

***Resolution on incentive program for the Company's employees in USA (item 19)***

The Board of Directors proposes that the AGM resolves to, with deviation from the shareholders' pre-emption rights, issue warrants of series 2023/2026 TO 2 (the "**Warrants**") on the following main terms and conditions:

- a) not more than 750,000 Warrants shall be issued, whereby each Warrant entitles the holder to subscribe for one (1) new share in the Company during the period commencing on 26 May 2026 up to and including 6 June 2026,
- b) the Company shall, with deviation from the shareholders' pre-emption rights be entitled to subscribe for all 750,000 Warrants free of charge,
- c) subscription shall be made on a subscription list on the day after the issue resolution at the latest,
- d) the right to acquire Warrants shall accrue to a maximum of six senior executives and other employees in the Company (the "**Participants**"), provided that the Participant first have entered into a pre-emption agreement with the Company, according to the following allotment:
  - *Category 1*: A maximum of four senior executives and key employees shall be offered to acquire a maximum of 600,000 Warrants of which Melissa Bourestom and Cameron O'Mara shall be offered to acquire a maximum of 200,000 Warrants each, and Kit Whitley and Crista Cody shall be offered to acquire a maximum of 100,000 Warrants each,
  - *Category 2*: A maximum of three other key employees (who are not senior executives) shall be offered to acquire a maximum of 150,000 Warrants, of which each person in the category shall be offered to acquire a maximum of 50,000 Warrants each.
- e) to be entitled to acquire Warrants, the Participant must first have entered into a pre-emption agreement with Dignitana, where the Company, with certain exceptions, reserves the right to repurchase Warrants if the Participant's employment or assignment in Dignitana ends or if the Participant wishes to transfer the Warrants before the Warrants can be exercised,
- f) the price per Warrant upon transfer to the Participants shall be established by an independent appraiser or auditor firm as appointed by the Company and correspond to the market value of the Warrant at the time of the acquisition, calculated in accordance with the Black-Scholes valuation model. Based on a share price of SEK 4.40 per share, the market value of the Warrants has been preliminarily established to SEK 0.40 per Warrant,
- g) acquisition of Warrants shall be made on the day before the Annual General Meeting of 2024 at the latest. If an acquisition cannot be made during the specified time period due to the fact that the Participant has access to insider information, the acquisition shall be made as soon as possible after the information has ceased to be regarded as insider information. The same principle applies during so-called "closed periods" pursuant to the EU Market Abuse Regulation,
- h) the highest amount by which the share capital can be increased is SEK 75,000,
- i) the subscription price per share, subscribed for through the exercise of a Warrant, shall correspond to 150 percent of the volume weighted average price for the Company's share on the official share list of Nasdaq First North Growth Market during a period of ten trading days commencing on the day after the AGM 2023. However, the subscription price may not be less than the quota value of the Company's share. The full terms and conditions for the Warrants shall apply in all other aspects, as set out in the Board's complete proposal, Appendix B.
- j) any premium due to the subscription price per share exceeding the quota value shall be distributed to the Company's non-restricted share premium reserve,
- k) the new shares issued through the Warrants shall entitle the owner to dividend from the first record date for dividend to occur after the new shares have been listed in the Company's share register.

The reason for the deviation from the shareholders' pre-emption rights is to implement an incentive program for the Company's senior executives and other employees in USA. The Board of Directors considers that a share-based incentive program is an important part of a competitive remuneration package to motivate the Company's employees as well as to maximize the value for all shareholders. The Board of Directors further considers that the

incentive program will increase the employee's commitment to Dignitana's operations, strengthen the loyalty to the Company and be in favor of the Company and the shareholders in the Company.

If all Warrants are exercised for subscription of shares, the share capital in the Company will increase by SEK 75,000 and the number of shares in the Company will increase by 750,000 shares, each with a quota value of SEK 0.1, assuming that no recalculation has been carried out pursuant to the complete terms and conditions for the Warrants in accordance with the Board's full proposal. If all Warrants in this proposal are exercised the dilution effect will amount to approximately 1.05 percent of the number of shares and votes in the Company. Beyond the Warrants that are proposed to be issued under this item, 600,000 warrants have been issued under series 2022/2025 TO 1 (resolved upon at the AGM held on 19 May 2022) and 300,000 warrants have been issued under series 2020/2023 TO 2 (resolved upon at the AGM held on 25 June 2020). Taking into account the shares that can be issued in accordance with previously implemented incentive programs in the Company, as well as the incentive program proposed by the Board to the Company's CEO, senior executives and other employees in Sweden, the maximum dilution amounts to approximately 3.69 percent of the total amount of shares and votes. The dilution effect has been calculated as the number of additional shares and votes if the warrants (in all programs) are fully exercised in relation to the sum of the current number of shares and votes and the number of additional shares and votes if the warrants are fully exercised. Oversubscription in the issue may not occur.

The Warrants will be transferred to the Participant at market value and, therefore, no Social Security contributions are to be paid by the Company due to the acquisition of the Warrants. With the exception of costs related to administration, the issue, thus, is not expected to cause any costs for the Company. The incentive program has been prepared by the Board of Directors together with external advisors.

#### **Majority requirements**

Resolution in accordance with above require approval of at least nine tenths (9/10) of the shares represented and votes cast at the AGM.

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