

PROPOSAL BY THE BOARD OF DIRECTORS FOR RESOLUTIONS AT THE ANNUAL GENERAL MEETING ON 19 APRIL 2024

9b. Resolution with respect to disposition of the Company's result according to the adopted Balance Sheet

The Board of Directors proposes that no dividend be paid for the financial year 2023 and that the Company's available funds be capitalized in a new account.

16. Resolution regarding incentive program ("LTI II 2024")

Background and reasons

The Company has previously implemented long term incentive programs for the years of 2021, 2022 and 2023. In view of this, the Board of Directors proposes that the Annual General Meeting resolves to implement a long term incentive program for the members of the group management, key employees, other employees and consultants in the Company and within the group ("LTI II 2024"). The proposal to implement an incentive program has been put forward as the Board of Directors determines that it is important and in the interest of all shareholders to create even greater participation for current and future members of the group management, key employees and other employees and consultants in the Company and the group with regard to the group's development. It is also important to encourage continued employment and service.

In the light of the above, the Board of Directors proposes that the Annual General Meeting resolves to implement the incentive program LTI II 2024 in accordance with item (a)–(b) below. The resolutions under item (a)–(b) below are proposed to be conditional upon each other and for that reason it is proposed that all resolutions are to be passed as one resolution. LTI II 2024 is proposed to include up to approximately 800 current and future members of the group management, key employees, other employees and consultants within the Olink group.

Proposal regarding the adoption of LTI II 2024 (item 16 (a))

LTI II 2024 is comprised of restricted stock units ("RSU") which will be granted to current and future members of the group management, key employees, employees and consultants within the Olink group pursuant to the Olink Holding AB (publ) Amended and Restated 2021 Incentive Award Plan (the "Plan"), as amended, and an award agreement thereunder to be entered into between the Company and each recipient evidencing each such grant and terms under the Plan. On 14 March 2024, the Board adopted, subject to the approval of the Company's shareholders, an amendment to the Plan, which will become effective on the date of its approval by the Company's shareholders, which will occur upon approval by the Company's shareholders of LTI I 2024 and LTI II 2024 as described herein. The purpose of the amendment to the Plan is to increase the maximum number of shares available for issuance under the Plan in order to ensure that there is a sufficient number of shares available for grant pursuant to LTI I 2024 and LTI II 2024 as described herein

The Board of Directors proposes that the general meeting resolves to issue not more than 849,195 warrants of series II 2024 in order to secure delivery of either shares, warrants of series II 2024 or American depository shares in the Company ("ADS") upon settlement of RSUs to participants in LTI II 2024. The right to subscribe for the warrants of Series II 2024 shall vest in the Company. The Company shall keep warrants of Series II 2024 to ensure delivery of shares, warrants of series II 2024 or ADS upon settlement of RSUs in LTI II 2024. Each warrant of series II 2024 entitles the holder to

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subscribe for one (1) share in the Company. The warrants of series II 2024 shall be issued without consideration to the Company.

Below is a description of the terms and conditions for the LTI II 2024. A copy of the Plan can be found at <https://investors.olink.com/annual-general-meeting> and shareholders are advised to review the actual terms of the Plan.

LTI II 2024 – Restricted stock units (with warrants as hedging arrangement)

Within the scope of LTI II 2024, the Company may grant participants RSUs, entailing the right to, subject to certain conditions being met, receive either a share, warrant of series II 2024 or an ADS free of charge or to an exercise price equal to the quota value of the Company's share, at the time of exercise of the RSU.

- RSUs may be granted to current and future members of the group management, key employees, other employees and consultants within the Olink group;
- The RSUs will be granted without consideration no later than the day before the next Annual General Meeting;
- The RSUs granted will be subject to time based vesting requirements – on the date when a portion of the RSUs would vest as a result of the passage of time with the participant remaining employed or engaged by the Olink group;
- The RSUs will vest in equal installments on 7 April 2025, 7 April 2026, 7 April 2027 and 7 April 2028 provided the participant remain employed or engaged by the Olink group at the applicable vesting dates and the holders of RSUs will receive a share, ADS or warrant of series LTI II 2024 in settlement of the RSUs following the applicable vesting date. As a main rule each vesting period shall be twelve (12) months. All granted RSUs will, as a general rule, have vested (if applicable) on 7 April 2028, i.e., a vesting period of four (4) years. In the event that the period between the grant date and the first vesting date is less than ten (10) months for any participant, the Board is entitled to decide on a separate vesting schedule for the participant with conditions substantially equivalent to those set out in this proposed resolution;
- The RSUs may not be transferred or pledged; and
- The terms and conditions for participants in LTI II 2024 granted RSUs may differ between countries due to differences in local legislation, however the terms and conditions shall not be more favorable for participants than what is set out in this resolution proposal.

