

The Board of Directors proposal for resolution on implementation of a long-term incentive program for employees by way of (A) implementation of a performance-based share saving program; (B) authorization on directed issues of series C shares; (C) authorization on repurchase of series C shares; and (D) resolution on transfer of own ordinary shares

The board of directors of BONESUPPORT HOLDING AB (publ), Reg. No. 556802-2171 (the "**Company**"), proposes that the annual shareholder's meeting on 22 May 2018 resolves to implement a long-term incentive program in the form of a performance-based share saving program (the "**LTI 2018**") for employees in accordance with A below. The resolution shall be conditional upon that the annual shareholders' meeting also resolves to amend the Articles of Association in accordance with a separate proposal whereby the possibility to issue series C shares is introduced and that the annual shareholders' meeting also resolves on hedging measures in accordance with B – D below.

A. Implementation of a performance-based share saving program

Background

The overall purpose with LTI 2018 is to align the interests of the employees with those of the shareholders and thus ensure a maximum long-term value adding commitment. LTI 2018 is also considered to create a long-term focus on increase in earnings and growth among the participants. LTI 2018 is further considered to facilitate for the Company to recruit and retain employees.

Terms and conditions for LTI 2018

1. As a starting point, LTI 2018 shall comprise employees who do not participate in any outstanding share-related incentive programs in the Company prior to the annual shareholders' meeting on 22 May 2018. However, the Company's CFO shall have the right to participate in LTI 2018 even though he is a participant in a share-related incentive program since previously, and the board of directors may in addition to that, in exceptional cases, also resolve that up to five employees in the category "Other employees" who participate in share-related incentive programs since previously shall be entitled to participate in LTI 2018.

In total, LTI 2018 is considered to comprise up to approximately 25 employees. In order to be entitled to participate in LTI 2018, it is required that the participant has been employed by the Company or another company within the Group at the latest on the date of expiration of the Investment Period in accordance with the below.

2. LTI 2018 means that the participants will invest in ordinary shares in the Company ("**Saving Shares**"). In order to be entitled to participate in LTI 2018, each participant must at least acquire the number of Savings Shares which has been specified for each category below (which amount also corresponds to the maximum number of Saving Shares that each participant in each category may acquire within the framework of LTI 2018). The investment in Saving Shares shall be made through acquisition of ordinary shares on the stock market on 31 December 2018 at the latest (the "**Investment Period**").
3. If the Saving Shares are retained as from the expiration of the Investment Period to and including 31 December 2021 (the "**Saving Period**") and the participant has continued to be employed by the Company throughout the Saving Period, the participant is entitled to allotment of additional ordinary shares in the Company free of charge (the "**Performance Shares**"), provided that the performance targets (the "**Performance Targets**") mentioned below are achieved or exceeded.
4. Participants shall acquire the following number of Saving Shares and shall have the opportunity to be allotted with up to the following number of Performance Shares per Saving Share.

Position	Number of Saving Shares	Maximum number of Performance Shares per Saving Share
CEO	30,000	4
Other senior executives (4 persons)	15,000	3
Other employees (approximately 20 persons)	5,000	2

5. The total number of Performance Shares shall not exceed 500,000.
6. The Performance Targets that have to be achieved or exceeded relate to (i) the share price development of the Company's shares (the "**Share Price Target**"), (ii) the net sales for each respective financial year of 2018-2021 (the "**Sales Target**"), and (iii) the EBITDA for each respective financial year of 2018-2021 (the "**EBITDA Target**"), whereby each Performance Target is weighted by 1/3 and with regard to the Sales Target and EBITDA Target, each respective financial year is weighted by 1/4.

The Share Price Target relates to the development of the Company's share price over the period from the date of the annual shareholders' meeting 2018 to and including 31 December 2021. The share price development will be measured based

on the volume weighted average share price 30 trading days immediately following the annual general meeting 2018 and 30 trading days immediately preceding 31 December 2021. An increase in the share price with less than 25 per cent does not entitle to any vesting of any of the Performance Shares pertaining to the Share Price Target and an increase in the share price with 100 per cent or more does entitle a vesting of all of the Performance Shares pertaining to the Share Price Target. In the event of an increase in the share price of between 25 and 100 per cent, vesting of the Performance Shares pertaining to the Share Price Target will occur linearly.

