

Press release April 24, 2019

# **RESOLUTIONS AT SEMCON'S ANNUAL GENERAL MEETING 2019.**

**Semcon's Annual General Meeting [AGM] was held on Wednesday April 24, 2019 at the company's head office on Lindholmsallén 2 in Göteborg, Sweden. The AGM took inter alia the following resolutions.**

## **Adoption**

The AGM adopted the parent company and consolidated income statements and balance sheets.

## **Dividend**

The AGM resolved in accordance with the Board's proposal to give a dividend of SEK 3.00 per share. In total the dividend amounts to SEK 52.3 million. The remaining disposable profit, around SEK 245 million, will be brought forward. The record date for the dividend is April 26, 2019 and payment is expected to be made on May 2, 2019.

## **Discharge from liability**

The AGM granted the Board of Directors and the CEO discharge from liability for the 2018 financial year.

## **Board members**

The AGM resolved that the Board of Directors will continue to comprise of five Directors elected by the AGM without deputy directors. The Annual General Meeting re-elected Tore Bertilsson, Jeanette Saveros and Karl Thedéen as board members. The Annual General Meeting elected Eva Elmstand and Carl Backman as new board members. Tore Bertilsson was re-elected as Chairman of the Board.

## **Remuneration to the Board of Directors and auditors**

The AGM resolved on a total remuneration of SEK 1,785,000 be paid to Board members elected by the Annual General Meeting, of which SEK 625,000 to the Chairman and SEK 290,000 to each of the other members elected by the Annual General Meeting. No additional fees will be paid for work on Board committees. The AGM also resolved that auditors' fees will be paid according to invoice.

**Auditors**

The AGM elected Ernst & Young AB as its registered auditing company until the end of the next AGM.

**Remuneration to senior executives**

Guidelines for remuneration to senior executives were adopted in accordance with the Board's proposal.

**Authorisation to issue new shares**

The AGM authorised the Board, until the next AGM, to resolve on new share issues, deviating from shareholders' preferential rights, of no more than 1,811,253 ordinary shares to allow the use of own shares as payment for acquisition activities. The subscription price shall correspond to the share's estimated market value.

**Authorisation on the acquisition and transfer of own shares**

The AGM authorised the Board, until the next AGM, to resolve on the acquisition of ordinary shares on the stock market within the applicable price interval or through directed offers to owners of ordinary shares, at a price equivalent to the market price with an addendum of no more than 20 per cent to improve the company's capital structure and to allow the use of own shares as payment for acquisition activities, or to ensure fulfilment of the company's commitments in the Performance-related Share Savings Scheme 2018. Acquisitions may, on each occasion, include up to a number of ordinary shares implying that the company after an acquisition, owns maximum ten per cent of the outstanding shares in the company.

The AGM also authorised the Board, until the next AGM, to resolve on the transfer of own shares, deviating from shareholders' preferential rights and outside the stock market, as payment for acquisition activities. Transfers may, on each occasion, be the entire number of own ordinary shares. The value of the payment should be equivalent to the estimated market value.

**For more information please contact:**

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