

Resolution on authorization for the Board to repurchase and transfer the Company's own shares (item 20)

The Board of CellaVision AB (publ) (the “**Company**”) proposes that the Annual General Meeting (the “**AGM**”) resolves to authorize the Board to resolve to repurchase the Company's own shares in accordance with the following.

1. Repurchase may take place during the period up until the next AGM, on one or more occasions.
2. Repurchase may not exceed such a number of shares that the Company's holding of its own shares at any time exceed ten (10) percent of all shares in the Company.
3. Repurchase may be made (i) on Nasdaq Stockholm within the prevailing price range, meaning the range between the highest buying price and lowest selling price, or (ii) by way of an offer to all shareholders of shares at a price corresponding to the market price at the time of the offer.

The Board further proposes that the AGM authorizes the Board to transfer the Company's own shares held by the Company in accordance with the following.

1. Transfer may take place during the period up until the next AGM, on one or more occasions.
2. Transfer may be made of all, but also fewer than all, own shares held by the Company at the time of the Board's resolution.
3. Transfer may be made with pre-emption rights for the shareholders or with deviation from the shareholders' pre-emption rights to a third party.
4. Transfer may be made on Nasdaq Stockholm within the applicable price range at any time. In case of transfers outside Nasdaq Stockholm, the price of the shares should correspond to an estimated market value at the time of the transfer. Compensation for transferred shares may be paid in cash, by contribution in kind or by set-off.

The purpose of the authorization, and the reason for any deviation from shareholders' pre-emption rights, is to give the Board increased opportunities to adapt the Company's capital structure to the capital needs from time to time and thus be able to contribute to increased shareholder value in the Company. Furthermore, the authorization aims to facilitate the procurement of working capital or broadening of the ownership base. The purpose of the authorization does not allow the Company to trade its own shares for short-term profit purposes.

Majority requirements

Resolution in accordance with this item requires approval of at least two thirds of the shares represented and votes cast at the AGM.
