144.34.

Comparative information pertaining to changes in remuneration and the company's performance

Changes in remuneration and the company's performance over the last five reported fiscal years

Changes in remuneration (SEK thousand)

Position of executive	22/23 vs 21/22 (% change)	21/22 vs 20/21 (% change)	20/21 vs 19/20 (% change)	19/20 vs 18/19 (% change)	18/19 vs 17/18 (% change)
President and CEO	-194 (-2.9%)	1,079 (19.5%)	1,118 (25.4%)	709 (19.2%)	141 (4.0%)
Executive Vice Presidents	-664 (-13.9%)	186 (3.0%)	914 (17.3%)	148 (2.9%)	278 (5.7%)

Changes in Group earnings (SEK million)

	22/23 vs 21/22 (% change)	21/22 vs 20/21 (% change)	20/21 vs 19/20 (% change)	19/20 vs 18/19 (% change)	18/19 vs 17/18 (% change)
Net sales	402 (20.6%)	317 (19.4%)	-29 (-1.7%)	248 (17.5%)	204 (16.9%)
Operating profit	72 (18.8%)	33 (9.5%)	55 (18.5%)	60 (25.4%)	21 (9.9%)
Net profit for the year	60 (19.1%)	39 (14.3%)	38 (16.1%)	38 (19.3%)	14 (7.7%)

Annual change in average remuneration to other employees (FTEs) (SEK thousand)

	22/23 vs 21/22 (% change)	21/22 vs 20/21 (% change)	20/21 vs 19/20 (% change)	19/20 vs 18/19 (% change)	18/19 vs 17/18 (% change)
Sectra AB	22 (4.1%)	8 (1.5%)	40 (8.2%)	51 (11.7%)	12 (2.9%)

Linköping, the date stated by our electronic signature

Sectra AB
Board of Directors

Appendix 3
The auditor's report on the remuneration guidelines

TRANSLATION FROM THE SWEDISH ORIGINAL

Auditor's report in accordance with Chapter 8, Section 54 of the Swedish Companies Act (2005:551) on whether the guidelines adopted by the General Meeting regarding remuneration to Group Executive Management have been complied with

To the General Meeting of Sectra AB (publ), corporate identity 556064-8304

We have examined whether the Board of Directors and the Managing Director of Sectra AB (publ), have, for the financial year 2022/2023, complied with the guidelines on remuneration to Group Executive Management, adopted at the General Meeting on September 8, 2022 and the General Meeting on 8 September 2020, respectively.

Responsibilities of the Board of Directors and the Managing Director

The Board of Directors and the Managing Director are responsible for compliance with the guidelines and for the internal control the Board of Directors and the Managing Director determine is necessary to ensure compliance with the guidelines.

Auditor's responsibility

Our responsibility is to issue a report, based on our examination, to the General Meeting regarding whether the guidelines have been complied with. The examination has been performed in accordance with FAR's recommendation RevR 8 *Granskning av ersättningar till ledande befattningshavare i vissa publika aktieföretag* (Examination of Remuneration to Group Executive Management in Certain Listed Companies). Those standards require us to comply with the ethical requirements, and also to plan and perform the examination in such a manner that we may obtain reasonable assurance about whether the guidelines on remuneration have been complied with. The firm applies International Standard on Quality Control 1 and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

We are independent of Sectra AB (publ) in accordance with professional ethics for accountants in Sweden and have otherwise fulfilled our ethical responsibilities in accordance with these requirements.

The examination has covered the company's organization and documentation of issues concerning remuneration for Group Executive Management, new decisions concerning remuneration, as well as a selection of the financial year's payments to Group Executive Management. The procedures selected depend on the auditor's judgement, including the assessment of the risk that the guidelines have not, in all material respects, been complied with. In making this risk assessment, the auditor considers internal control relevant to the company's compliance with the guidelines in order to design procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.

We believe that our examination provides a reasonable basis for our conclusion.

Conclusion

In our opinion the Board of Directors and the Managing Director of Sectra AB (publ) have, during the financial year 2022/2023, complied with the guidelines on remuneration to Group Executive Management, which were adopted by the General Meeting on September 8, 2022 and the General Meeting on September 8, 2020, respectively.