The warrants issued to the Company in order to secure delivery of shares, warrants of series II 2024 or ADS upon settlement of RSUs granted to participants in LTI II 2024 may be exercised for subscription of shares during the period from and during the period commencing on the date of the registration of the issue resolution with the Swedish Companies Registration Office up to and including the date ten (10) years after the registration of the issue resolution with the Swedish Companies Registration Office, at an exercise price equal to the shares' quota value, at the time of exercise.

Allocation of RSUs, limitations in the disposition over the RSUs and the right to receive RSUs

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The participants' right to be granted RSUs have been differentiated with reference to position, responsibility and working performance in the group and the participants have for this reason been divided into four different categories:

Category A (Management) – Members of the group management;

Category B (Tier I) – Key employees;

Category C (Tier II) – Other employees and consultants; and

Category D (Tier III) – Other individual contributors

The right to receive RSUs under LTI II 2024 shall vest in members of the group management, key employees, other employees and consultants employed or engaged by the Company or the group. The following allocation applies to the grant of RSUs within each category.

	Maximum number of RSUs for each participant	Total number of RSUs within the category
Category A – not more than 10 people	80,000	250,000
Category B – not more than 50 people	20,000	250,000
Category C – not more than 350 people	10,000	420,000
Category D – not more than 390 people	4,000	150,000

In total, a maximum of 849,195 RSUs may be granted to participants.

In the event that all RSUs within category A, B or C are not transferred, such non-transferred RSUs may be offered to participants in another category with less RSUs available for allotment. The maximum number of RSUs per person within each category as set out above may however not be exceeded for any individual.

Summary of Material Terms of the Olink Holding AB (publ) Amended and Restated 2021 Incentive Award Plan

On 4 March 2022, the Board adopted, subject to the approval of the Company's shareholders, the Plan, which became effective on 17 April 2022 by its approval by the Company's shareholders. The Plan constitutes an amendment and restatement of the Original Plan, which was adopted by the Board on March 16, 2021 and approved by the Company's shareholders on March 16, 2021, in connection with approval by the Company's shareholders of LTI 2021.

The Plan provides for a total of 2,660,303 shares available for grant thereunder, which represents an increase of the maximum number of shares available for grant under the Original Plan to take into account the shares available for grant pursuant to LTI programs for 2022 and 2023. Subject to the approval of LTI I 2024 and LTI II 2024, as described herein, the amount of shares will increase by 919,195. In addition, the Plan provides for certain other administrative, clarifying, and conforming changes to the Original Plan.

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The following is a summary of the material terms of the Plan and is not intended to be complete. However, a copy of the Plan may be found at <https://investors.olink.com/annual-general-meeting> and shareholders are advised to review the actual terms of the Plan.

How is the Plan administered?

The Plan is administered by the Board or a Compensation Committee to whom the Board has delegated its power and authority (the “**Committee**”) the Board, together with the Committee, as applicable (the “**Administrator**”), which may consist of one or more non-employee directors of the Board or executive officers, to the extent permitted by applicable law. The Committee may delegate its administrative powers and duties to persons selected by it, and the Board of Directors may exercise the powers and duties of the Committee, subject to the limitations of applicable law and those of the Plan. The Administrator has discretionary authority to operate, manage and administer the Plan within the parameters set out by the General Meeting, including the power to:

