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The board of directors' proposal on resolution on A) the introduction of an employee stock option program 2024/2028, B) a directed issue of warrants and C) approval of transfer or warrants or shares

Introduction

The board of directors of Senzime AB (publ), corp.reg no 556565-5734 (the "**Company**") proposes that the annual general meeting resolves (A) on the introduction of an employee stock option program ("**Program 2024/2028**" or the "**Program**") intended for the Company's or the group's employees and key employees, (B) on a directed issue of warrants to the wholly owned subsidiary of the Company MD Biomedical AB, corp. reg. no. 556837-0273 (the "**Subsidiary**"), to ensure the Company's delivery of shares under the employee stock option program and to cover any cash flow effects due to social security costs as a result of the employee stock option program and (C) on approval of transfer of warrants or shares in the Company from the Subsidiary to the participants in the employee stock option program. Resolutions according to A, B and C above must be made as one decision and are thus conditional to each other.

The board of directors considers that it is important and in all shareholders' interests that the Company's employees, who are deemed to be important for the Company's further development, have a long-term interest in a good growth in value of the shares in the Company. A personal long-term ownership commitment can be expected to contribute to an increased interest in the Company's operations and earnings development, and increase the participants' motivation and relationship with the Company and its shareholders. The board also considers that the employee stock option program creates the conditions for limiting future salary costs, as the program becomes part of the participants' remuneration package and replaces, partially or entirely, any bonus programs.

The maximum dilution effect of the proposed incentive program, assuming that all warrants are exercised for subscription of new shares, will be approximately 0.98 percent of the share capital in the Company. The estimation has been made in relation to the number of outstanding shares and allocated options in the Company at the date of the notice of the extra general meeting (including options issued to cover cash flow effects as a result of any social security contributions). For the relationship to previous incentive programs in the Company, see below.

This proposal was prepared by the board in consultation with external counsel.

The employee stock option program in relation to other remuneration

In general. The Company shall offer terms in line with market conditions that enable the Company to recruit and retain competent personnel and other key personnel. The Company therefore needs to be able to offer competitive total compensation to its personnel. Remuneration to the employees shall comprise a fixed salary, variable remuneration in some cases, pensions and other customary benefits (when applicable) and, upon the decision of the general meeting, a possibility to take part in long-term incentive programs. Remuneration is based on the individual's commitment and performance in relation to previously established goals, both individual goals and goals for the entire Company. Individual performance is continuously evaluated. Examples of goals are sales and profit targets, development goals and share price.

Fixed salary and variable remuneration. The fixed salary is generally reviewed on an annual basis and shall take into account the individual's level of responsibility and degree. The share

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of the fixed salary in relation to potential variable compensation shall be determined in relation to the employee's responsibility and authority. The variable remuneration shall in each case be limited to a maximum amount in advance and shall be connected to pre-determined and measurable criteria and designed to promote long-term value creation of the Company.

Long-term incentive programs. The board intends to introduce a long-term employee stock program to the employees of the Company in accordance with the proposal below. The incentive program has been set up for the purpose of increasing the interest in the Company's business and contributing to a positive development of the business. The vesting period until a share may be acquired may not be less than 3 years.

Pension. Pension benefits shall be offered on market terms in relation to what applies to corresponding employees in the market and shall be based on a defined contribution scheme.

A. Program 2024/2028

The board of directors proposes that the annual general meeting resolves on the introduction of Program 2024/2028 on essentially the following terms.

1. The Program shall include not more than 1,100,000 employee stock options.
2. The employee stock options shall be assigned to the Program participants free of charge.
3. The Program for 2024/2028 shall include employees and other key personnel in the Company or the group. Board members will not participate in the Program. Employee stock options shall be offered and granted to employees and other key personnel of the Company or the group based on the participants' competence, qualifications, performance, significance for the Company and individual fixed income. Fifty (50 %) percent of the options in the Program are intended for employees and key personnel employed in the USA. The maximum number of options that a participant can be offered within the Program is as followed, divided by category:
 - Management: up to 95,000 options per participant (maximum of 9 participants);
 - Key individuals level 1: up to 30,000 options per participant (maximum of 20 participants); and
 - Key individuals level 2: up to 10,000 options per participant (maximum of 10 participants).
4. Resolution of allotment of employee stock options shall be made no later than 31 December 2024. Allocation can, however, take place earlier or later after a resolution by the board.
5. Allotted employee stock options shall be vested over a three-year period in accordance with the following:
 - 20% of the allotted employee stock options will be vested on 1 October 2025;
 - 20% of the granted employee stock options will be vested on 1 October 2026; and
 - 60% of the allotted employee stock options will be vested on 1 October 2027.
 - If the board deems it appropriate for commercial reasons, the board may decide to deviate from the schedule above for one or more participants.
6. Vesting requires that the participant is still employed in the Company or a group Company at each vesting date. If a participant ceases to be employed in the Company or group Company, further vesting will not take place. However, the participant is entitled to maintain and subsequently exercise already vested

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employee stock options after the termination of employment, provided that the employment of the participant has not been terminated through termination or dismissal on the basis that the participant has not fulfilled its obligations in accordance with the employment agreement or in accordance with law and regulations, at which the Company's obligation to deliver shares, and the participant's possibility to exercise his or hers employee stock options, ceases in its entirety. However, if the board deems it appropriate in an individual case, the board may resolve on deviation from this item.

