

Notice to attend the general meeting of S2Medical AB (publ)

The shareholders of S2Medical AB (publ), reg. no 556934-8344 (the "Company") are hereby summoned to attend the extraordinary general meeting to be held on 14 April 2022.

Due to the Covid-19 pandemic, the board of directors has decided that the general meeting shall be conducted without the physical presence of shareholders, representatives and third parties, and that shareholders shall only be entitled to exercise their voting rights by postal voting before the meeting.

Information on the resolutions passed at the meeting will be disclosed on 14 April 2022 as soon as the outcome of the postal voting has been finally confirmed.

RIGHT TO PARTICIPATE AND NOTIFICATION

Shareholders who wish to attend the general meeting must:

- be recorded as shareholders in the share register maintained by Euroclear Sweden AB on 6 April 2022; and
- notify the attendance no later than 13 April 2022 by casting the postal vote in accordance with the instructions under the heading "Postal voting" below.

Shareholders whose shares are nominee-registered must, in order to have the right to attend the general meeting, request to be temporarily registered in the share register kept by Euroclear Sweden AB. Such registration may be temporary (so-called voting rights registration) and is requested from the nominee in accordance with the nominee's procedures. The shareholder must instruct their nominee thereof in due time prior to 8 April 2022, by which date such registration must be executed.

INFORMATION ABOUT POSTAL VOTING

The postal voting procedure

The board of directors has decided that shareholders should be able to exercise their voting rights only by postal voting in accordance with section 22 of the Act (2022:121) on temporary exceptions to facilitate the execution of general meetings in companies and other associations. A digital postal form is available through <https://www.s2m.se/sv/bolagsstyrning-bolagsstammor>, no later than three weeks prior to the extraordinary general meeting. Natural shareholder or, if applicable, authorized representatives of shareholders who are legal persons, identify themselves by using BankID or other secure signing solution in conjunction with the submitting of the postal voting form (detailed instructions, terms and instructions for postal voting is stated in the form). The postal voting form must be completed and signed by 13 April 2022.

A postal vote may be cancelled until 13 April 2022 by sending an e-mail to support@postrosta.se. If two or more forms have the same dating, only the last received form will be taken into account. The shareholder cannot provide other instructions than by marking an answer for each item in the form. If the shareholder has provided the form with instructions or conditions, or changed or added pre-printed text, the postal vote is invalid. Further instructions can be found in the postal voting form.

Postal vote by proxy

Shareholder who postal votes by proxy shall submit a written and dated power of attorney for the proxy. If the shareholder is a legal person, a certified copy of a registration certificate or other authorization document must be attached to the form. The power of attorney is valid one year after issue. It may however be valid up to five years after issue if this is specifically stated in the power of attorney. The registration certificate may not be older than one year. The proxy and any registration certificates shall be uploaded in conjunction with the digital postal voting form. Proxy forms are available at the Company's website (<https://www.s2m.se/>).

PROPOSED AGENDA

1. Opening of the general meeting
2. Election of chairman of the general meeting
3. Preparation and approval of voting register
4. Approval of the agenda
5. Election of one or two persons to approve the minutes
6. Determination of whether the meeting has been duly convened
7. Resolution to amend the articles of association
8. Resolution to approve the board of directors' resolution on a rights issue
9. Resolution authorising the board of directors to make minor adjustments to the resolutions adopted by the general meeting
10. Closure of the general meeting

PROPOSED RESOLUTIONS

ITEM 2 – ELECTION OF CHAIRMAN OF THE GENERAL MEETING

FREDRIK SKOG, CHAIRMAN OF THE BOARD, IS PROPOSED AS CHAIRMAN OF THE MEETING.

ITEM 3 – PREPARATION AND APPROVAL OF VOTING REGISTER

THE VOTING REGISTER PROPOSED FOR APPROVAL BY THE GENERAL MEETING IS THE VOTING LIST PREPARED BY THE COMPANY, BASED ON THE COMPANY'S SHARE REGISTER RECEIVED BY EUROCLEAR SWEDEN AB AND THE ADVANCE VOTED RECEIVED AS VERIFIED BY THE PERSONS ELECTED TO APPROVE THE MINUTES.