Stockholm, July 6, 2023

Ernst & Young AB

Andreas Troberg
Authorized Public Accountant

Appendix 4
The Board of Directors' explanatory statement in accordance with
Chapter 20, Section 8 of the Swedish Companies Act

The Board of Directors' statement in accordance with Chapter 20, Section 8 of the Companies Act (2005:551)

The Board of Directors of Sectra AB (publ), reg. no 556064-8304, hereby presents the following statement in accordance with Chapter 20, Section 8 the Companies Act (2005:551), regarding the proposed resolution to decide on a reduction of the share capital with repayment to the shareholders.

The Board of Directors reasons for the proposed resolution to decide on the reduction of the share capital to be in accordance with the provisions of Chapter 17, Section 3, para. 2 and 3 of the Companies Act (2005:551) are the following:

The objects, scope and risks of the business

The objects and scope of business of the company are set out in the articles of association and the annual reports submitted. The business operated by the company does not entail risks in excess of those that exist or may be deemed to exist in the industry or those risks which are generally associated with operating a business.

The financial position of the company and the group

The financial position of the company and the group as at April 30, 2023 is stated in the most recent annual report. The annual report also states which accounting principles have been applied in the valuation of assets, allocations and liabilities.

The non-restricted equity in the parent company and the group's retained profits amounted to SEK 565.3 million and SEK 772.9 million respectively at the end of the 2022/2023 financial year.

The proposed resolution to decide on the reduction of the share capital sets out that the Board of Directors proposes that the share capital is reduced by SEK 19,412,089.50 through the redemption of 13,103,460 Class A shares and 181,017,435 Class B shares for repayment to the shareholders. The proposed amount to be paid for each redemption share is SEK 1.10, which equals a total redemption amount of SEK 213,532,984.50 (provided that the final redemption amount will be less to the extent the Company itself owns shares on the record date), which is 25.6 percent of the company's shareholder equity and 16.4 percent of the group's shareholder equity at the end of the financial year. The Board of Directors proposes that the company's share capital is restored to its original amount by increasing the company's share capital by SEK 19,412,089.50 through a bonus issue without issuing new shares via a transfer from the company's unrestricted equity to the company's share capital. After the bonus issue has been completed the company's restricted equity and share capital will be restored to its original amount.

The annual report sets out, among other things, that the company's equity debt ratio as at 30 April 2023 amounted to 47.4 percent. The proposed reduction of the share capital does not jeopardise the completion of investments which are deemed to be necessary.

The company's and group's financial position does not give rise to any other conclusion than that the company can continue its business and that the company can be expected to fulfil its obligations on both a short and long-term basis.

The Board of Directors is of the opinion that the size of shareholder equity as stated in the most recently delivered annual report is in reasonable proportion to the scope of the company's and the group's business and the risks connected with the running of the company, after taking into account the proposed resolution on the reduction of the share capital.

The justification of the proposed resolution regarding the reduction of the share capital

With reference to the above and to what has otherwise come to the knowledge of the Board of Directors, the Board of Directors is of the opinion that after a comprehensive review of the financial position of the company, the proposed reduction of the share capital is justified having regard to the provisions of Chapter 17, Section 3, para. 2 and 3 of the Companies Act, i.e. with reference to the demands that the objects of the business, its scope and risks place on the size of the company's and group's equity and the company's and the group's consolidating requirements, liquidity and financing needs in general.

Linköping on the date as indicated by our electronic signature

Sectra AB (publ)

The Board of Directors

Jan-Olof Brüer
Chairman of the Board

Torbjörn Kronander
Member of the Board
CEO and President of Sectra AB

Birgitta Hagenfeldt
Member of the Board

Anders Persson
Member of the Board

Tomas Puusepp
Member of the Board

Fredrik Robertsson
Member of the Board

Ulrika Unell
Member of the Board

Filip Klintenstedt
Member of the Board
Employee Representative

Andreas Örnéus
Member of the Board Employee
Representative

Appendix 5
The auditor's statement in accordance with
Chapter 20, Section 8 of the Swedish Companies Act

Revisorns yttrande enligt 20 kap 8 § andra stycket aktiebolagslagen (2005:551) om förslag om minskning av aktiekapitalet

Statement by the auditor pursuant to Chapter 20 Section 8 of the Swedish Companies Act (2005:551) regarding the board of directors' proposal concerning reduction of share capital

Till bolagsstämman i Sectra AB (publ), org.nr 556064-8304
To the general meeting of Sectra AB (publ), reg. no 556064-8304

Vi har granskat styrelsens förslag om minskning av aktiekapital daterat den 5 juli 2023.
We have reviewed the Board of Directors' proposal to reduce the share capital dated July 5th, 2023.

