

## 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, 21 May 2015 at 2:00 PM at Vasagatan 7 i Stockholm, in the Vasa Hall. 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, 15 May 2015,
- provide notice to the company of their intent to participate at the shareholder meeting not later than Friday, 15 May 2015. Notice must be given by post to Bactiguard Holding AB (publ), “AGM 2015”, c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm, or by telephone at +46 8 402 90 48. 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, 15 May 2015. 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. Determination of the fees to be paid to the directors and auditor
11. Election of the directors and auditor
12. Resolution regarding an amendment of the articles of association
13. Resolution regarding instructions for the Nomination Committee
14. Resolution regarding guidelines for compensation to be paid to senior management
15. Closing of the meeting

### **Proposals for resolutions**

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

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

#### *Item 7 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 – Determination of the fees to be paid to the directors and auditor*



The Nomination Committee proposes that an annual fee be paid in the amount of SEK 300,000 to the chairman of the Board of Directors and that SEK 150,000 be paid to each of the other directors. In addition, the Nomination Committee proposes that no fees be paid for work on committees of the board. 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.

*Item 11 – Election of the Board of Directors and auditor*

The Nomination Committee proposes that the Board of Directors consists of four members. The Nomination Committee proposes the reelection of Christian Kinch and Mia Arnhult and the new election of Stanley Brodén and Peter Hentschel as directors to serve for the period until the close of the next Annual General Meeting. The Nomination Committee also proposes that Christian Kinch be reelected as chairman of the Board of Directors. Ulf Mattsson and Thomas von Koch have declined reelection.

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).

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 12 – Resolution regarding amendment of the articles of association*

The Board of Directors proposes that the articles of association be supplemented with a new provision making it possible to hold shareholder meetings, in addition to in Stockholm where the Board of Directors has its registered seat, also in Huddinge or Botkyrka (which are in the vicinity of Bactiguard's new headquarters) and that certain editorial adjustments of no substantive significance be made in conjunction therewith.

*Item 13 – Resolution regarding instructions for the Nomination Committee*

The Nomination Committee proposes the following instructions for the Nomination Committee.

The Nomination Committee shall consist of four members. The chairman of the Board of Directors shall contact the three largest shareholders of the company, in terms of voting power, pursuant to Euroclear Sweden AB's print out of the share



register on 31 August. Each of the three largest shareholders shall be afforded the opportunity, within a reasonable time, to appoint a member who, together with the chairman of the Board of Directors shall constitute the Nomination Committee. In the event any of them fails to exercise the right to appoint a member, such right to appoint such member shall pass to the next largest shareholder in terms of voting power who has not already appointed a member of the Nomination Committee. The chairman of the Board of Directors may not also serve at the same time as a shareholder-appointed member. The chairman of the Nomination Committee shall be the member who represents the largest shareholder in terms of voting power, unless otherwise unanimously agreed by the members.

The names of the members of the Nomination Committee shall be published as soon as the Nomination Committee has been appointed, however not later than six months prior to the next Annual General Meeting. The Nomination Committee is appointed for a term commencing at the time its composition is published until a new Nomination Committee has been appointed.

In the event of any change in the ownership structure of the company after 31 August but before 12 weeks prior to the next Annual General Meeting, and provided a shareholder after this change becomes one of the three largest shareholders of the company in terms of voting capital submits a request to the chairman of the Nomination Committee to be included in the Nomination Committee, such shareholder shall be entitled, in the discretion of the Nomination Committee, either to appoint an additional member to the Nomination Committee or a member shall replace the member appointed by the shareholder with less voting power after the change in ownership.

In the event a member appointed by a shareholder resigns from the Nomination Committee during his/her term of office or where such member is prevented from performing his/her duties, the Nomination Committee shall encourage the shareholder who appointed a member to appoint a new member within a reasonable time. In the event the shareholder fails to exercise his/her right to appoint a new member, the right to appoint such member shall pass to the next largest shareholder in terms of voting power who has not already appointed a member of the Nomination Committee or who has waived his/her right to appoint a member to the Nomination Committee. Changes in the composition of the Nomination Committee shall be published immediately.

The Nomination Committee shall perform its duties in accordance with these instructions and applicable rules. The duties include, among other things, submitting proposals for:

- a chairman of the annual general meeting;



- a chairman and other members of the Board of Directors;
- fees for the Board of Directors, with a breakdown between the chairman and other members of the Board of Directors, and any compensation for committee work;
- where applicable, election of an auditor;
- fees for the auditor; and
- any changes in these instructions for the Nomination Committee to the extent deemed necessary.

No fee shall be payable to the members of the Nomination Committee. However, the company shall bear any reasonable costs reasonably associated with the work performed by the Nomination Committee.

These instructions for the composition of the Nomination Committee and its work shall apply until otherwise resolved by a shareholder meeting.

*Item 14 – Resolution regarding guidelines for compensation to senior management*

The Board of Directors proposes that the Annual General Meeting adopt the following guidelines for compensation and other employment terms and conditions for senior management.

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.



### **Majority requirement**

In order to adopt a valid resolution of the shareholder meeting under item 12, the resolution must be supported by shareholders representing not less than two thirds of the votes cast and the shares represented at the meeting.

### **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, together with the articles of association in the proposed new wording will be made available at Bactiguard's offices at Alfred Nobels Allé 150, 146 48 Tullinge and on Bactiguard's website at [www.bactiguard.se](http://www.bactiguard.se) not later than Thursday, 30 April 2015 and will be sent to any shareholder so requesting who also provides his/her address.

Stockholm, April 2015  
Bactiguard Holding AB (publ)  
*The Board of Directors*