- designate participants;
- determine the type or types of awards to be granted to each participant;
- determine the number of awards to be granted and the number of shares to which an award will relate;
- determine the terms and conditions of awards, including, but not limited to, the exercise price, grant price, purchase price, any performance criteria, any restrictions or limitations on the award, any schedule for vesting, lapse of forfeiture restrictions or restrictions on the exercisability of an award, and accelerations, waivers, or amendments to awards;
- determine whether, to what extent, and under what circumstances an award may be settled in, or the exercise price of an award may be paid in cash, shares, or other property or an award may be canceled, forfeited, or surrendered;
- establish sub-plans or procedures under the Plan or take any other necessary or appropriate action to address (i) laws, rules, regulations or customs of any foreign jurisdictions with respect to tax, securities, currency, employee benefit or other matters, (ii) listing and other requirements of any foreign securities exchange, and (iii) any necessary local governmental or regulatory exemptions or approvals; and
- make all other decisions and determinations that may be required pursuant to the Plan or as the Administrator deems necessary or advisable to administer the Plan.

The Administrator's decisions and actions concerning the Plan are final and conclusive. Within the limitations of the Plan and applicable law, the Administrator may delegate its responsibilities under the Plan to persons selected by it, and the Board is permitted to exercise all of the Administrator's powers under the Plan.

How many shares can be awarded under the Plan?

The maximum number of shares authorized for grant under the Plan is 2,660,303 shares, which represents an increase of the maximum number of shares available for grant under the Original Plan, to take into account the shares available for grant pursuant to LTI programs of 2022 and 2023.

The Administrator may adjust the aggregate number of Shares available under the Plan to reflect certain changes in the Company's capital structure. For purposes of the Plan, a “Share” means, as determined by the Administrator in its sole discretion: (i) a Common Share, or (ii) a number of American depositary instruments being either American Depositary Shares or American Depositary Receipts of the Company representing one Common Share.

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Shares underlying awards that are forfeited, cancelled, terminated or expire unexercised would be available for future awards under the Plan. Any Shares that are subject to awards that may only be settled in cash (and any Shares that are subject to an award that is settled in cash in lieu of Shares) will not reduce the number of shares available for issuance under the Plan.

Any Shares withheld or tendered to pay the option price of an option or other purchase price of an award or withholding tax obligation with respect to a stock option will be available for grant pursuant to future awards, as permitted by applicable law. Shares withheld to satisfy withholding tax obligations with respect to an award will not reduce the number of Shares available for grant pursuant to future awards and will be added back to the shares available for future grants. Shares subject to a stock appreciation right that are not issued in connection with the stock settlement of the stock appreciation right on exercise will be available for future grants under the Plan. If the Company acquires or combines with another company, any awards that may be granted under the Plan in substitution or exchange for outstanding stock options or other awards of that other company will not reduce the shares available for issuance under the Plan.

What are the types of awards that may be granted under the Plan?

The Plan permits the granting of the following types of awards: (1) stock options that qualify as incentive stock options under the US Internal Revenue Code (the “**Code**”), (2) options other than incentive stock options, which are referred to as non-qualified stock options, (3) stock appreciation rights, granted either alone or in tandem with other awards, (4) restricted stock units, (5) performance stock unit awards, (6) performance bonus awards, (7) other stock-based awards, (8) other cash-based awards and (9) dividend equivalents.

How are awards made under the Plan?

The Administrator makes all decisions about awards in accordance with the Plan within the parameters set out by the General Meeting, such as the eligible individuals to whom awards are made under the Plan and the sizes and types of awards. The size, type, vesting, forfeiture, exercisability, settlement and other terms and conditions of an award granted under the Plan will be set forth in individual award agreements entered into between the Company and each participant, subject to and consistent with the terms of the Plan.

Can the Plan be amended or terminated?

The Board may amend, alter, suspend or terminate the Plan at any time, with or without prior notice, retroactively or otherwise; provided that (i) no amendment requiring shareholder approval to comply with applicable law will be effective unless approved by the Board, and (ii) no amendment, other than an increase to the overall share limit, or adjustments in connection with certain corporate transactions or other events may materially and adversely affect any award outstanding without participant consent. Additionally, no Plan amendment may be made without the approval of the Company’s shareholders to the extent such approval is required by any applicable law, tax rules, stock exchange rules or accounting rules.