Styrelsens ansvar för förslaget/Responsibility of the Board of Directors for the proposal

Det är styrelsen som har ansvaret för att ta fram förslaget om minskning av aktiekapital enligt aktiebolagslagen och för att det finns en sådan intern kontroll som styrelsen bedömer nödvändig för att kunna ta fram förslaget utan väsentliga felaktigheter, vare sig dessa beror på oegentligheter eller misstag.

The Board of Directors is responsible for the preparation and fair presentation of the proposal in accordance with the Swedish Companies Act, and for such internal control as the Board of Directors determine is necessary to enable the preparation of the proposal that is free from material misstatement, whether due to fraud or mistake.

Revisorns ansvar/Auditor's responsibility

Vår uppgift är att uttala oss om minskning av aktiekapital på grundval av vår granskning. Vi har utfört granskningen enligt FARs rekommendation RevR 9 Revisorns övriga yttranden enligt aktiebolagslagen och aktiebolagsförordningen. Denna rekommendation kräver att vi planerar och utför granskningen för att uppnå rimlig säkerhet att styrelsens redogörelse inte innehåller väsentliga felaktigheter. Revisionsföretaget tillämpar ISQM 1 (International Standard on Quality Management), som kräver att företaget utformar, implementerar och hanterar ett system för kvalitetsstyrning inklusive riktlinjer eller rutiner avseende efterlevnad av yrkesetiska krav, standarder för yrkesutövningen och tillämpliga krav i lagar och andra författningar.
Our responsibility is to express a statement regarding the reduction of the share capital based on our review. We have conducted our review in accordance with Recommendation RevR 9 issued by Far (the Swedish professional institute for accountants and auditors) regarding the auditor's statements in accordance with the Swedish Companies Act and the Swedish Companies Ordinance. This recommendation requires that we plan and perform the review to obtain reasonable assurance about whether the report is free from material misstatements. The firm applies ISQM 1 (International Standard on Quality Management), which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Vi är oberoende i förhållande till Sectra AB (publ) enligt god revisorssed i Sverige och har i övrigt fullgjort vårt yrkesetiska ansvar enligt dessa krav.

We are independent in regard to Sectra AB (publ) in accordance with generally accepted auditing standards in Sweden and otherwise fulfilled our ethical responsibilities under these requirements.

Granskningen innefattar att genom olika åtgärder inhämta bevis om finansiell och annan information i styrelsens förslag. Revisorn väljer vilka åtgärder som ska utföras, bland annat genom att bedöma riskerna för väsentliga felaktigheter i förslaget, vare sig dessa beror på oegentligheter eller misstag. Vid denna riskbedömning beaktar revisorn de delar av den interna kontrollen som är relevanta för hur styrelsen upprättar förslaget i syfte att utforma granskningsåtgärder som är ändamålsenliga med hänsyn till omständigheterna, men inte i syfte att göra ett uttalande om effektiviteten i den interna kontrollen. Granskningen omfattar också en utvärdering av ändamålsenligheten och rimligheten i styrelsens antaganden. Vi anser att de bevis vi har inhämtat är tillräckliga och ändamålsenliga som grund för vårt uttalande.

The review involves performing procedures to obtain evidence about the amounts and disclosures in the proposal. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement in the proposal, whether due to fraud or mistake. In making those risk assessments, the auditor considers internal control relevant to the Board of Directors' preparation and fair presentation of the proposal in order to design review procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. The review has also included an assessment of the appropriateness and the

The English text is an in-house translation. In the event of any differences between this translation and the original Swedish version, the latter shall prevail.

reasonableness of the assessments made by the Board of Directors'. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our statement.

