



## **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 ("AGM") to be held on Friday May 5, 2023, at 3 pm CEST. Registration will commence at 2 pm CEST.

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

Shareholders wishing to participate in the AGM must:

- be recorded in the share register maintained by Euroclear Sweden AB ("Euroclear") on Wednesday April 26, 2023 ("the record date"),
- provide notice to the company of their intent to participate in the shareholder meeting no later than Friday April 28, 2023. Notice must be given by post to Bactiguard Holding AB (publ), "AGM 2023", Box 15, 146 21 Tullinge, or by e-mail: [stamman@bactiguard.se](mailto:stamman@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.

### **Trustee-registered shares**

Shareholders who have their shares trustee-registered through a bank or other nominee, for example have their shares in a depository, must – in addition to registering their postal vote – temporarily request the shares to be re-registered in their own name so that the shareholder is entered in the share register no later than on the record date on April 26, 2023. Such registration may be temporary (so-called voting rights registration) and is to be requested with the trustee in accordance with the trustee's routines at such time in advance as decided by the trustee.

Voting rights registration made no later than Friday April 28, 2023 will be taken into account in the production of the share register as of the record date.

### **Power of attorney etc.**

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 [www.bactiguard.com](http://www.bactiguard.com). Shareholders may not vote or otherwise participate in the AGM unless physically present at the meeting.

If the power of attorney is issued on behalf of a legal entity, a certified copy of a registration certificate or corresponding document shall be appended to the postal form.

### **Proposed agenda**

1. Opening of the meeting
2. Election of Chairman of the meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of one or more persons to approve the minutes
6. Determination of whether the meeting was duly convened
7. Presentation of the annual report and auditor's report, the consolidated annual report and auditor's report for the Group and auditor's statement for remuneration to senior management
8. Resolutions regarding
  1. adoption of the income statement and balance sheet and the consolidated income statement and consolidated balance sheet
  2. allocation of the company's profit or loss according to the adopted balance sheet
  3. discharge from liability for the members of the Board of Directors and the CEO
9. Resolution regarding the number of Directors of the Board
10. Determination of the fees to be paid to the directors of the board and the company's auditor
11. Election of Directors of the Board, Chairman of the Board, Deputy Chairman of the Board and auditor
12. Presentation and resolution of the remuneration report
13. Resolution to authorize the Board of Directors to resolve to issue new shares, warrants or convertible loans
14. Closing of the meeting

### **Proposals for resolutions**

#### **Item 2 – Election of a Chairman for the AGM**

The Nomination Committee proposes lawyer Magnus Lindstedt to be, or in the event of his absence, the one the nomination committee appoints, elected as Chairman of the Annual General Meeting.

#### **Item 8b – Resolution regarding allocation of the company's loss according to the adopted balance sheet**

The Board of Directors proposes that no dividend should be paid for the financial year 2022.

## Item 9 – Establishment of the number of Directors of the Board and auditors

The Nomination Committee has proposed that the number of Directors of the Board shall be six.

## 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 AGM who are not employees of the Group (none of the nominated Board members are employed by the company) will be paid in the following amounts: SEK 750,000 to each of the Chairman of the Board and the deputy Chairman of the Board (unchanged), SEK 400,000 to each of the additional four Board members. No specific remuneration is proposed for the work in the additional committees.

The Nomination Committee's proposal entails an increase in the Board's total fee of SEK 400,000. The cost for the company increases because of increased number of Board members. The Deputy Chairman of the Board is important for continuity, which justifies that his fee is in line with the fee to the Chairman of the Board. The Nomination Committee considers it justified that the four other members receive a fee of the same amount, as they each contribute with solid competence in their respective areas.

The Nomination Committee proposes that fees will be paid to the company's auditor according to approved account.

Additional information on the Nomination Committee's proposals regarding remuneration is included in the Nomination Committee's statement.

## Item 11 – Election of the Board of Directors, Chairman of the Board, Deputy Chairman of the Board and company auditor

The Nomination Committee proposes re-election of Christian Kinch, Thomas von Koch, Anna Martling, Magdalena Persson and Jan Ståhlberg. The Nomination Committee proposes new election of Dr. Richard Kuntz. The Nomination Committee further proposes Thomas von Koch to be re-elected as Chairman of the Board and Christian Kinch be re-elected as Deputy Chairman of the Board.

A report of the Nomination Committee's proposals and statement as well as information regarding all the proposed Directors are available on Bactiguard's website [www.bactiguard.com](http://www.bactiguard.com).

The Nomination Committee further proposes, as recommended by the Audit Committee, 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 continue as auditor in charge.

