

## Notice to attend the Annual General Meeting of Bactiguard Holding AB

**The shareholders of Bactiguard Holding AB (publ), company reg. no. 556822-1187 (“Bactiguard”) are hereby given notice to attend the Annual General Meeting to be held on Thursday, 18 May 2017 at 2:00 PM at the company’s office at Alfred Nobels Allé 150 in Tullinge. Registration commences at 1 PM.**

### **Right to participate and notice of intent to participate**

Shareholders wishing to participate at the Annual General Meeting must:

- be registered in the share register maintained by Euroclear Sweden AB (“Euroclear”) on Friday, 12 May 2017,
- provide notice to the company of their intent to participate at the shareholder meeting not later than Friday, 12 May 2017. Notice must be given by post to Bactiguard Holding AB (publ), “AGM 2017”, Box 15, 146 21 Tullinge, or by e-mail: [stamman@bactiguard.se](mailto:stamman@bactiguard.se). Notice to participate may also be given via Bactiguard's website, [www.bactiguard.se](http://www.bactiguard.se). The name, personal identification number or company registration number, address and telephone number and any accompanying assistants (maximum of two) must be stated in the notice.

Shareholders who have caused their shares to be registered with a nominee must, in order to participate in the shareholder meeting and exercise their voting rights, temporarily register the shares in their own name. Such registration must be effected by Euroclear not later than Friday, 12 May 2017. This means that the shareholder must notify the nominee of this in ample time prior to that date.

Where participation takes place through a proxy or a representative of a legal entity, the original proxy, registration certificates and other authorization documentation should be sent to the company in due time at the above-stated address. A proxy form may be downloaded from the company's website at [www.bactiguard.se](http://www.bactiguard.se).

Shareholders may not vote or otherwise participate at the Annual General Meeting unless physically present at the meeting.

## **Proposed agenda**

1. Opening of the meeting
2. Election of a chairman for the meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of one or more persons to attest the minutes
6. Determination of whether the meeting was duly convened
7. Presentation of the annual report and auditor's report and the consolidated annual report and auditor's report for the group
8. Presentation by the CEO
9. Resolutions regarding
  - a) adoption of the income statement and balance sheet and the consolidated income statement and consolidated balance sheet
  - b) allocation of the company's profit or loss according to the adopted balance sheet
  - c) discharge from liability for the members of the board of directors and CEOs
10. Election of the directors and auditor
11. Resolution regarding guidelines for compensation to be paid to senior management
12. Closing of the meeting

## **Proposals for resolutions**

### *Item 2 – election of a chairman for the shareholder meeting*

The Nomination Committee proposes that *Advokat* Urban Båvestam be elected as chairman of the Annual General Meeting.

### *Item 9 b – Resolution regarding allocation of the company's loss according to the adopted balance sheet*

The Board of Directors proposes that no dividend be paid and that the loss for the year be carried forward.

### *Item 10 – Election of the Board of Directors and auditor*

The Nomination Committee proposes that the Board of Directors consists of five members and that the company has one (1) auditor.

The Nomination Committee proposes that an annual fee be paid in the amount of SEK 500,000 to the chairman of the Board of Directors and that SEK 200,000 be paid to each of the other external directors. For work as chairman of the Audit committee and Remuneration committees, respectively, the Nomination Committee proposes that annual fees of SEK 100,000 to each chairman. No separate fees are proposed for the other committee members. Provided that such is cost-neutral for the company, fees may be invoiced through a wholly-owned company of a director.

The nomination committee proposes that fees be paid to the company's auditor according to approved invoice.

The Nomination Committee proposes the reelection of Staney Brodén, Mia Arnhult, Christian Kinch and Marie Wickman-Chantereau and new election of Svante Östblom as directors to serve for the period until the close of the next Annual General Meeting. The Nomination Committee also proposes that Stanley Brodén be reelected as chairman of the Board of Directors.

A report of the Nomination Committee's proposal as well as information regarding all of the proposed directors are available on Bactiguard's website at [www.bactiguard.se](http://www.bactiguard.se).

In accordance with the Audit Committee's recommendation, the Nomination Committee proposes the reelection of the registered accounting firm Deloitte AB as the auditor for the period until the close of the next Annual General Meeting. Deloitte AB has provided notice that Kent Åkerlund will be appointed as auditor in charge.



*Item 11 – Resolution regarding guidelines for compensation to senior management*

The Board of Directors proposes that the Annual General Meeting adopts the following guidelines for compensation and other employment terms and conditions for senior management (no change proposed):

Senior management means the CEO and other senior management personnel of Bactiguard, and members of the Board of Directors to the extent they receive compensation outside of their board duties.