Uttalande/Statement

Vi tillstyrker styrelsens förslag om minskning av aktiekapitalet för återbetalning till aktieägarna och för avsättning till fritt eget kapital.

We recommend the general meeting to resolve to reduce the share capital for repayment and offset to free fund in accordance Board of Directors' proposal.

Övriga upplysningar/Other disclosures

Detta yttrande har endast till syfte att fullgöra det krav som uppställs i 20 kap 8 § andra stycket aktiebolagslagen och får inte användas för något annat ändamål.

This statement is provided only for the purpose of fulfilling the requirements stipulated in Chapter 20, Section 8 of the Swedish Companies Act and may not be used for any other purpose.

Stockholm per dagen för elektronisk signatur
Stockholm as per the day of electronic signature

Ernst & Young AB

Andreas Troberg
Auktoriserad revisor
Authorized Public Accountant

Appendix 6
The Board of Directors' statement in accordance with
Chapter 20, Section 13 of the Companies Act

The Board of Directors' statement in accordance with Chapter 20, Section 13 of the Companies Act (2005:551)

The Board of Directors of Sectra AB (publ), reg. no 556064-8304, hereby makes the following statement regarding the proposal on reduction of the share capital, in accordance with Chapter 20, Section 13 para. 4 of the Companies Act (2005:551).

The proposed reduction of the share capital sets out that the Board of Directors proposes that the share capital is reduced by SEK 19,412,089.50 through the redemption of 13,103,460 Class A shares and 181,017,435 Class B shares, for repayment to the shareholders. The proposed repayment amounts to SEK 1.10 per share, representing a total amount of SEK 213,532,984.50 (provided that the final redemption amount will be less to the extent the Company itself owns shares on the record date), representing 25.6 percent of the company's equity and 16.4 percent of consolidated shareholders' equity of the group at the end of the financial year 2022/2023. Distributable funds in the company at the end of the financial year 2022/2023 were SEK 565,322,349. The annual report shows that the equity debt ratio of the group was 47.4 percent as at April 30, 2023.

The Board of Directors' proposal entails a reduction of Sectra's share capital by SEK 19,412,089.50 from SEK 38,824,179 to SEK 19,412,089.50. In order to achieve a timely and efficient redemption procedure, without having to obtain permission from the Swedish Companies Registration Office or a court of law, the Board of Directors proposes to restore the company's share capital to its original amount by increasing the company's share capital by SEK 19,412,089.50 through a bonus issue without issuing new shares via a transfer from the company's unrestricted equity to the company's share capital.

Overall, the Board of Directors' proposal as described above means that distributable equity in Sectra, amounting to SEK 565,322,349 at the end of the financial year 2022/2023, decreases by SEK 213,532,984.50 to SEK 351,789,364.50. Upon completion of the bonus issue, the company's share capital will be restored to its original amount.

Linköping on the date as indicated by our electronic signature

Sectra AB (publ)

The Board of Directors

Jan-Olof Brüer
Chairman of the Board

Torbjörn Kronander
Member of the Board
CEO and President Sectra AB

Birgitta Hagenfeldt
Member of the Board

Anders Persson
Member of the Board

Tomas Puusepp
Member of the Board

Fredrik Robertsson
Member of the Board

Ulrika Unell
Member of the Board

Filip Klintenstedt
Member of the Board
Employee Representative

Andreas Örnéus
Member of the Board
Employee Representative

Appendix 7
The auditors' statement in accordance with
Chapter 20, Section 14 of the Companies Act

Revisorsyttrande enligt 20 kap. 14 § aktiebolagslagen (2005:551) över styrelsens redogörelse med uppgifter om särskilda inlösen villkor m.m.

Statement by the auditors in accordance with Chapter 20 section 14 of the Swedish Companies Act (2005:551) regarding the board of directors' report regarding special redemption terms and conditions etc.

Till bolagsstämman i Sectra AB (publ), org.nr 556064-8304
To the general meeting of Sectra AB (publ), reg. no 556064-8304

Vi har granskat styrelsens redogörelse med uppgifter om särskilda inlösen villkor daterad den 5 juli 2023.
We have reviewed the board of directors' report regarding special redemption terms dated July 5th, 2023.

