

Össur hf.'s Annual General Meeting 2024

- Results

1. The meeting approved to carry the Company's net profit in 2023 over to the following year.
2. The meeting approved the Company's Consolidated Financial Statements for the year 2023.
3. The meeting approved the Company's Remuneration Policy. See attachment.
4. The meeting made the following decisions on remuneration to the Board of Directors for the year 2024:

Chairman of the Board – USD 111,000

Vice Chairman of the Board – USD 74,000

Board Member – USD 37,000

Chairman of the Audit Committee – USD 14,500

Audit Committee Member – USD 7,250

5. The meeting approved the following amendment to the long-term incentive program for certain key employees approved at the Annual General Meeting in 2023:

“Number of RSUs and the theoretical yearly market value of the program: A maximum of 395,000 RSUs may be granted each year with a total value of approximately USD 1.7 million based on the current share price (closing price on Nasdaq Copenhagen on 23 January 2024) and the current annual fixed salary of the Participants. The number of RSUs issued may be increased each year but the annual increase of RSUs issuance shall not exceed 10%.”

6. The meeting approved to amend Article 1 and Article 24, paragraph 1, of the Company's Articles of Association.

a) Article 1 of the Company's Articles of Association now states as follows:

“The name of the Company is Embla Medical hf. The Company is a limited liability company.”

Article 1 of the Company's original Articles of Association in Icelandic now states as follows:

“Heiti félagsins er Embla Medical hf. Félagið er hlutafélag.”

b) Article 24, paragraph 1, of the Company's Articles of Association now states as follows:

“The Board of Directors shall be composed of 4-7 individuals elected at the Annual General Meeting for a term of one year (until the end of the next Annual General Meeting). No alternate directors are elected.”

Article 24, paragraph 1, of the Company's original Articles of Association in Icelandic now states as follows:

“Stjórn félagsins skal skipuð 4-7 einstaklingum sem kosnir eru á aðalfundi til eins árs í senn (til loka næsta aðalfundar). Ekki skal kjósa varastjórnarmenn.”

6. The meeting elected the following individuals to serve on the Board of Directors until the next Annual General Meeting:

Dr. Alberto Esquenazi

Dr. Svafa Grönfeldt

Mr. Niels Jacobsen

Mr. Arne Boye Nielsen

Ms. Tina Abild Olesen

Ms. Caroline Vagner Rosenstand

7. The meeting elected PwC as the Company's Auditor.

8. The meeting approved the following proposal on an authorization to purchase own shares:

"The Board of Directors is authorized, at any time in the next 30 months, to allow the Company to purchase own shares of up to 10% of the Company's share capital as it is each time. The purchase price shall not be higher than the price of the last independent trade or the highest current independent bid, whichever is higher, on the regulated market where the transaction is carried out. This authorization is granted in accordance with Article 55 of the Icelandic Act No. 2/1995 on Limited Liability Companies."

9. The meeting approved the following proposal on an authorization to initiate share buyback programs:

"The Board of Directors is authorized, until the next Annual General Meeting 12 March 2025, to allow the Company to initiate one or more share buyback programs (the "Programs") that comply with the provisions of Regulation No. 596/2014 of the European Parliament and of the Council on market abuse ("MAR") and the Commission's delegated regulation 2016/1052. The main purpose of the Programs shall be to reduce the Company's share capital, but the shares purchased may also be used to meet the Company's obligations under share incentive programs with employees. The Company may purchase up to 8,000,000 shares in total under the Programs, corresponding to 1.9% of the current share capital. The total consideration for shares purchased under the Programs shall not exceed USD 40 million. The Company shall not purchase more than 25% of the average volume of the shares each trading day based on the average volume the 20 trading days preceding the date of purchase on the regulated market where the purchase is carried out. The purchase price shall not be higher than the price of the last independent trade or the highest current independent bid, whichever is higher, on the regulated market where the transaction is carried out. Each Program shall be managed by an investment firm or a credit institution which makes its trading decisions in relation to the Company's shares independently of, and without influence by, the Company regarding the timing of the purchases. The Company's purchases under the Programs shall be disclosed in accordance with law and regulations."