The Sales Target and the EBITDA Target for each respective financial year shall be determined by the board of directors annually and with regard to the financial year 2018, before LTI 2018 is offered to the participants. For each respective target, a minimum level and a maximum target level shall be determined for each respective financial year. If the minimum level is not achieved, no Performance Shares are vested in relation to the actual Performance Target for the financial year and if the maximum target level is achieved, full vesting shall take place of the Performance Shares pertaining to the actual Performance Target for the financial year. If the minimum level is exceeded but the maximum target level is not achieved, vesting of the Performance Shares pertaining to the actual Performance Target for the financial year will occur linearly. The board of directors intends to present the determined targets regarding the Sales Target and the EBITDA Target as well as the achievement of these in connection with the expiration of LTI 2018 at the latest.

The final number of Performance Shares vested by each participant shall be rounded downwards to the nearest whole number.

7. Before the number of Performance Shares to be allocated is finally determined, the board of directors shall evaluate if allocation pursuant to the principles set out above is reasonable, having regard to the Company's results and financial standing, to conditions on the stock market and to other circumstances in general. If the board of directors finds that it is not reasonable, then the board of directors may decrease the number of Performance Shares to be allocated to the lower number of shares that the board of directors finds reasonable.
8. The number of Performance Shares that may be allotted by virtue of Saving Shares shall be subject to recalculation in consequence of a bonus issue, split, rights issue, and/or other similar company actions.
9. Allotment of Performance Shares shall take place within 30 days from the publication of the year-end report for the financial year 2021.
10. Participation in LTI 2018 presupposes that the participation is legally possible and that the participation in the Company's sole opinion can be made with reasonable administrative costs for the Company.

11. The board of directors shall be responsible for the details and management of LTI 2018 within the framework of the main conditions as set out above, and the board of directors shall be authorized to make minor adjustments to these conditions as required by law or for administrative reasons. The board of directors shall also be authorized to adjust or deviate from the terms and conditions as required by local laws and regulations as well as existing market practices. Furthermore, in the event of a public take-over offer, a sale of the Company's business, liquidation, merger or any other such transaction affecting the Company, the board of directors shall, at its sole discretion, be entitled to resolve that the Performance Shares (partially or in full) shall vest and be allotted on completion of such transaction. The board of directors will make this resolution based on the level of achievement of the Performance Targets, the remainder of the Saving Period and any other factors deemed relevant by the board of directors.

B. Authorization on directed issues of series C shares

The board of directors proposes that the annual shareholders' meeting resolves to authorize the board of directors, for the period up until the next annual shareholders' meeting, on one or several occasions, to issue a maximum of 500,000 series C shares. The new shares may, with deviation from the shareholders' preferential rights, only be subscribed for by a bank or a securities company at a subscription price which corresponds to the quota value of the shares. The purpose of the authorization and the reason for the deviation from the shareholders' preferential rights in connection with an issue of shares is to secure delivery of Performance Shares under LTI 2018, which shall be effected through the Company repurchasing the series C shares issued pursuant to the authorization in section C below and thereafter, when the series C shares have been converted to ordinary shares, by transferring ordinary shares to the participants in LTI 2018 in accordance with section D below.

C. Authorization on repurchase of series C shares

The board of directors proposes that the annual shareholders' meeting resolves to authorize the board of directors, for the period up until the next annual shareholders' meeting, on one or several occasions, to repurchase its own series C shares. Repurchase may only be effected through a public offer directed to all holders of series C shares and shall comprise all outstanding series C shares. Repurchase may also be made of so-called interim shares, by Euroclear Sweden AB designated as a Paid Subscribed Share (*Sw. Betald Tecknad Aktie (BTA)*), regarding a series C share. Repurchase shall be made at a purchase price per share which corresponds to the quota value of the share. The purpose of the proposed repurchase authorization is to secure delivery of Performance Shares under LTI 2018.

The board of directors' statement pursuant to Chapter 19, Section 22 of the Swedish Companies Act (*Sw. aktiebolagslagen*) is presented in a separate document provided with this proposal.

D. Resolution on transfer of own ordinary shares

In order to fulfil the Company's obligations towards participants in LTI 2018, the board of directors proposes that the annual shareholders' meeting resolves that the Company shall be entitled to transfer the Company's own ordinary shares as follows:

1. The Company shall have the right to transfer the number of ordinary shares that the Company has a maximum obligation to allocate as Performance Shares to participants in LTI 2018, at most 500,000 shares.
2. The number of shares that may be transferred pursuant to LTI 2018 shall be subject to recalculation in consequence of a bonus issue, split, rights issue, and/or other similar corporate action which affects the number of shares in the Company.
3. The right to acquire ordinary shares shall, with deviation from the shareholders' preferential rights, vest in participants in LTI 2018 who are entitled to be allotted Performance Shares in accordance with the terms and conditions of the program.
4. Transfer of shares to participants in LTI 2018 shall be made free of charge and be executed at the relevant time specified in the terms and conditions for LTI 2018.