Styrelsens ansvar för redogörelsen / The board of directors' responsibility for the report

Det är styrelsen som har ansvaret för att ta fram redogörelsen enligt aktiebolagslagen och för att det finns en sådan intern kontroll som styrelsen bedömer nödvändig för att kunna ta fram redogörelsen utan väsentliga felaktigheter, vare sig dessa beror på oegentligheter eller misstag.

The board of directors is responsible for the report in accordance with the Swedish Companies Act and also for the existence of such internal control that the board of directors deems necessary in order to prepare the report without material misstatement, whether the material misstatements are due to improprieties or mistakes.

Revisorns ansvar / Responsibility of the auditor

Vår uppgift är att uttala oss om redogörelsen på grundval av vår granskning. Vi har utfört granskningen enligt FARs rekommendation RevR 9 *Revisorns övriga yttranden enligt aktiebolagslagen och aktiebolagsförordningen*. Denna rekommendation kräver att vi följer yrkesetiska krav samt planerar och utför granskningen för att uppnå rimlig säkerhet att styrelsens redogörelse inte innehåller väsentliga felaktigheter. Revisionsföretaget tillämpar ISQM 1 (International Standard on Quality Management), som kräver att företaget utformar, implementerar och hanterar ett system för kvalitetsstyrning inklusive riktlinjer eller rutiner avseende efterlevnad av yrkesetiska krav, standarder för yrkesutövningen och tillämpliga krav i lagar och andra författningar.

Our task is to provide opinion based on our review. We have performed the review in accordance with FAR's recommendation RevR 9 "Auditor's other statements according to the Companies Act and the Companies Regulation". This recommendation requires that we comply with professional ethics requirements and that we plan and perform the review in such a way as to ensure, with a limited degree of certainty, that the report does not contain any material inaccuracies. The firm applies ISQM 1 (International Standard on Quality Management), which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Vi är oberoende i förhållande till Sectra AB (publ) enligt god revisorssed i Sverige och har i övrigt fullgjort vårt yrkesetiska ansvar enligt dessa krav.

We are independent in regard to Sectra AB (publ) in accordance with generally accepted auditing standards in Sweden and otherwise fulfilled our ethical responsibilities under these requirements.

Granskningen innefattar att genom olika åtgärder inhämta bevis om finansiell och annan information i styrelsens redogörelse. Revisorn väljer vilka åtgärder som ska utföras, bland annat genom att bedöma riskerna för väsentliga felaktigheter i redogörelsen, vare sig dessa beror på oegentligheter eller misstag. Vid denna riskbedömning beaktar revisorn de delar av den interna kontrollen som är relevanta för hur styrelsen upprättar redogörelsen i syfte att utforma granskningsåtgärder som är ändamålsenliga med hänsyn till omständigheterna, men inte i syfte att göra ett uttalande om effektiviteten i den interna kontrollen. Granskningen omfattar också en utvärdering av ändamålsenligheten och rimligheten i styrelsens antaganden. Vi anser att de bevis vi har inhämtat är tillräckliga och ändamålsenliga som grund för vårt uttalande.

The English text is an in-house translation. In the event of any differences between this translation and the original Swedish version, the latter shall prevail.

The review comprises, through various measures, collecting evidence of financial and other information in the report. The auditor selects which measures will be performed, by means of, among other things, assessing the risks of there being material inaccuracies in the report due to either improprieties or mistakes. In the risk assessment the auditor takes into account the parts of the internal control that are relevant for how the board of directors prepare the report in order to formulate the audit procedures that are appropriate according to the circumstances, but not for the purpose of expressing a statement on the effectiveness of the internal control. The review has also included an assessment of the appropriateness and the reasonableness of the assessments made by the board of directors. We believe that the evidence that we have obtained is a sufficient and appropriate basis for our opinion.

Uttalande / Opinion

Vi anser att de åtgärder som vidtas och som medför att varken bolagets bundna egna kapital eller dess aktiekapital minskar är ändamålsenliga och att de bedömningar som har gjorts om effekterna av dessa åtgärder är riktiga.

We believe that the measures to be taken and the special redemption terms and conditions are appropriate and the evaluations on the effects of these measures are accurate.