7. *Exercising period.* Participants can exercise granted and earned employee stock options during the period 1 October 2027 to 1 October 2028 (the "**Exercising Period**").
8. *Goal fulfilment.* The employee stock options may be exercised to subscribe for shares in the Company, in accordance with the terms of the employee stock options, whereby certain strategic and operational goals may be established. Any goals will be determined by the CEO or the board in advance and shall be drawn up objectively and related to the business. Examples of goals are sales and profit targets, development goals and share price.
9. *Exercise Price.* Each employee stock option entitles the participant to, during the Exercise Period (after potential goal fulfilment according to item 8 above), acquire one (1) new share in the Company at an exercise price, corresponding to 125 percent of the average volume-weighted share price of the Company's share on Nasdaq Stockholm during the period of ten (10) trading days preceding the shareholders' meeting on 16 May 2024.
10. The right to participate in the Program is subject to the participant entering into an option agreement with the Company in the format indicated by the Company.
11. Issued employee stock options do not constitute securities and may not be transferred, pledged or otherwise disposed by the holder.
12. If a general meeting should resolve on, for example, an increase or decrease of the number of shares in the Company during the term of the employee stock options, recalculation may be performed to maintain the value of the employee stock options. Decisions on recalculation shall be made by the board of directors of the Company.
13. The board or a person designated by the board shall have the right to decide on the minor deviations in the Program that may be needed to fulfil the purpose of the Program. The board or the person appointed by the board shall also have the right to decide on such minor adjustments that, for example for tax reasons, may be required for the purpose of the Program to be fulfilled for participants who reside and work for the group outside Sweden.

B. Directed issue of warrants to the Subsidiary

To enable the Company's delivery of shares under employee stock option Program 2024/2028 and to cover potential social security costs arising from the employee stock option Program, the board of directors proposes that the annual general meeting resolves on a directed issue of a maximum of 1,210,000 warrants, out of which maximum of 1,100,000 warrants to cover the Company's delivery of shares un the employee stock option Program and a maximum of 110,000 warrants to cover cash flow effects from potential social security costs arising from the Program, according to the following terms.

1. The right to subscribe for the warrants shall, with deviation from the shareholders pre-emption rights, apply to the Subsidiary.

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2. The reason for the deviation from the shareholders' pre-emption rights is that the issue forms a part in the introduction of Program 2024/2028 and to cover cash flow effects from potential social security costs arising from the Program.
3. The warrants are issued free of charge. The reason for that is that the warrants are issued to the Subsidiary as a part of establishing the Program.
4. Subscription of warrants shall be made on a subscription list within three weeks from the date of the resolution of the annual general meeting. The board of directors shall have the right to extend the subscription period.
5. Each warrant shall entitle a right to acquire one (1) new share in the Company at a subscription price, corresponding to 125 percent of the average volume-weighted share price of the Company's share on Nasdaq Stockholm during the period of ten (10) trading days preceding the shareholders' meeting on 16 May 2024.
6. Subscription of shares through the exercise of the warrants shall be done in accordance with the terms and conditions for the warrants from 1 October 2027 to 1 October 2028.
7. If all warrants are exercised for subscription of shares, the Company's registered share capital will increase by approximately SEK 151,250 (taking into account the current quota value and assuming that no recalculation takes place in accordance with the warrant terms).
8. A new share that has been issued through a warrant entitles to dividends for the first time on the first record date for dividends that takes place after the subscription of new shares have been registered with the Swedish Companies Registration Office and registered in the share register kept by Euroclear Sweden AB.
9. The board of directors, or a person designated by the board, is authorized to make minor adjustments that are required for the registration and execution of the decision.

The complete terms and conditions for the warrants are stated in "*Terms and conditions for warrants 2024/2028, Senzime AB (publ)*". In the terms and conditions, it is stated that the subscription price, as well as the number of new shares to which each warrant entitles the holder to subscribe, may be recalculated in the event of certain situations.

C. Approval of transfer of warrants or shares in the Company

The board of directors proposes that the annual general meeting resolves to approve (i) that the Subsidiary may transfer a maximum of 1,100,000 warrants or shares in the Company to participants in the Program, or otherwise dispose of the warrants to secure the Company's commitments due to the Program in connection with the participants exercising the employee stock options for subscription of new shares, and (ii) that the Subsidiary may dispose of no more than 110,000 warrants to cover potential cash flow effects from social security costs in accordance with the terms of the Program.

Miscellaneous

Costs relating to Program 2024/2028

The employee stock option Program has been designed in consultation with external legal and financial advisors. The cost of this advice is estimated at not more than SEK 50,000 (excluding VAT).

