

*N.B. The English language version of these minutes is an unofficial translation. In case of any discrepancy between the English and German language versions, the full German language version shall prevail, which is available at the company headquarters at Aeulestrasse 45, 9490 Vaduz, Liechtenstein.*

**Minutes of the annual general meeting  
of Implantica AG (publ), reg. no. FL-  
0002.629.889-3, held on May 22, 2024, at  
14:30 (CET) in Ruggell, Liechtenstein**

## **I. Opening of the General Meeting and appointment of Chair of the meeting**

Johan Bojs, Vice-Chairman of the Board of Directors of Implantica AG, opened the Annual General Meeting at 14:30. In accordance with Article 13 (1) of the Articles of Association, he was appointed chair of the General Meeting.

The Chairman welcomed those in attendance and stated that the members of the Board of Directors and members of the Executive Management as well as the Independent Proxy were present. He noted that the members of the Board of Directors Liselott Kilaas and Klaus Neftel would participate in the Annual General Meeting via video transmission.

The Chairman noted that, in accordance with Article 16 para. 2 of the Articles of Association, voting and elections are to be conducted by a show of hands unless the Annual General Meeting decides on another form of voting. No objections were raised to the open vote by show of hands.

## **II. Preparation and approval of the voting list**

A list of shareholders who were present at the meeting and those votes represented by the independent proxy was established. The Chairman read out the votes represented at the General Meeting:

	<b>Class A SDRs (par value CHF 2/share)</b>	<b>Class B shares (par value CHF 0.02/share)</b>	<b>Total</b>
<b>Votes represented</b>	28,512,139	1,125,000,000	1,153,512,139
<b>Thereof by shareholders</b>	43,891	0	43,891
<b>Thereof by the independent proxy</b>	28,468,248	1,125,000,000	1,153,468,248
<b>Share capital represented in CHF</b>	57,024,278	22,500,000	79,524,278
<b>Total Shares outstanding</b>	58,111,537	1,125,000,000	1,183,111,537
<b>Votes represented as % of total votes in each class</b>	49.1%	100%	97.5%

The Chairman noted that 97.5% of the share capital was represented.

## **III. Approval of the agenda**

It was resolved to approve the proposed agenda which had been included in the notice of the General Meeting.

## **IV. Appointment of one or two persons to approve the minutes**

The Chairman noted that the Board of Directors had appointed Andreas Öhrnberg and Nicole Pehrsson to approve the minutes of this Annual General Meeting.

## V. Chairman's findings and determination of whether the General Meeting was duly convened

The Chairman noted that today's Annual General Meeting was convened in the form provided for in Articles 9 and 11 (1) of the Articles of Association no later than 20 days before the day of the Meeting. The invitation was extended on 1 May 2024 on the company's website ([www.implantica.com](http://www.implantica.com)) as well as published in a press release.

The Chairman noted that the invitation, announcement, and availability of documents had therefore been issued properly and in due time.

In accordance with Article 13 (2) of the Articles of Association, the Chairman appointed the Secretary of the Board of Directors of Implantica AG, Mr. Jörg von Manger-Koenig, as the secretary.

The Chairman appointed the Chief Corporate Affairs Officer of the Company, Ms. Nicole Pehrsson, as the vote counter in accordance with Article 13 (2) of the Articles of Association.

Mr. Philipp Wanger, attorney at law, Vaduz, who was appointed by the last Annual General Meeting in accordance with Article 14 (3) of the Articles of Association, was present as Independent Proxy. The Independent Proxy notified the Company of the results of the votes submitted to him by the shareholders on the individual voting points of the agenda.

The Chairman noted that no further requests for items on the agenda had been received in accordance with Article 12 (1) of the Articles of Association.

On the basis of these various statements, the Chairman pointed out that the General Meeting was held in accordance with the provisions of the law and the Articles of Association.

## VI. Address by the CEO and CFO

Peter Forsell (CEO) and Andreas Öhrnberg (CFO) provided information on the course of business and the results.

## VII. Presentation of the annual report, the statutory annual financial statements, the consolidated financial statements and the auditor's reports

The Chairman noted that the Company's annual report for the year 2023, including the annual financial statements, the consolidated financial statements and the report of the independent auditors, were available for inspection at the Company's registered office, Äulestrasse 45, 9490 Vaduz (FL), and could also be accessed via the Company's website. The annual report was presented at the general meeting by the CFO.