Övriga upplysningar / Other information

Styrelsen har i sin redogörelse redogjort för de åtgärder som föreslagits för att bolagets bundna egna kapital och bolagets aktiekapital inte skall minska. I samband med förslag till beslut om minskning av aktiekapitalet föreslår styrelsen att bolagsstämman även fattar beslut om fondemission medförande en ökning av aktiekapitalet om minst 19 412 089,50 kronor, varvid minskningen kommer vara villkorad av en ökning av aktiekapitalet minst motsvarande minskningen.

The board of directors have in their report proposed resolutions which ensures that neither the company's restricted equity nor share capital will decrease. In connection with the proposed decision on a reduction of the share capital, the board of directors also proposes' that the general meeting resolves on a bonus issue resulting in an increase of the share capital of at least SEK 19,412,089.50 that will be conditional upon the resolution to increase the share capital of an amount no less than the reduction amount.

Detta yttrande har endast till syfte att fullgöra det krav som uppställs i 20 kap. 14 § aktiebolagslagen och får inte användas för något annat ändamål.

The sole purpose of this statement is to satisfy the requirement imposed by Chapter 20, section 14, of the Companies Act and the statement may not be used for any other purpose.

Stockholm per dagen för elektronisk signatur
Stockholm as per the day of electronic signature

Ernst & Young AB

Andreas Troberg
Auktoriserad revisor
Authorized Public Accountant

The English text is an in-house translation. In the event of any differences between this translation and the original Swedish version, the latter shall prevail.

Appendix 8
The Board of Directors' motivated statement in accordance with
Chapter 19, Section 22 of the Companies Act

The Board of Directors' statement in accordance with Chapter 19, Section 22 of the Companies Act (2005:551)

The Board of Directors hereby presents the following statement in accordance with Chapter 19, Section 22 of the Companies Act (2005:551).

The Board of Directors' reasons for the proposed authorizations to repurchase the company's own shares being in accordance with the provisions of Chapter 17, Section 3, paragraphs 2 and 3 of the Companies Act are as follows:

The company's objects, scope, and risks

The company's objects and scope of business are set out in the Articles of Association and the annual reports provided. The business conducted by the company does not entail any risks in excess of those that exist or may be deemed to exist in the industry or those risks which are generally associated with operating a business.

The financial position of the company and the group

The financial position of the company and the group as at April 30, 2023 is stated in the latest annual report. The annual report also states which accounting principles are applied in the valuation of assets, allocations and liabilities.

The non-restricted equity in the parent company and the group's retained profits amounted to SEK 565.3 million and SEK 772.9 million respectively at the end of the 2022/2023 financial year.

The annual report states that the debt/equity ratio is 47.4 percent. Authorization to purchase the company's own shares does not endanger the completion of any necessary investments.

The company's financial position does not give rise to any other conclusion than that the company can continue its business and that the company can be expected to fulfil its obligations on both a short and long-term basis.

In the opinion of the Board of Directors, the amount of shareholders' equity as reported in the latest annual report is in reasonable proportion to the scope of the company's operations and the risks associated with conducting operations in consideration of the authorization to repurchase the company's own shares now proposed.

Justification for the proposal to repurchase

With reference to the above and to what has otherwise come to the knowledge of the Board of Directors, the Board of Directors is of the opinion that after a comprehensive review of the financial position of the company and of the group it follows that the proposed authorization to repurchase the company's own shares is justified according to the provisions of Chapter 17, Section 3, paragraph 2 and 3 of the Swedish Companies Act, i.e. with reference to the requirements that the objects of the business, its scope and risks place on the size of the company's and group's equity and the company's and the group's consolidating requirements, liquidity and financing needs in general.

Linköping on the date as indicated by our electronic signature

Sectra AB (publ)

The Board of Directors

Jan-Olof Brüer
Chairman of the Board

Torbjörn Kronander
Member of the Board
CEO and President of Sectra AB

Birgitta Hagenfeldt
Member of the Board

Anders Persson
Member of the Board

Tomas Puusepp
Member of the Board

Fredrik Robertsson
Member of the Board

Ulrika Unell
Member of the Board

Filip Klintenstedt
Member of the Board
Employee Representative

Andreas Örnéus
Member of the Board, Employee
Representative