More information on the Nomination Committee's proposals regarding the Board of Directors and auditor is included in the Nomination Committee's statement.

## Item 12 – Presentation and resolution of the remuneration report

The Board of Directors has compiled a remuneration report and proposes to the AGM to approve the report. The remuneration report is included in the supporting resolution documentation which are held available ahead of the AGM according to the information below.

Item 13 – Resolution to authorize the Board of Directors to resolve to issue new shares, warrants or convertible loans

The Board of Director proposes that the AGM resolves to authorize the Board of Director to, within the limits of the articles of association, until the next AGM, on one or more occasions, resolve to make an issue of shares, warrants and/or convertible loans according to following principles.

The issue may take place with or without deviation from the shareholders' pre-emptive rights. By decision on the basis of the authorization, a total of no more than a number of shares, exercise of warrants and/or in the conversion of convertibles corresponding to 10% of the total number of outstanding shares in the company at the time of the AGM's decision on the authorization (which does not prevent convertibles from being combined with conversion terms which, if applied, may result in a different number of shares).

The authorization includes the right to resolve that those shares will be issued against cash payment, payment in kind or payment by way of set-off and the issue may otherwise be subject to conditions as set out in Chapter 2, section 5, second paragraph, 1-3 and 5 of the Swedish Companies Act.

A cash issue or issue by way of set-off that takes place with deviation of shareholder pre-emption rights must take place on market terms. When using the authorization, the assessment made in this regard must be reported.

The reason for the proposal and the right to deviate from the shareholders' pre-emption rights is to allow flexibility in conjunction with the raising of capital or potential acquisitions. When using the authorization, the assessment made in connection with deviation from the shareholders' pre-emptive right must be reported.

The Board or its nominee, is entitled to decide on any minor changes in the authorization resolution that may be required when registering the resolution at the Swedish Companies Registration Office or due to other formal requirements.

## **OTHER INFORMATION**

### **Majority requirement**

To adopt valid resolutions of the shareholder meeting under item 13, the resolutions must be supported by shareholders representing not less than two thirds of the votes cast and the shares represented at the meeting.

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

At the time of the publication of this notice, there were a total of 35,043,885 shares in Bactiguard and 71,043,885 votes in the company, in the form of 4,000,000 Class A shares each entitling the shareholder to 10 votes and 31,043,885 Class B shares each entitling the shareholder to one vote. The company does not hold any shares in treasury.

### **The right to obtain information**

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 etc.

The Board's complete resolution, the Nomination Committee's resolution and justification, accounting documents, auditor's report, the auditor's opinion on whether the guidelines for remuneration to senior executives adopted by the AGM, the Board's remuneration report and other AGM documents are available at Bactiguard at the address Alfred Nobels allé 150, Tullinge, and on Bactiguard's website [www.bactiguard.com](http://www.bactiguard.com) no later than Friday April 14, 2023 and will be sent to the shareholders who request it from Bactiguard and state their address. The above documents are presented at the AGM by being made available on the company's website [www.bactiguard.com](http://www.bactiguard.com) where information on the proposed Board members also is available.

## Processing of personal data

Bactiguard Holding AB (publ) is responsible for the processing of personal data carried out in connection with the AGM. 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 AGM, see: <http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>

Stockholm in April 2023

Bactiguard Holding AB (publ)

The Board of Directors

*This is a translation of the Swedish original wording. In the event of deviations, the Swedish version available on the company's website [www.bactiguard.com](http://www.bactiguard.com) applies.*

## About Bactiguard

Bactiguard is a global med-tech company with a purpose to prevent infections. We provide safe, cost-effective, and easy-to-use infection prevention technology and solutions across five therapeutic areas – orthopedics, urology, intravascular/critical care, dental, and wound care.

Our unique technology is based on a thin noble metal coating that prevents bacterial adhesion and biofilm formation on medical devices. Bactiguard's solutions are biocompatible and make a positive impact by decreasing patient suffering, saving lives and healthcare resources, and fighting antimicrobial resistance, one of the most serious threats to global health and modern medicine.

Bactiguard operates through license partnerships with leading global med-tech companies, such as BD and Zimmer Biomet, differentiating their medical devices with our technology, and through the Bactiguard Infection Protection (BIP) product portfolio. BIP includes coated medical devices such as catheters and trauma implants, and wound healing products.

Bactiguard is headquartered in Stockholm, has production in Sweden and Malaysia, and around 210 employees. Listed on Nasdaq Stockholm, the company reported revenues of 253.5 MSEK in 2022 with sales across more than 40 countries.

Read more on [bactiguard.com](http://bactiguard.com)

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