

## 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 Wednesday, 15 May 2019 at 2:00 pm at the company’s headoffice at Alfred Nobels Allé 150 in Tullinge. Registration will commence at 1 pm.**

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

Shareholders wishing to participate in the Annual General Meeting must:

- be registered in the share register maintained by Euroclear Sweden AB (“Euroclear”) on Thursday, 9 May 2019, and
- provide notice to the company of their intent to participate in the shareholder meeting no later than Thursday, 9 May 2019. Notice must be given by post to Bactiguard Holding AB (publ), “AGM 2018”, 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 shareholder’s 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 no later than Thursday 9 May 2019. This means that the shareholder must notify the nominee of this in ample time prior to that date.

If 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 in 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 certify 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 of the board and the company's auditor
11. Resolution regarding the number of directors of the board and election of the directors of the board and auditors
12. Resolution regarding guidelines for compensation to senior management
13. Closing of the meeting

## **Proposals for resolutions**

### *Item 2 – election of a chairman for the Annual General Meeting*

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

### *Item 9b – 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 of the board and the company's auditor*

The Nomination Committee proposes that remuneration to board members elected by the Annual General Meeting be paid in the following amounts: SEK 400,000 to the Chairman of the Board and SEK 200,000 to each of the other members. For work as chairman of the Audit Committee, the Nomination Committee proposes a remuneration of SEK 100,000. For the chairman of the Remuneration Committee and for other committee members, no special remuneration is proposed. It is noted that the proposal means a reduction of the remuneration to the Chairman of the Board by SEK 100,000, in order to better reflect the remuneration to other Board members. Previously, remuneration to the chairman of the Remuneration Committee also amounted to SEK 100,000.

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

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

The Nomination Committee proposes that the Board shall consist of five members, the same number as the previous year. The Nomination Committee proposes re-election of Mia Arnhult, Christian Kinch and Jan Ståhlberg as well as new election of Professor Anna Martling and Thomas von Koch. The Nomination Committee further proposes that Jan Ståhlberg be re-elected as Chairman of the Board.

Marie Wickman-Chantereau and Svante Östblom have both declined re-election.

A report of the Nomination Committee's proposals 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 further proposes the re-election of the registered accounting firm Deloitte AB as the company's auditor for the period until the close of the next Annual General Meeting. Deloitte AB has provided notice that Therese Kjellberg will be appointed as auditor in charge.

*Item 12 – 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 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 managers 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 managers shall be offered a fixed salary at 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 managers may, from time to time, be offered variable compensation at 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 incorrect.

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

Other benefits may consist of 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, from 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 Wednesday, 22 May 2019 and will be sent to any shareholder so requesting who also provides his/her address.

### **Processing of personal data**

Bactiguard Holding AB (publ) is responsible for the processing of personal data carried out in connection with the Annual General Meeting. Information on how such personal data is processed can be found in the company's policy on the processing of personal data in connection with the Annual General Meeting, see:

<https://www.bactiguard.se/sites/default/files/css/privacy-notice-bolagsstammor-english.pdf>

Stockholm, April 2019

Bactiguard Holding AB (publ)

*The Board of Directors*