

*This is an in-house translation. In case of any discrepancies between the Swedish original and this translation, the Swedish original shall prevail.*

Minutes kept at the annual general meeting of shareholders in **Bactiguard Holding AB (publ)**, 556822-1187, held on Wednesday 16 May 2018, in Tullinge

## **§ 1 Opening of the meeting**

The chairman of the board, Stanley Brodén, declared the meeting opened and greeted the participants of the meeting.

## **§ 2 Election of a chairman for the meeting**

It was resolved, in accordance with the nomination committee's proposal, to elect attorney-at-law Urban Båvestam as chairman of the meeting. It was noted that Lisa Petersson had been assigned to keep the minutes at the meeting.

It was resolved that certain persons who were not shareholders could attend the meeting as guests.

## **§ 3 Preparation and approval of the voting list**

It was resolved to adopt the adjusted list of registered shareholders as the voting list for the meeting, [Appendix 1](#).

## **§ 4 Approval of the agenda**

It was resolved to approve the agenda proposed in the notice of the meeting.

## **§ 5 Election of one or more persons to certify the minutes**

It was resolved to elect Christian Brunlid and Hans Ramberg to approve the minutes.

## **§ 6 Determination of whether the meeting was duly convened**

It was resolved to declare the meeting duly convened.

## **§ 7 Presentation of the annual report and auditor's report and the consolidated annual report and auditor's report for the group**

The chairman concluded that the annual report and auditor's report, and the consolidated annual report and auditor's report for the group, for the financial year 2017 were presented at the meeting.

## **§ 8 Presentation by the CEO**

The chairman of the board, Stanley Brodén, gave an account of the work carried out by the board in 2017.

The CEO, Christian Kinch, reported on the company's business and its development during the past year.

The auditor-in-charge Kent Åkerlund, Deloitte AB, gave an account of the audit work for the financial year 2017 and presented parts of the auditor's report, and the report regarding compliance with previously adopted guidelines for compensation to be paid to senior management.

After that, the shareholders were invited to ask questions.

**§ 9 a Resolution regarding adoption of the income statement and balance sheet and the consolidated income statement and consolidated balance sheet**

It was resolved to adopt the balance sheet for the parent company and the consolidated balance sheet for the group as of 31 December 2017, and the income statement for the parent company and the consolidated income statement for the group for the financial year 2017.

**§ 9 b Resolution regarding allocation of the company's result according to the adopted balance sheet**

The chairman informed that the board had proposed that no dividend be paid for the financial year 2017, and that the share premium reserve, the retained earnings and the result for the year, totaling SEK 461,976,156, be carried forward.

It was resolved on allocation of results in accordance with the board's proposal.

**§ 9 c Resolution regarding discharge from liability for the members of the board of directors and the CEO**

It was resolved to discharge all persons, who during the financial year 2017 had been a director or CEO of the company, from liability for the management of the company during this period.

It was noted that the CEO and the directors who were also present in their capacity as shareholders or proxies did not participate in the resolution.

**§ 10 Determination of the fees to be paid to the directors of the board and the company's auditor**

Jan Lombach, chairman of the nomination committee, gave an account of the committee's work prior to the annual general meeting and presented the committee's proposals. In connection therewith, Thomas von Koch, member of the nomination committee, presented the proposed new director and chairman of the board Jan Ståhlberg.

It was resolved, in accordance with the nomination committee's proposal, that fees to non-employee directors elected at the annual general meeting, for the period until the end of the next annual general meeting, will be paid with SEK 500,000 to the chairman of the board and SEK 200,000 to each of the other directors. Furthermore, it was resolved that fees for work as chairman of the audit committee and as chairman of the remuneration committee respectively, will be paid with SEK 100,000 to each chairman, and that no fees shall be paid to the other committee members.

It was resolved that fees to the auditor be paid in accordance with approved invoices.

**§ 11 Election of the directors and auditor**

It was resolved, in accordance with the nomination committee's proposal, that the board of directors consist of five directors without alternates and that the company shall have one auditor.

It was resolved, in accordance with the nomination committee's proposal, to re-elect as directors Mia Arnhult, Christian Kinch, Marie Wickman-Chantereau and Svante Östblom and to elect as a new director Jan Ståhlberg, for the period until the end of the next annual general meeting. Jan Ståhlberg was elected chairman of the board.

It was resolved, in accordance with the nomination committee's proposal, to re-elect the registered public accounting firm Deloitte AB as auditor for the period until the end of the next annual general meeting.

It was noted that the meeting had been provided with a presentation of the proposed directors, including information on assignments held in other companies.

Stanley Brodén was thanked for his worthwhile efforts as chairman of the board.

**§ 12 Resolution regarding instructions for the nomination committee**

It was resolved, in accordance with the nomination committee's proposal, to adopt instructions for the nomination committee in accordance with Appendix 2.

**§ 13 Resolution regarding guidelines for compensation to be paid to senior management**

It was resolved, in accordance with the board of directors' proposal, to adopt guidelines for compensation to be paid to senior management in accordance with Appendix 3.

**§ 14 Closing of the meeting**

The chairman closed the meeting.

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*At the minutes:*

*Approved:*

\_\_\_\_\_  
Lisa Petersson

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Urban Båvestam

\_\_\_\_\_  
Christian Brunlid

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Hans Ramberg