The Administrator may amend, modify, or terminate the terms of any outstanding award, including by substituting another award of the same or a different type, changing the exercise or settlement date, and converting an incentive stock option to a nonqualified stock option. Participant consent to such action will be required unless (i) the action, taking into account any related action, does not materially and adversely affect the participant’s rights under such award; or (ii) the change is permitted under the terms of the Plan in connection with certain corporate transactions or other events, or necessary to comply with Section 409A of the Code. Additionally, the Administrator has the authority, without

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the approval of the shareholders of the Company, to (a) amend any outstanding stock option or stock appreciation right to reduce its exercise price per Share, or (b) cancel any stock option or stock appreciation right in exchange for cash or another award.

Proposal regarding issue of warrants of series II 2024 (item 16 (b))

The Board of Directors proposes that the Company shall issue not more than 849,195 warrants of series II 2024 for subscription of shares, whereby the Company's share capital may be increased by not more than SEK 2,065,162.94 at full exercise of warrants for subscription of shares, corresponding to approximately 0.68 per cent of the total number of shares and votes in the Company.

The right to subscribe for the warrants of series II 2024 shall, with deviation from the shareholders' preferential rights, only belong to the Company, with the right and obligation to dispose of the warrants of series II 2024 as described above. The subscription for warrants shall be made up to and including 15 May 2024. Each warrant of series II 2024 entitles the holder to subscribe for one (1) share in the Company. The warrants of series II 2024 shall be issued without compensation to the Company.

The warrants may be exercised for subscription of shares during the period from and during the period commencing on the date of the registration of the issue resolution with the Swedish Companies Registration Office up to and including the date ten (10) years after the registration of the issue resolution with the Swedish Companies Registration Office, at an exercise price equal to the shares' quota value, at the time of exercise.

In order to fulfil the commitments arising from LTI II 2024, the Board of Directors proposes that the general meeting authorizes that the Company may assign to a third party or in another way dispose of the warrants of series II 2024 in accordance with above.

A detailed resolution proposal for the issue of warrants of series II 2024, including complete terms and conditions for the warrants, is set out in Appendix A (including its sub-appendix).

Recalculation due to split, consolidation, new share issue etc.

The exercise price for warrants in LTI II 2024, determined as set out above, shall be rounded to the nearest SEK 0.10 whereby SEK 0.05 shall be rounded upwards. The exercise price and/or the number of shares that each warrant entitles to subscription for may be recalculated in the event of a split or reverse split of shares in accordance with customary re-calculation terms

Costs

The RSUs are expected to incur accounting costs (accounted for in accordance with the accounting standard IFRS 2) as well as social security costs during the term of the RSUs. According to IFRS 2, the RSUs costs shall be recorded as a personnel expense in the income statement during the vesting period. The total costs for 849,195 RSUs, calculated in accordance with IFRS 2, are estimated to amount to approximately SEK 197.0 million during the term of the program (excluding social security costs). The estimated costs have been calculated based on, inter alia, the following assumptions: (i) a market price of the Company's share/ADS of USD 22.53 equivalent to SEK 232.03 at the time of grant, based on a USD-SEK exchange rate of 10.2989 (ii) that the maximum number of RSUs encompassed by this resolution proposal are granted to participants, (iii) that all granted RSUs will vest and (iv) that holders of RSUs receive a share, ADS or warrant of series LTI II 2024. Social security costs, which are expected to arise primarily in connection with holders of RSUs receive a share, ADS or warrant of series LTI II 2024, are estimated to amount to approximately SEK 52.3 million during the term of the

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program, based on inter alia the assumptions set out under items (i)–(iv) above as well as an average social security rate of 23 per cent and an increase in the market price of the Company's share/ADS to USD 26.0.

Other costs related to the LTI II 2024, including inter alia expenses related to fees to external advisors, external appraiser and administration of the incentive program, are estimated to amount to approximately SEK 1.5 million during the term of the program.

Based on the assumptions set out above, the total costs of the LTI II 2024 are estimated to approximately SEK 250.8 million in total during the term of the program. These costs shall be seen in relation to the total employee benefits expenses of the Olink group, which during the financial year 2023 amounted to SEK 957.4 million.

