

Minutes taken at the Annual General Meeting of the shareholders in Bactiguard Holding AB (publ), 556822-1187, Tuesday 28 April 2020 in Tullinge at. 14.00

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§ 1

Opening of the Annual General Meeting

On behalf of the Board, lawyer Magnus Lindstedt declared the Annual General Meeting opened and welcomed the meeting participants.

§ 2

Election of Chairman of the Annual General Meeting

On a proposal from the Nomination Committee, the AGM resolved to elect Magnus Lindstedt as Chairman of the meeting. The chairman informed that Birgitta Wretling was asked to keep the minutes at the AGM.

The AGM resolved that some persons who are not shareholders were welcome to attend the meeting as guests.

§ 3

Preparation and approval of the voting list

The AGM resolved to adopt the adjusted registration list as voting list at the AGM, which also included those who used the possibility to vote via postal voting.

§ 4

Approval of the Agenda

The AGM resolved to approve the Board's proposed agenda, which was included in the notice to the AGM – with the adjustment that the CEO's presentation (item 8) was excluded as a result of the measures to minimize the AGM to reduce the risks related to Covid-19.

It was noted that the CEO's presentation was replaced by an open, web-based presentation with the opportunity to ask questions, held directly before the AGM and that it would be made available at the company's website after the meeting.

The Chairman also stated that the documentation for the AGM was provided in the prescribed manner and presented at the AGM.

§ 5

Election of one or more persons to certify the minutes

The meeting resolved that the minutes should be approved, in addition to the Chairman, by Mats J Andersson and Per Collen.

#### § 6

##### Determination of whether the Annual General Meeting has been duly convened

It was found that notice had been given in the manner and the time prescribed by the Articles of Association.

#### § 7

##### Presentation of the Annual Report and the Auditor's Report, as well as the consolidated accounts and the group's auditor's report

The annual report and the auditor's report, as well as the consolidated accounts and the group auditor's report for the financial year 2019-01-01 – 2019-12-31 were presented.

The company's main auditor Therese Kjellberg, from Deloitte AB, presented parts of the auditor's report and described the auditors' work related to the financial year 2019.

#### § 8

##### Presentation by the CEO

It was noted that the CEO's presentation was excluded due to the measures to minimize the meeting to reduce the risks related to Covid-19, see also § 4 above.

The shareholders present were offered the opportunity to ask questions.

#### § 9 a

##### Resolution regarding adoption of the income statement and balance sheet, and the consolidated income statement and consolidated balance sheet

The AGM resolved to adopt the balance sheet included in the annual report on December 31, 2019 and the income statement for the financial year January 1 – December 31, 2019 and the consolidated financial statements as of December 31, 2019 and the consolidated income statement for the financial year 1 January – 31 December 2019.

#### § 9 b

##### Resolution regarding allocation of the company's results according to the adopted balance sheet

The Chairman presented the Board's proposal that no dividend be paid, and that the share premium reserve, retained earnings and profit for the year, in total SEK 467,040,818, be carried forward.

The AGM then resolved on the allocation of the company's results in accordance with the Board's proposal.

#### § 9 c

##### Resolution regarding discharge from liability for the Board members and the CEO

The Meeting resolved to grant discharge to the Board and the CEO for the management of the company's affairs during the financial year 1 January – 31 December 2019.

It was noted that the CEO and the board members who are also shareholders or agents did not participate in the decision as far as they were concerned.

## § 10

Determination of remuneration to the Chairman of the Board, other board members and auditor

Regarding the presentation of the Nomination Committee's work and proposals, the Chairman referred to the motivated opinion included in the AGM documentation, after which there was an opportunity to ask questions to the Nomination Committee Chairman Helena Borglund.

In accordance with the Nomination Committee's proposal, the AGM resolved that the remuneration for the period until the next AGM shall be SEK 2,000,000 to the Chairman of the Board and SEK 200,000 to each of the non-employed members, and that no remuneration shall be paid for committee work with the exception of the chairman of the audit committee who will receive SEK 100,000 in remuneration for committee work.

Furthermore, in accordance with the Nomination Committee's proposal, the AGM resolved that the auditor's fee be paid according to approved invoice.

## § 11

Determination of number of Board members and election of Board members, Chairman of the Board and auditors

The Meeting resolved, in accordance with the Nomination Committee's proposal, that the Board shall consist of five ordinary members.

The Chairman informed the AGM about the assignments the proposed members have in other companies.

The AGM then decided, in accordance with the Nomination Committee's proposal, on the re-election of Jan Ståhlberg, Christian Kinch, Anna Martling, Thomas von Koch and new election of Cecilia Edström as ordinary Board members, for the period until the end of the next AGM. Christian Kinch was elected Chairman of the Board.

The AGM resolved, in accordance with the Nomination Committee's proposal, to re-elect the registered auditing company Deloitte AB for the period until the end of the next Annual General Meeting.

## § 12

Resolution on guidelines for remuneration to senior executives

The AGM then decided on guidelines for remuneration to senior executives in accordance with the Board's proposal and in line with the previous year.

The Chairman also provided information on the evaluation of adherence to the previous year's guidelines.

## § 13

Resolution on a new issue of shares by way of set-off

The Chairman presented a brief background to the Board's proposal of a set-off issue, that the documentation pursuant to Chapter 13. §§ 7-8 of the Companies Act had been submitted and that the resolution required the approval of two-thirds of the shares and votes represented at the AGM to be valid.

The AGM then resolved with the required majority on a set-off issue in accordance with the Board's proposal.

§ 14

Resolution to authorize the Board of Directors to resolve to issue new shares, warrants or convertible loans

The Chairman informed the AGM that a resolution on issue authorization according to the Board's proposal required the approval of two-thirds of the shares represented and votes at the AGM to be valid.

The AGM then resolved, with the required majority, on issue authorization in accordance with the Board's proposal.

§ 15

Resolution regarding instructions for Nomination Committee

The Meeting resolved on instructions for the Nomination Committee in accordance with the Nomination Committee's proposal.

§ 16

Closing of the Annual General Meeting

The Chairman declared the meeting closed.

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Minute keeper:

Birgitta Wretling

Adjusted:

Magnus Lindstedt

Mats Andersson

Per Colleen