ITEM 5 – ELECTION OF ONE OR TWO PERSONS TO APPROVE THE MINUTES

THE BOARD OF DIRECTORS PROPOSES THAT ELSA ECONOMOU AT EVERSLED SUTHERLAND ADVOKATBYRÅ BE APPOINTED TO APPROVE THE MINUTES. THE TASK OF APPROVING THE MINUTES ALSO INCLUDES CONTROLLING THE VOTING REGISTER AND CHECKING THAT RECEIVED POSTAL VOTES ARE CORRECTLY REPRODUCED IN THE MINUTES.

ITEM 7 – RESOLUTION TO AMEND THE ARTICLES OF ASSOCIATION

The board of directors proposes that the limits on the share capital and number of shares in the articles of association be amended as follows:

§ 4 Share capital

Current wording	Proposed wording
The share capital shall not be less than SEK 500,000 and no more than SEK 2,000,000	<i>The share capital shall not be less than SEK 1,460,000 and no more than SEK 5,840,000.</i>

§ 5 Number of shares

Current wording	Proposed wording
The number of shares shall not be less than 8,536,000 and not more than 34,144,000	<i>The number of shares shall not be less than 25,000,000 and not more than 100,000,000.</i>

The resolution to amend the articles of association under this proposal is conditional on the general meeting also voting to approve the board of director's resolution on a rights issue with preferential rights for the Company's existing shareholders. In the event that the share capital and the number of shares in the Company after registration of the new issue fall below the proposed limits in the Articles of Association, the limits shall be reduced to the extent necessary to enable registration.

A resolution in accordance with this item is valid where supported by shareholders representing at least two thirds of the votes cast and the shares represented at the general meeting.

Item 8 – Resolution to approve the board of directors’ resolution on a rights issue

The board proposes that the general meeting approves the board’s resolution from the 15 March 2022 to carry out a rights issue of not more than 15 052 083 units, consisting of class B shares and warrants of series TO1, with preferential rights for existing shareholders. The resolution shall otherwise be governed by the following terms and conditions.

1. The new shares and warrants shall be issued in units. Each unit shall contain one (1) class B share and one (1) warrant of series TO1.
2. The Company’s share capital may be increased by a maximum of SEK 881,682.474881 through the issue of not more than 15,052,083 class B shares. Not more than 15,052,083 warrants of series TO1 shall be issued, increasing the share capital upon exercise by a maximum of SEK 881,682.474881.
3. Shareholders who are registered in the Company’s share register maintained by Euroclear Sweden AB on the record date, 20 April 2022, will receive unit rights for participation in the issue.
4. The right to subscribe for units shall be granted with preferential rights to those who are registered shareholders in the Company on the record date for the issue, whereby the holding of one (1) share entitles the holder to one (1) unit right. One (1) unit right shall entitle the holder to subscribe for one (1) class B share and one (1) warrant of series TO1.
5. If not all units have been subscribed for with unit rights, the board of directors shall, within the maximum amount of the new issue, decide on the allocation in accordance with the allocation principles below:
 - i. Firstly, allotment shall be made to those who have also subscribed for units with unit rights, regardless of whether the subscriber was a shareholder on the record date or not, and in the event of oversubscription in proportion to the number of units rights exercised by each person for the units and, to the extent that this cannot be done, by drawing lots.
 - ii. Secondly, allotment shall be made to others who subscribed for units without the benefit of unit rights and, in the event that they are unable to receive full allocation, in proportion to the number of units that each person has notified for subscription and, to the extent that this cannot be done, by drawing lots.
 - iii. Lastly, any remaining units shall be allocated to the guarantors who have entered into guarantees in relation to the size of the respective guarantee undertaking and, insofar as this cannot be done, by drawing lots.
6. Subscription for units shall take place during the period from 22 April 2022 until 6 May 2022. The board of directors shall be entitled to extend the subscription period.
7. The subscription price shall be SEK 2,00 per unit, corresponding to SEK 2,00 per share. The warrants shall be issued free of charge. The excess price shall be added to the free share premium fund.
8. Subscription can only be made in units and thus not of shares and warrants separately. Allotment may only be made in units. However, after completion of the issue, the shares and warrants will be separated.
9. Payment of units shall be made in cash. Payment of units subscribed for with pre-emptive rights shall be made at the same time as the subscription takes place during the period from 22 April 2022 until 6 May 2022. Payment of units subscribed for without pre-emptive rights shall be made no later than three (3) banking days after the allotment notice has

been sent to the subscriber. The Board of Directors has the right to extend the payment period.