Bactiguard shall apply the compensation levels and terms and conditions which are necessary in order to recruit and retain senior management personnel with the expertise and experience required in order to achieve the company's operating goals. The total compensation paid to senior management shall be competitive, reasonable and suited for its purpose.

Senior management personnel shall be offered a fixed salary on market terms, which shall be determined based on the individual's area of responsibility and experience. A review of the fixed salary shall be carried out on an annual basis for each calendar year.

Senior management personnel may, from time to time, be offered variable compensation on market terms. Such variable compensation must be designed with the purpose of promoting Bactiguard's long-term growth and linked to predetermined and measurable criteria. Any variable compensation must be limited to 50% of the fixed annual salary. When structuring variable compensation for senior management which is to be paid in cash, the Board of Directors shall consider imposing conditions such as (i) making payment of a certain portion of such compensation conditional on the performance on which such earnings are based proving to be sustainable over time; and (ii) providing the company with an opportunity to claim repayment of such compensation paid on the basis of information which subsequently proves to be obviously incorrect.

Senior management personnel shall be entitled to pension solutions on market terms. Fee-based pension benefits are preferable.

Other benefits may consist of a company car, healthcare contributions and other customary benefits. Other benefits shall not constitute a significant part of the total compensation.

Upon notice of termination by the company of the employment of a senior management employee, the notice of termination period shall not be longer than six months. Severance compensation may be paid in an amount not greater than one year's fixed salary.



Provided the Board of Directors deems such appropriate, the company's senior management shall also be offered an opportunity to participate in long-term stock or stock price-based incentive programs designed to ensure a long-term commitment to the company's growth. Decisions regarding any stock and stock price-related incentive programs shall be adopted by the shareholder meeting. On an annual basis, the Board of Directors shall evaluate whether a long-term incentive program shall be proposed to the shareholder meeting and, if so, whether the proposed long-term incentive program shall include a transfer of shares in the company.

These guidelines shall apply to agreements entered into after the shareholder meeting and, in the event changes are made in existing agreements, after such time. The Board of Directors shall be entitled to deviate from the above-stated guidelines where it deems that special cause exists to do so in an individual case.

### **Other information**

#### **Number of shares and votes**

At the time of the publication of this notice, there were a total of 33,302,373 shares in Bactiguard and 69,302,373 votes in the company, broken down into 4,000,000 Class A shares each entitling the shareholder to 10 votes and 29,302,373 Class B shares each entitling the shareholder to one vote. The company does not hold any shares in treasury.

#### **Information at the meeting**

The Board of Directors and the CEO shall, upon request by any shareholder and provided the Board of Directors is of the opinion that such can occur without material harm to the company, provide information regarding any circumstances which may affect the assessment of a matter on the agenda, circumstances which may affect the assessment of the company's or a subsidiary's financial position, and the company's relationship to other group companies and the group accounts.

#### **Documentation**

Accounting documentation, auditor's reports, the auditor's opinion whether the guidelines adopted by the shareholder meeting for compensation to senior management have been complied with, and complete documentation supporting proposals for resolutions as set forth above, will be made available at Bactiguard's offices at Alfred Nobels Allé 150, Tullinge and on Bactiguard's website at [www.bactiguard.se](http://www.bactiguard.se) not later than Thursday, 27 April 2017 and will be sent to any shareholder so requesting who also provides his/her address.

Stockholm, April 2017

Bactiguard Holding AB (publ)

*The Board of Directors*



*The information was submitted for publication at 08.00 CET on April 18, 2017*

**For further information, please contact:**

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**About Bactiguard**

Bactiguard is a Swedish medtech company with a global presence, offering a solution that prevents healthcare associated infections caused by medical devices. By preventing infections, we contribute to a reduced use of antibiotics and the spread of multi-resistant bacteria, which is a growing problem worldwide. We save lives, increase patient safety and significantly reduce the cost for the healthcare and society. Our technology is well-proven, safe and tissue friendly and consist of a thin layer of noble metals that prevents bacterial growth. The coating can be applied on almost all medical devices. Bactiguard-coated urinary catheters are market leading in the US and Japan and the company has also its own product portfolio consisting of Foley catheters, central venous catheters and endotracheal tubes. Bactiguard is a growth company, focused on markets in Europe, Middle East, Asia and Latin America. The company has about 60 employees worldwide, mainly at the headquarters in Stockholm and the production facility in Malaysia and is listed on Nasdaq Stockholm. Read more about Bactiguard at [www.bactiguard.com](http://www.bactiguard.com)