

*N.B. The English text is an unofficial translation. In case of any discrepancies between the Swedish text and the English translation, the Swedish text shall prevail.*

**The board of directors' for AddLife AB (publ), reg.no 556995-8126, proposal to approve the board of directors' resolution on an issue in kind of B-shares**

---

AddLife AB (publ), reg. no 556995-8126 (the "**Company**") entered into, on 26 November 2018, an agreement with the direct and indirect owners of the Austrian company Biomedica Medizinprodukte GmbH, reg. no FN 33709 y ("**Biomedica**") that the Company will acquire, directly and indirectly, all shares in Biomedica. Biomedica is to 70.00 percent owned by StDuPhHe Beteiligungs GmbH, reg. no FN 499840 i ("**StDuPhHe**"), which in turn is owned by Herbert Kejda (indirect shareholding in Biomedica of 14.00 percent), Stefan Marenzi (indirect shareholding in Biomedica of 35.70 percent), Douglas Marenzi (indirect shareholding in Biomedica of 10.15 percent) and Philipp Marenzi (indirect shareholding in Biomedica of 10.15 percent) (the "**Shareholders**"). The remaining 30.00 percent of the shares in Biomedica is to 10.00 percent owned by PUKA Privatstiftung, reg. no FN 142309 d and to 20.00 percent owned by HADRIAN Privatstiftung, reg. no FN 177964 m (the "**Foundations**"). The acquisition of Biomedica is made by the Company through (i) acquisition of 100.00 percent of the shares in StDuPhHe from the Shareholders and thus indirectly 70.00 percent of the shares in Biomedica, and (ii) direct acquisition of 30.00 percent of the shares in Biomedica from the Foundations. The Shareholders and the Foundations together constitute all sellers of the shares in Biomedica (the "**Sellers**").

The agreed purchase price for the transferred shares shall be executed by means of the Sellers (i) receiving a cash payment equivalent to EUR 29,225,562, and (ii) subscribing to and receiving new B-shares in the Company equivalent to EUR 9,741,854. The agreement is, among other things, subject to the condition that the general meeting approves on the issue in kind in accordance with the board of directors' resolution. Further information and background to the acquisition of Biomedica is stated in the Company's press release on 26 November 2018.

In view of the above, the board of directors' for the company proposes that the extra general meeting on 20 December 2018, resolves to approve the issue in kind of B-shares on the following conditions:

1. The highest number of B-shares that the Sellers have the right to subscribe is equivalent to, in accordance with an agreement with the Sellers, EUR 9,741,854 and is calculated by dividing EUR 9,741,854 with the volume-weighted average share price (according to the official price list on Nasdaq Stockholm where the Company's B-shares is traded) for B-shares in the Company from 29 November 2018 until 12 December 2018 (the "**Average Price**"). The Average Price will be converted from SEK to EUR based on the European Central Bank's average SEK-EUR exchange reference rate for the period 29 November 2018 to 12 December 2018.
2. The Company's share capital may be increased by not more than SEK 1,125,278 through a rights issue of not more than 552,409 B-shares.
3. The above limit for the increase in share capital and number of shares is decided with the consideration that fluctuations in the share price of the Company's B-shares and currency fluctuations may occur, as well as on the assumption that EUR 9,741,854 will

be paid through a rights issue of B-shares. Assuming that the subscription price per share that the Sellers are entitled to subscribe (as calculated in Section 1 above) amounts to SEK 214 (the price paid for the Company's B-share on Nasdaq Stockholm on 21 November 2018) and that the exchange rate of SEK 1 amounts to about EUR 0.1 (the European Central Bank's SEK-EUR exchange reference rate on 21 November 2018) the Company's share capital would increase by SEK 956,487 through a rights issue of 469,548 B-shares.

4. The right to subscribe for new B-shares shall only vest in the Sellers, with the right and obligation to pay for the new B-shares with capital contributed in kind consisting of shares in Biomedica equivalent to EUR 9,741,854.
5. Subscription of new B-shares in the Company shall be made on a subscription list within ten (10) calendar days from the date of the general meeting's resolution on the rights issue.
6. Payment for subscribed B-shares in the Company shall be executed in connection with the allotment by contribution of the capital contributed in kind, described above in Section 4, to the Company, however, not later than ten (10) calendar days from the date of the general meeting's resolution on the rights issue.
7. The board of director's shall be entitled to extend the subscription period and time for payment.
8. The board of director's report on significant circumstances relevant for the assessment of the value of the capital contributed in kind and the auditor's statement is set out in Appendix 1 and Appendix 2.
9. The new B-shares shall entitle to dividends as from the first time on the record date for dividends that occurs following when the B-shares have been recorded in the share register maintained by Euroclear Sweden AB and when the registration of the rights issue at the Swedish Companies Registration Office has been made.
10. The board of directors', or a person appointed by the board of directors', shall be authorized to make the minor formal adjustments of the rights issue resolution that may be required in connection with the registration with the Swedish Companies Registration Office or Euroclear Sweden AB.

It was noted that the resolution is valid only if approved by the general meeting and supported by shareholders holding more than half of the votes cast.

Documents according to Chapter 13, Section 6 and 7, of the Swedish Companies Act will be available to the shareholders.

---

*Stockholm, November 2018*  
*The board of directors' for AddLife AB (publ)*