10. Each warrant of series TO1 entitles the holder to subscribe for one (1) new class B share at a subscription price of corresponding to 70 per cent of the volume-weighted average price of the Company's B-share on Nasdaq First North Growth Market during the period 22 August 2022 up until and including 30 September 2022, but not less than the quota value. New subscriptions for class B shares through the exercise of the warrants of series TO1 may be made during the period from 6 October 2022 to 20 October 2022. The excess price of new subscriptions for shares through the exercise of the warrants shall be added to the free share premium fund. The warrants are subject to additional terms and conditions as set out in Appendix 1A, including customary conversion terms.
11. The new shares entitle the holder to a dividend as from the date on which the shares are entered in the share register.

A resolution in accordance with this item is valid where supported by shareholders representing at least two thirds of the votes cast and the shares represented at the general meeting.

Item 9 – Resolution authorising the board of directors to make minor adjustments to the resolutions adopted by the general meeting

THE BOARD OF DIRECTORS PROPOSES THAT THE MEETING AUTHORISES THE BOARD OF DIRECTORS, THE CEO OR ANY OTHER PERSON APPOINTED BY THE BOARD OF DIRECTORS TO MAKE SUCH MINOR ADJUSTMENTS AND CLARIFICATIONS TO THE RESOLUTIONS ADOPTED BY THE MEETING AS MAY BE NECESSARY FOR THE REGISTRATION OF THE RESOLUTIONS.

ADDITIONAL INFORMATION

Shareholders right to request information

Shareholders are informed of their right under Chapter 7, Section 32 of the Swedish Companies Act to request information at the general meeting in respect of circumstances that may affect the assessment of an item on the agenda and circumstances which may affect the assessment of the Company's financial situation. The board and the CEO shall provide such information if the board considers that this can be done without significant damage to the Company.

Requests for such information shall be submitted in writing to the Company no later than 10 days before the general meeting, i.e. no later than 4 April 2022, to address Sunnorpsgatan 5, 582 73 Linköping or by email to hello@s2m.se. The information is provided by the Company by being available on the Company's website, <https://www.s2m.se/>, and at the Company's premises at the above address no later than 9 April 2022. Upon request the information is also sent to shareholders, provided that such shareholder provides its address.

Processing of personal data

For information on how your personal data is processed in connection with the general meeting, see the privacy policy on Euroclear AB's website,

www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf.

Documents

Documents pursuant to the Companies Act will be made available to shareholders at the Company's offices no later than two weeks before the meeting and will be sent free of charge to shareholders who so request and provide their postal or e-mail address. The notice and the documents will also be published on the Company's website and presented at the meeting.

Number of shares and votes in the Company

At the date of this notice, the Company has a total of 15,052,083 shares outstanding, of which 3,125,000 are class A shares and 11,927,083 are Class B shares. The total number of votes in the Company amounts to 4,317,708, each Class A share entitles the holder to one vote and each Class B share entitles the holder to one tenth (1/10) of a vote.

Linköping, March 2022

S2Medical AB (publ)

Board of directors

The information was submitted for publication, through the agency of the contact person, on 2022-03-15 21:10 CET.

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About S2Medical

S2Medical AB (publ) is a medical technology company that develops and sells innovative wound healing products for the entire wound healing process, with a focus on burns and chronic wounds. The company has developed eiratex®, a new cellulose-based material for healing severe burns and chronic wounds. The material heals wounds effectively and thereby reduces both suffering for patients and costs for health care.

Share's ticker: S2M

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