In addition to the advisory costs, the board of directors considers that the Program will entail costs in the form of social security contributions and administrative costs in connection with subscription of shares through exercise of the warrants and registration with the Swedish

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Companies Registration Office. These costs cannot currently be calculated with proper reliability, but as the proposal includes the issuance of options to cover cash flow effects as a result of any social security contributions, the Company's costs may be considered planned/managed in a satisfactory manner.

Previous incentive programs in the Company; dilution

The Company currently has three ongoing incentive programs:

- employee stock option program 2021/2025 – 456,050 options (of these, 435,000 options have been allotted),
- employee stock option program 2022/2026 – 900,000 options (fully allotted)
- employee stock option program 2023/2027 – 1,000,000 options (of these, 995,000 options have been allotted).

In connection to the option programs above, an additional 395,450 options have been issued to the Subsidiary, which can be used to cover any cash flow effects as a result of social costs due to the option program (options that the Company can use to cover potential cash flow effects as a result of social costs due to all outstanding programs are hereafter referred to as "**Hedge Options**").

Based on the existing number of shares and outstanding warrants at the time of this notice, the potential dilution due to *all outstanding programs* (which includes the now proposed Program, including the Hedge Options), will not exceed approximately 3.02 percent (assuming that all warrants are exercised for new subscription of shares). The now proposed Program (including Hedge Options) accounts for a dilution of approximately 0.98 percent. The potential dilution due to all outstanding programs (including the now proposed Program 2024/2028 but excluding Hedge Options), will not exceed approximately 2.62 percent (assuming that all warrants are exercised for new subscription of shares). For a more detailed description of the Company's share-related incentive program, please refer to the annual report for the financial year 2023.

Majority requirements

Resolutions according to A, B and C above must be made as one decision and are thus conditional to each other. Resolutions according to this item requires, for its validity, a minimum of nine tenths of both the votes cast and the shares represented at the general meeting.

Uppsala in April 2024

Senzime AB (publ)

The board of directors

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The board of directors' proposal for resolution on an authorization (for remaining issues of shares to sellers of Respiratory Motion)

The board of directors in Sensime AB (publ) reg. no. 556565-5734 (the "**Company**") proposes that the general meeting authorizes the board of directors, for the time until the next annual general meeting, whether on one or several occasions, to increase the Company's share capital with maximum SEK 6,250 by an issue of maximum 50,000 shares. The board of directors shall be entitled to resolve on issues of shares with or without deviation from the shareholders' pre-emption rights and/or by an issue in kind or by way of setoff.

This authorization may only be used to issue shares to the sellers of the company Respiratory Motion, Inc (in accordance with agreements entered into by the Company regarding the acquisition of the company). The board of directors shall be authorized to decide on the terms and conditions regarding issues under this authorization and what persons shall be entitled to subscribe for the shares, something which shall, however, take place in accordance with agreements entered into by the Company.

The reason to propose that the board of directors shall be authorized to resolve on issues with deviation from the shareholders' pre-emption rights and/or to resolve on issues in kind or by way of set-off, is that the Company shall be able to fulfill concluded agreements on the acquisition of Respiratory Motion, Inc.

This authorization is a special authorization related to the acquisition mentioned above and shall not affect the general authorization proposed by the board of directors on the annual general meeting.

It is proposed that the CEO, or any other person appointed by the board of directors, be authorized to make the minor adjustments in this decision that may be necessary in connection with registration with the Swedish Companies Registration Office.

Majority requirements

Resolutions under this proposal requires, for its validity, that a minimum of two thirds of the votes cast and the shares represented support the resolution.

Uppsala in April 2024

Sensime AB (publ)

The board of directors

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The board of directors' proposal for resolution on a general authorization (for other issues)

The board of directors in Sensime AB (publ) reg. no. 556565-5734 (the "**Company**") proposes that the annual general meeting authorizes the board of directors, for the time until the next annual general meeting, whether on one or several occasions, to increase the Company's share capital with no more than twenty (20 %) percent of the total share capital in the Company when the authorization is utilized for the first time. The board of directors shall be able to resolve on issues of shares, warrants and/ or convertible instruments with or without deviation from the shareholders' pre-emption rights and/or by an issue in kind or by way of set-off or other conditions as referred to in the Swedish Companies Act.

The board of directors shall have the right to determine the terms and conditions for issues under this authorization and who shall have the right to subscribe for the instruments issued. The terms shall be in accordance with market terms. The purpose of the authorization is to enable the board of directors to issue instruments in connection with, for example, acquisitions or entering into collaboration agreements, and to give the board flexibility in the work of ensuring that the Company, in an appropriate manner, can be provided with capital to finance the Company's continued operations and to enable a broadening of the owner base in the Company.

It is proposed that the CEO, or any other person appointed by the board of directors, be authorized to make the minor adjustments in this decision that may be necessary in connection with registration with the Swedish Companies Registration Office.

Majority requirements

Resolutions under this proposal requires, for its validity, that a minimum of two thirds of the votes cast and the shares represented support the resolution.

Uppsala in April 2024

Sensime AB (publ)

The board of directors