Motivation in respect of vesting and exercise conditions

According to recommendations laid down by the Swedish Corporate Governance Board (Sw. *Kollegiet för svensk bolagsstyrning*), the vesting period, or the period between the date of grant until the date when a warrant or stock option may be exercised, shall as a general rule not be shorter than three (3) years. As set out further above, RSUs will vest in equal installments on 7 April for four years and holders of RSUs will receive a share, ADS or warrant, provided that all applicable vesting conditions have then been fulfilled. The reason for applying such terms, which are not in line with the recommendations of the Swedish Corporate Governance Board as set out above, is that the Board of Directors of the Company deem such terms to be in line with market practice for stock option programs in most of the countries where the intended participants in the LTI II 2024 are operative. It is therefore, in the opinion of the Board of Directors of the Company, in the best interest of the Company and its shareholders to apply such terms in order to fulfil the objectives of the LTI II 2024.

Dilution

Upon exercise of all warrants of series II 2024 issued within the frame of LTI II 2024 for subscription of shares, up to 849 195 shares (with reservation for any re-calculation) may be issued, equivalent to a maximum dilution of approximately 0.68 per cent of the shares and votes of the Company. Upon full exercise of warrants of series II 2024 for subscription of shares, the Company's share capital will increase with SEK 2,065,162.94. The dilution calculations have been based on the maximum number of shares and votes which may be issued upon exercise of RSUs, divided by the total number of outstanding shares and votes in the Company as per 20 February 2024 after such issues.

Preparation of the proposal

The proposal to the incentive program LTI II 2024 has been prepared by the Remuneration Committee and the Board of Directors together with external advisers. The Company's board member and CEO Jon Heimer has not participated in the preparations of LTI II 2024.

The reason for the deviation from the shareholders' preferential rights

The reason for the deviation from the shareholders' preferential rights is to implement an incentive program for the members of the group management, key employees, other employees and consultants in the Company and the group.

Majority requirement

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A resolution to approve the present proposal is valid only where supported by shareholders holding not less than nine-tenths (9/10) of both the shares voted for and of the shares represented at the general meeting.

Authorization

It is further proposed that the Board of Directors, or a person appointed by the Board of Directors, is authorized to undertake such minor adjustments in the decision that may be required for the registration with the Swedish Companies Registration Office and Euroclear Sweden AB and that the Board of Directors shall have the right to undertake minor adjustments to the LTI II 2024 and the Plan due to applicable foreign rules and laws.

Outstanding incentive programs

The Company does have the following outstanding share-related incentive programs.

LTI 2021. A general meeting held on 16 March 2021 approved the majority shareholders' proposal regarding an incentive program for board members, members of the group management, key employees, other employees and consultants in the Company and within the group and resolution of issue of not more than 1,085,900 warrants and resolution of approving transfer of warrants. In total, 1,085,900 warrants were subscribed by the Company and 378,547 stock options and 333,601 RSUs have been acquired by or granted to participants. No more stock options or RSUs will be offered out of LTI 2021. The exercise price was set to USD 25 per share. Upon exercise of all stock options and RSUs which have been granted to participants and which have, as of the date of this resolution proposal, not yet been exercised, a maximum of 624,484 shares will be issued in the Company, equivalent to a dilution of approximately 0,50 per cent.

LTI I 2022. A general meeting held on 7 April 2022 approved the majority shareholders' proposal regarding an incentive program for board members in the Company and resolved on an issue of not more than 70,000 warrants and resolution of approving transfer of warrants. In total, 65,625 warrants were subscribed by the Company and 65,625 stock options have been acquired by or granted to participants. No more stock options will be offered out of LTI I 2022. The exercise price was set to USD 17.39 per share. Upon exercise of all stock options which have been granted to participants and which have, as of the date of this resolution proposal, not yet been exercised, a maximum of 65,625 shares will be issued in the Company, equivalent to a dilution of approximately 0.05 per cent.

LTI II 2022. A general meeting held on 7 April 2022 approved the board of directors' proposal regarding an incentive program for the members of the group management, key employees, other employees and consultants in the Company and within the group and resolved on an issue of not more than 797,514 warrants and resolution of approving transfer of warrants. In total, 797,514 warrants were subscribed by the Company and 41,448 stock options and 611,460 RSUs have been acquired by or granted to participants. No more stock options or RSUs will be offered out of LTI II 2022. The exercise price was set to USD 17.39 per share. Upon exercise of all stock options and RSUs which have been granted to participants and which have, as of the date of this resolution proposal, not yet been exercised, a maximum of 652,908 shares will be issued in the Company, equivalent to a dilution of approximately 0,52 per cent.