The reason for the deviation from the shareholders' preferential rights in connection with the transfers of own ordinary shares is to enable the Company's delivery of Performance Shares to participants in LTI 2018.

Costs, impact on key ratios, existing incentive programs and dilution

LTI 2018 will be accounted for in accordance with IFRS 2 which stipulates that the right to receive Performance Shares shall be expensed as a personnel cost over the vesting period.

The board of directors has made a preliminary cost calculation for LTI 2018, which is based on a price per share of SEK 30 at the final allocation, that each participant makes an investment in Saving Shares which qualifies for participation in LTI 2018 and that the maximum number of Performance Shares is allotted. The value of the Performance Shares has been calculated based on a share price of SEK 15 per share in connection with the implementation of LTI 2018. Based on the above assumptions, the value of each Performance Share related to the Sales Target and the EBITDA Target, respectively has been calculated to SEK 15 and the value of each Performance Share related to the Share Price Target has been calculated to SEK 5.67.

Overall, this results in a maximum cost for LTI 2018 of approximately SEK 5.9 million, excluding costs for social security contributions. The total costs for social security contributions, based on the assumption of a 100 per cent share price increase until the time of allocation of Performance Shares, is estimated to amount to a maximum of approximately SEK 4.7 million.

As per the date of the notice, the number of shares in the Company amounts to 50,811,866. In addition thereto, warrants have been issued in connection with a previous financing agreement which could result in a maximum of 599,114 additional shares being issued.

The maximum number of Performance Shares amounts to 500,000, which corresponds to a dilution of approximately 0.97 per cent of the Company's share capital and votes after full dilution, calculated on the number of shares that will be added upon full issuance of Performance Shares in connection with LTI 2018.

Based on the calculation of cost and the dilution as per the above, the key figure earnings per share for the full year 2017 had been changed from SEK -3.24 to SEK -3.28.

The dilution calculation as described above does not consider the shares that may be issued in connection with an exercise of the warrants which have been issued in connection with the previous financing agreement. In case these warrants are to be considered as well, the maximum total dilution from LTI 2018 amounts to approximately 0.96 per cent.

Since previously, there are incentive programs in the form of three employee option programs and one warrant program outstanding in the Company. In case all warrants issued in connection with the outstanding programs, and which still can be exercised, are exercised for subscription of shares, a total of 2,564,710 new shares will be issued. In addition to LTI 2018, the board of directors has also proposed that the annual shareholders' meeting resolves to implement a warrant program for senior executives in connection with which a total of 1,175,000 new shares may be issued and the Nomination Committee has also proposed that the annual shareholders' meeting resolves to implement a long-term incentive program for certain members of the board of directors in the form of a performance-based share saving program in connection with which a total of 120,000 new shares may be issued. In case all outstanding incentive programs as well as the incentive programs proposed to be issued upon resolution by the annual shareholders' meeting are exercised in full, a total of 4,359,710 new shares will be issued, which corresponds to a dilution of approximately 7.90 per cent of the Company's share capital and votes after full dilution, calculated on the number of shares that will be added upon full exercise of all outstanding and proposed incentive programs. The dilution calculation as described above does not consider the shares that may be issued in connection with an exercise of the warrants which have been issued in connection with the previous financing agreement. In case these warrants are to be considered as well, the maximum total dilution from existing and proposed incentive programs amounts to approximately 7.82 per cent.

The above calculations regarding dilution and impact on key ratios are subject to recalculation of the warrants in accordance with the customary recalculation terms included in the complete applicable warrant terms.

Preparation of the proposal

The proposal for LTI 2018 has been prepared by the Remuneration Committee together with external consultants. The final proposal has been resolved upon by the board of directors.

Majority requirement

The board of directors' proposal on implementation of a long-term incentive program in accordance with Sections A to D above constitutes an overall proposal which shall be resolved upon as one resolution. The resolution is subject to the provisions in Chapter 16 of the Swedish Companies Act (*Sw. aktiebolagslag 2005:551*), and a valid resolution

hence requires that the proposal is supported by shareholders with at least nine-tenths of the votes cast as well as of all shares represented at the meeting.

As noted above, the resolution to implement the incentive program in accordance with Sections A to D above is conditional upon that the annual shareholders' meeting also resolves to amend the Articles of Association in accordance with a separate proposal whereby the possibility to issue series C shares is introduced.

The chairman of the board of directors, or anyone appointed by him, shall be authorized to make minor formal adjustments of the resolution which may be required for registration with the Swedish Companies Registration Office (*Sw. Bolagsverket*) or Euroclear Sweden AB.

Lund in April 2018

BONESUPPORT HOLDING AB (publ)

The Board of Directors