## VIII. Resolutions on

### 1. Approval of the statutory annual financial statements and the consolidated financial statements of Implantica AG; Report of the Statutory Auditors

The meeting resolved in accordance with the proposal of the Board of Directors to approve the annual report 2023 consisting of the statutory financial statements and the consolidated financial statements of Implantica AG for the fiscal year 2023 with acknowledgement of the reports of the auditors.

### 2. Appropriation of retained earnings

The meeting resolved in accordance with the proposal of the Board of Directors to carry forward the net loss for the financial year 2023 in accordance with the adopted balance sheet and to no payment of dividend.

### **3. Discharge of the Board of Directors, Executive Management, Auditors**

The meeting resolved in accordance with the proposal of the Board of Directors to discharge the Board of Directors, the Executive Management and the auditors from liability for their activities for the fiscal year 2023.

### **4. Approval of the remuneration of the Board of Directors and the Executive Management**

The meeting resolved in accordance with the proposal of the Board of Directors to approve the total remuneration of the Board of Directors in the amount of EUR 131,394 and the Executive Management in the amount of EUR 836,771 for the 2023 fiscal year. Total remuneration is defined as fixed compensation, pension contributions and long-term share-based incentive program. The Executive Management consists of the Chief Executive Officer, the Chief Strategy Officer, the Chief Financial Officer, and the Chief Corporate Affairs Officer.

### **5. Re-election of the Board of Directors, the Chairman, and the Vice-Chairman**

The company's Board of Directors currently consists of five full members. The meeting resolved that all members of the Board of Directors be re-elected for the period until the conclusion of the next Annual General Meeting, as well as the re-election of Liselott Kilaas as Chairman and Johan Bojs as Vice-Chairman of the Board of Directors until the conclusion of the next Annual General Meeting. The election was held by individual vote. All members of the Board of Directors accepted any election in advance.

### **6. Re-election of the members and the Chairman of the Nomination and Compensation Committee**

The meeting resolved in accordance with the proposal of the Board of Directors to re-elect Johan Bojs and Klaus Neftel as members of the Nomination and Compensation Committee and to re-elect Johan Bojs as its Chairman until the conclusion of the next Annual General Meeting. Both members of the Board of Directors accepted the election in advance.

### **7. Re-election of the Independent Proxy**

The meeting resolved in accordance with the proposal of the Board of Directors to re-elect Mr. Philipp Wanger, attorney at law, Neugasse 17, FL-9490 Vaduz (Liechtenstein), as Independent Proxy until the conclusion of the next Annual General Meeting. Philipp Wanger accepted the election in advance.

### **8. Re-election of the Auditors**

The meeting resolved in accordance with the proposal of the Board of Directors to re-elect KPMG (Liechtenstein) AG, Äulestrasse 2, 9490 Vaduz, Liechtenstein as auditors for the 2024 fiscal year.

## **IX. Closing of the General Meeting**

The Chairman noted that all items on the agenda had been dealt with and closed the meeting at 15:30.

The Chairman:

The Secretary:

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Johan Bojs  
Vice-Chairman of the Board of Directors

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Jörg von Manger-Koenig  
Secretary of the Board of Directors



## Notice of Annual General Meeting of Implantica AG

**The depository receipt holders of Implantica AG, reg. no. FL-0002.629.889-3, are hereby invited to attend the annual general meeting to be held on Wednesday, May 22, 2024, at 14:30 at Hotel Kommod, Industriering 14, 9491 Ruggell, Liechtenstein.**

### Right to participate and notice

Anyone wishing to attend the annual general meeting must:

- be entered as depository receipt holder in the Swedish Depository Receipt ("SDR") register kept by the Swedish central securities depository Euroclear Sweden on Thursday, May 9, 2024, and
- notify the company of their intention to attend no later than May 14, 2024, by email to [investorrelations@implantica.com](mailto:investorrelations@implantica.com) or by post to Implantica AG, Annual General Meeting, Aeulestrasse 45, 9490 Vaduz, Liechtenstein

When giving notification to attend, please specify the SDR holder's name, personal identity or company registration number, address, telephone number and the number of any representative (no more than two).

- in lieu of physical participation, votes may be cast by the SDR holder no later than Tuesday, May 14, 2024, in accordance with the instructions on the Postal Voting Form, see appendix 1, so that the voting form is received by Pareto Securities AB (the "Custodian") no later than that day. The Custodian will forward the votes for representation to the local independent proxy, Mr. Philipp Wanger, Attorney-at-law.