LTI I 2023. A general meeting held on 17 April 2023 approved the majority shareholders' proposal regarding an incentive program for board members in the Company and resolved on an issue of not more than 70,000 warrants and resolution of approving transfer of warrants. In total 70,000 warrants were subscribed by the Company and 48,363 stock options have been acquired by or granted to participants. No more stock options will be offered out of LTI I 2023. The exercise price was set to USD

22.79 per share. Upon exercise of all stock options which have been granted to participants and which have, as of the date of this resolution proposal, not yet been exercised, a maximum of 48,363 shares will be issued in the Company, equivalent to a dilution of approximately 0.04 per cent.

LTI II 2023. A general meeting held on 17 April 2023 approved the board of directors' proposal regarding an incentive program for the members of the group management, key employees, other employees and consultants in the Company and within the group and resolved on an issue of not more than 910,000 warrants and resolution of approving transfer of warrants. In total, 910,000 warrants were subscribed by the Company and 51,117 stock options and 681,331 RSUs have been acquired by or granted to participants. No more stock options or RSUs will be offered out of LTI II 2023. The exercise price was set to USD 22.79 per share. Upon exercise of all stock options and RSUs which have been granted to participants and which have, as of the date of this resolution proposal, not yet been exercised, a maximum of 732,448 shares will be issued in the Company, equivalent to a dilution of approximately 0.59 per cent.

17. Resolution regarding authorization for the Board of Directors to resolve on a new issue

The Board of Directors proposes that the Annual General Meeting resolves to authorize the Board of Directors to, at one or several occasions and for the period up until the next Annual General Meeting, increase the Company's share capital by issuing new shares. Such share issue resolution may be carried out with or without deviation from the shareholders' preferential rights whereby payment can be made in cash and with or without provisions for contribution in kind, set-off or other conditions. The authorization may only be utilized to the extent that it corresponds to a dilution of not more than 20 per cent of the total number of shares based on the number of shares outstanding at the time of the general meeting's resolution on the proposed authorization.

The purpose of the authorization is to increase the financial flexibility of the Company and the general flexibility of the Board of Directors. Should the Board of Directors resolve on an issue with deviation from the shareholders' preferential rights, the reason for this shall be to provide the Company with working capital and/or new owners of strategic importance to the Company and/or to procure capital to finance acquisitions of other companies or operations and/or to procure capital to finance the development of projects and/or to commercialize the Company's products. Upon such deviation from the shareholders' preferential rights, the new issue shall be made at market terms and conditions.

The Board of Directors, the CEO or the person that the Board appoints, shall have the right to make any adjustments in the decision required for registration.

The resolution proposed by the Board of Directors in accordance with item 17 must be approved by shareholders representing not less than two thirds of the votes cast and shares represented at the Annual General Meeting.

Appendix A

LTI II 2024 – ISSUE OF WARRANTS OF SERIES II 2023

The board of directors proposes an issue of not more than 849,195 warrants.

1. The right to subscribe for the warrants shall, with deviation from the shareholders' preferential rights, only vest in the Olink Holding AB (publ).
2. The warrants will be issued without consideration (Sw. *vederlagsfritt*).
3. The subscription for warrants shall be made up to and including 15 May 2024.
4. Upon exercise of all warrants in series II 2024 for subscription of shares, up to 849,195 shares (with reservation for any re- calculation) may be issued. Upon full exercise of the warrants in series II 2024 for subscription of shares, the Company's share capital will increase with a maximum of SEK 2,065,162.94.
5. Any share premium shall be transferred to the share premium fund
6. The warrants of series II 2024 shall in all other respects be governed by the terms and conditions set forth in Appendix A.1.

The reason for the deviation from shareholders' preferential right is to implement an incentive program for current and future members of the group management, key employees, other employees and consultants in the Company and the group.

It is furthermore proposed that the board of directors, or a person appointed by the board of directors, is authorized to undertake such minor adjustments in the resolution that may be required for the registration with the Swedish Companies Registration Office and Euroclear Sweden AB.