If SDR holders are represented by a proxy, a written and dated power of attorney signed by the SDR holder must be issued to the proxy. The power of attorney must not be older than one year, unless a longer validity term (maximum five years) has been stipulated. Anyone representing a legal entity must present a copy of the registration certificate or other document demonstrating the signatory's authority to sign for the legal entity. In order to facilitate registration at the annual general meeting, the power of attorney as well as the registration certificate and other authorization documents should be received by the company at the above address by May 14, 2024, at the latest.

Holders of depository receipts who hold their receipts through nominees (Sw. förvaltare), such as a bank, must request a temporary registration of the voting rights in their own name in the share register kept by Euroclear Sweden (so called voting right registration) in order to be able to participate at the annual general meeting. Holders of depository receipts who want to obtain such registration must contact the nominee regarding this in advance of May 9, 2024.

### Proposed agenda

1. Opening of the meeting and appointment of the Chair of the meeting
2. Preparation and approval of the voting list
3. Approval of the agenda
4. Election of one or two persons to approve the minutes
5. Determination of whether the meeting has been duly convened
6. Address by the CEO and CFO
7. Presentation of the annual report, the statutory annual financial statements, the consolidated financial statements and auditor's reports

8. Resolution and adoption of the statutory financial statements and the consolidated financial statements of Implantica AG, acknowledging the reports of the auditors
9. Resolution on the net result in accordance with the adopted balance sheet
10. Resolution on discharge of the Board of Directors, Executive Management and the Auditors
11. Resolution on approval of remuneration of the Board of Directors and Executive Management
12. Election of the Board of Directors and the Chairman and Vice-Chairman of the Board of Directors
  - a) Election of the Chairman of the Board of Directors
  - b) Election of the Vice-Chairman of the Board of Directors
  - c) Election of the members of the Board of Directors
13. Election of members and Chairman of the Nomination and Remuneration Committee
14. Election of the independent proxy
15. Election of the auditors
16. Closing of the meeting

### **Resolution proposals and Elections**

The following agenda items are scheduled for the Annual General Meeting ("AGM"):

#### **8. Resolution and adoption of the statutory financial statements and the consolidated financial statements of Implantica AG**

*Proposal of the Board of Directors:*

Approval of the annual report 2023 consisting of the statutory financial statements and the consolidated financial statements of Implantica AG, acknowledging the reports of the auditors.

#### **9. Resolution on the net result in accordance with the adopted balance sheet**

*Proposal of the Board of Directors:*

Carry forward of the net loss for the financial year 2023 in accordance with the adopted balance sheet and to no payment of dividend.

#### **10. Resolution on discharge of the Board of Directors, Executive Management and the Auditors**

*Proposal of the Board of Directors:*

- a) Granting of discharge to the members of the Board of Directors for financial year 2023.
- b) Granting of discharge to the members of the Executive Management for financial year 2023.
- c) Granting of discharge to the Auditor for financial year 2023.

#### **11. Resolution on approval of remuneration of the Board of Directors and Executive Management**

*Proposal of the Board of Directors:*

- a) Approve the total remuneration of the Board of Directors of EUR 131,394 for financial year 2023. The total remuneration includes fixed compensation, pension contributions and long-term share-based incentive plan.
- b) Approve the total remuneration of the Executive Management of EUR 836,771 for financial year 2023. The total remuneration includes fixed compensation, pension contributions and long-term share-based incentive plan. Executive Management is made up of the Chief Executive Officer, the Chief Financial Officer, the Chief Strategy Officer and the Chief

Corporate Affairs Officer.

## **12. Election of the Board of Directors and the Chairman and Vice-Chairman of the Board of Directors**

The Board of Directors of the company currently consists of five ordinary members. It is proposed to re-elect all current board members for the period until the end of the next annual general meeting including the re-election of Liselott Kilaas as Chairman and Johan Bojs as Vice-Chairman.

### *Proposal of the Board of Directors:*

- a) Re-election of Liselott Kilaas as member and Chairman of the Board of Directors for a term of office until completion of the next Annual General Meeting of shareholders.
- b) Re-election of Johan Bojs as member and Vice-Chairman of the Board of Directors for a term of office until completion of the next Annual General Meeting of shareholders.
- c) Re-election of Tomas Puusepp as member of the Board of Directors for a term of office until completion of the next Annual General Meeting of shareholders.
- d) Re-election of Klaus Neftel as member of the Board of Directors for a term of office until completion of the next Annual General Meeting of shareholders.
- e) Re-election of Stephan Siegenthaler as member of the Board of Directors for a term of office until completion of the next Annual General Meeting of shareholders.

## **13. Election of members and Chairman of the Nomination and Remuneration Committee**

### *Proposal of the Board of Directors:*

Re-election of Johan Bojs as Chairman and Klaus Neftel as member of the Nomination and Remuneration Committee for a term of office until completion of the next Annual General Meeting of shareholders.

## **14. Election of the independent proxy**

### *Proposal of the Board of Directors:*

Re-election of Philipp Wanger, Attorney-at-law, Neugasse 17, 9490 Vaduz, Liechtenstein as independent proxy until the next annual general meeting of shareholders.

## **15. Election of the auditors**

### *Proposal of the Board of Directors:*

Re-election of KPMG (Liechtenstein) AG, Aeulestrasse 2, 9490 Vaduz, Liechtenstein as auditor for the financial year 2024.

## **Number of shares and votes in the company**

Implantica AG has two classes of shares, class A and class B. The class A shares are listed on the Nasdaq First North Premier Growth Market, through Swedish Depository Receipts ("SDRs"). One SDR represents one class A share in Implantica AG. Each class A and class B share provide entitlement to one vote. The total number of class A shares in the company amounts to 58,111,537 shares with a nominal value of CHF 2.00 each (class A) and 1,125,000,000 class B shares with a nominal value of CHF 0.02 each (class B), therefore, the total number of votes in the company amounts to 1,183,111,537 votes. At the date of this notice, the company owns a total of 1,305 SDRs representing class A shares, which cannot be represented at the annual general meeting.

## **Information at the meeting**

The board of directors and the CEO shall, if any SDR holder so requests and the board of directors believes that it can be done without material harm to the company, provide information regarding circumstances that may affect the assessment of an item on the agenda, circumstances which may affect the assessment of the company's or subsidiaries' financial position and circumstances that may affect the company's relation to other companies within the group. SDR holders who want to submit questions in advance may

do so in writing by way of e-mail at [investorrelations@implantica.com](mailto:investorrelations@implantica.com).

### **Documents**

Complete proposals and statements, including the auditor's statement, as well as accounting documents and audit report for 2023, will be available at the company's offices on Aeulestrasse 45, 9490 Vaduz, Liechtenstein and on the company's website, [www.implantica.com](http://www.implantica.com), no later than three weeks before the general meeting.

### **Minutes**

The minutes of the annual general meeting will be available for review from the evening of June 11, 2024, at the latest at the company's headquarters, Aeulestrasse 45, 9490 Vaduz, Liechtenstein and on the company's website [www.implantica.com](http://www.implantica.com).

### **Processing of personal data**

For information on how your personal data is processed, see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

### **Implantica AG**

The Board of Directors  
May 1, 2024

## Form for advance postal voting

The form must be received by Pareto Securities AB (who are administering the postal voting forms on behalf of Implantica AG) no later than May 14, 2024.

The SDR holder set out below hereby notifies the company of its participation and exercises its voting right for all of the SDR holder's SDRs in Implantica AG, Reg No FL-0002.629.889-3, at the General Meeting on May 22, 2024. The voting right is exercised in accordance with the voting options marked below.

SDR holder name	Personal ID no. / Company registration no

**Assurance (if the undersigned is a legal representative of a shareholder who is a legal entity):** I, the undersigned, am a board member, the CEO or a signatory of the shareholder and solemnly declare that I am authorized to submit this postal vote on behalf of the shareholder and that the contents of the postal vote correspond to the shareholder's decisions

**Assurance (if the undersigned represents the shareholder by proxy):** I, the undersigned, solemnly declare that the enclosed power of attorney corresponds to the original and that it has not been revoked

Place and date	
Signature (proxies and legal representatives should use their own signature)	
Clarification of signature (proxies and legal representatives should use their own name)	
Telephone no.	E-mail



**Instructions:**

- Complete the information above
- Select the preferred voting options below
- Print, sign and send the form to Implantica AG, c/o Pareto Securities AB, Box 7415, 103 91 Stockholm, Sweden. Label the envelope “AGM 2023”. A completed and signed form may also be submitted electronically and shall, in such case, be sent by e-mail to [issueservice.se@paretosec.com](mailto:issueservice.se@paretosec.com).
- If the SDR holder is a natural person who is personally voting by post, it is the SDR holder who should sign under *Signature* above. If the postal vote is submitted by a proxy of the shareholder, it is the proxy who should sign. If the postal vote is submitted by a legal representative of a legal entity, it is the representative who should sign.
- If the shareholder votes by proxy, a power of attorney should be appended to the postal voting form. In case the SDR holder is a legal entity, documentation evidencing that the person signing the application form is authorized to do so must accompany the application form.
- **Please note that shareholders with nominee registered shares must register the shares in their own name to be entitled to vote. Instructions in this regard can be found in the notice to the general meeting.**

The SDR holder cannot include any other instructions than selecting one of the options specified at each item in the form. If a SDR holder wishes to abstain from voting in relation to an item, kindly refrain from selecting an option. If the shareholder has included any special instructions or conditions in the form or made changes to preprinted texts, the vote is invalid in its entirety. Only one voting form per SDR holder will be considered. If more than one form is submitted, the form with latest date will be considered. The last received form will be considered if more than one form is submitted with the same date. Incomplete or incorrectly completed forms may be discarded.

The voting form, together with any appended authorization documents, shall be received by Pareto Securities AB by **May 14, 2024**, at the latest. A submitted vote can be withdrawn up to and including **May 14, 2024**, in the same manner as the mail vote was submitted.

## General Meeting in Implantica AG May 22, 2024

Below, the SDR holder can state how it wishes to vote in the matters included in the proposed agenda, which is set out in the notice of the General Meeting. “Yes” means that the shareholder votes in accordance with the proposal that is set out in the notice to the general meeting and “No” means that the shareholder votes against the proposal that is set out in the notice to the general meeting.

Please refer to the notice for the General Meeting on Implantica AG’s website, [www.implantica.com](http://www.implantica.com), for complete proposals.

<b>1. Resolution and adoption of the statutory financial statements and the consolidated financial statements of Implantica AG</b> Yes <input type="checkbox"/> No <input type="checkbox"/>	
<b>2. Resolution on the net result in accordance with the adopted balance sheet</b> Yes <input type="checkbox"/> No <input type="checkbox"/>	
<b>3. Resolution on discharge of the Board of Directors, Executive Management and the Auditors</b> 3.1 Board of Directors Yes <input type="checkbox"/> No <input type="checkbox"/> 3.2 Executive Management Yes <input type="checkbox"/> No <input type="checkbox"/> 3.3 Auditors Yes <input type="checkbox"/> No <input type="checkbox"/>	
<b>4. Resolution on approval of remuneration of the Board of Directors and Executive Management</b> 4.1 Board of Directors Yes <input type="checkbox"/> No <input type="checkbox"/> 4.2 Executive Management Yes <input type="checkbox"/> No <input type="checkbox"/>	
<b>5. Election of the Board of Directors and Chairman and Vice-Chairman of the Board of Directors</b> 5.1 Liselott Kilaas (re-election) Yes <input type="checkbox"/> No <input type="checkbox"/> 5.2 Johan Bojs (re-election) Yes <input type="checkbox"/> No <input type="checkbox"/> 5.3 Tomas Puusepp (re-election) Yes <input type="checkbox"/> No <input type="checkbox"/> 5.4 Klaus Neftel (re-election) Yes <input type="checkbox"/> No <input type="checkbox"/> 5.5 Stephan Siegenthaler (re-election) Yes <input type="checkbox"/> No <input type="checkbox"/> 5.6 Election of Liselott Kilaas as the Chairman of the Board (re-election) Yes <input type="checkbox"/> No <input type="checkbox"/> 5.7 Election of Johan Bojs as the Vice-Chairman of the Board (re-election) Yes <input type="checkbox"/> No <input type="checkbox"/>	
<b>6. Election of members and Chairman of the Nomination and Remuneration Committee</b> 6.1 Johan Bojs (re-election) Yes <input type="checkbox"/> No <input type="checkbox"/> 6.2 Klaus Neftel (re-election) Yes <input type="checkbox"/> No <input type="checkbox"/>	

6.3 Election of Johan Bojs as Chairman of the Nomination and Remuneration Committee (re-election)

Yes ☐

No ☐

**7. Election of the independent proxy**

Philipp Wanger, Attorney-at-law, 9490 Vaduz, Liechtenstein (re-election)

Yes ☐

No ☐

**8. Election of the auditors**

KPMG (Liechtenstein) AG (re-election)

Yes ☐

No ☐

**A shareholder that wishes that the resolutions under one or several items in the form above be deferred to a continued general meeting can state this below (should only be used if the shareholder has such a request). Please use numerals.**

Item(s):