

Press release 7 May 2024
Hexatronic Group AB (publ)
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Bulletin from Annual General Meeting in Hexatronic Group AB (publ)

The following resolutions, amongst other, were passed at the Annual General Meeting (the “AGM”) of Hexatronic Group AB (publ) (“Hexatronic” or the “Company”) held today on 7 May 2024 in Gothenburg, Sweden.

Adoption of Income Statement and Balance Sheet for the Financial Year 2023 and Discharge from Liability

The AGM adopted the income statements and the balance sheets, respectively, for the Company and the group for the financial year 2023 and as of 31 December 2023, respectively. The members of the Board of Directors and the CEO were discharged from liability for the financial year 2023.

Allocation of Profits

The AGM resolved, in accordance with the Board of Directors’ proposal, that no dividend shall be distributed and that the result shall be carried forward.

Election of Board Members, Auditors, and Fees to the Board of Directors and Auditors

The AGM resolved that the number of shareholder-elected members of the Board of Directors shall be seven without deputies and that the number of auditors shall be one registered accounting firm without deputy auditors.

The AGM resolved, for the period until the next Annual General Meeting, to re-elect Erik Selin, Helena Holmgren and Jaakko Kivinen and to elect Diego Andersson, Linda Hernström, Magnus Nicolin and Åsa Sundberg as members of the Board of Directors. Magnus Nicolin was elected as Chairman of the Board of Directors.

The registered accounting firm Öhrlings PricewaterhouseCoopers AB was re-elected as the Company’s auditor for the period until the end of the next Annual General Meeting and it was noted that Johan Malmqvist will act as auditor in charge.

The AGM resolved that fees to members of the Board of Directors shall be paid with SEK 1,000,000 to the Chairman of the Board of Directors and SEK 365,000 to the other members of the Board of Directors. It was further resolved that fees to the Chairman of the Audit Committee shall be paid with SEK 140,000 and SEK 80,000 to member of the Audit Committee.

The AGM resolved, if the Board of Directors establishes a Remuneration Committee, that fees to the Chairman of the Remuneration Committee shall be paid with SEK 80,000 and SEK 40,000 to member of the Remuneration Committee, and that the fees to the auditor shall be paid in accordance with approved statement of costs.

Principles for the appointment of the members of the Nomination Committee

The AGM resolved to adopt new principles for the appointment of the members of the Nomination Committee in accordance with the Nomination Committee’s proposal.

Approval of the Board of Directors' remuneration report

The AGM resolved to approve the Remuneration Report for the financial year 2023.

Adoption of a long-term performance-based share savings programme

The AGM resolved, in accordance with the Board of Directors' proposal, to adopt a long-term performance-based share savings programme for the group's management team, other senior executives and other key employees employed in Sweden (LTIP 2024). The AGM further resolved on a directed issue of not more than 1,343,596 convertible shares of series C, as a result of which the share capital may increase by a maximum of SEK 13,435.96, authorisation for the Board of Directors to resolve on repurchases of all issued redeemable and convertible shares of series C and approval of transfer of own ordinary shares to participants. Outstanding rights to shares under previous long-term incentive programmes and LTIP 2024 amount to approximately 2.91 per cent of the Company's total number of outstanding shares upon full exercise.

Adoption of a long-term incentive programme for the group's employees outside of Sweden

The AGM resolved, in accordance with the Board of Directors' proposal, to adopt a long-term incentive programme (Warrant Programme 2024) directed to the group's employees outside of Sweden and on a directed issue free of charge to the subsidiary Proximion AB of a total of not more than 442,500 warrants with the right for participants to subscribe for a total of not more than 442,500 shares. Proximion AB shall handle the warrants in accordance with the terms of the Warrant Programme 2024 and transfer the warrants to participants free of charge. Based on the existing number of ordinary shares in the Company, the Warrant Programme 2024, upon full exercise of all 442,500 warrants, entails a dilution corresponding to approximately 0.22 per cent of the capital and votes related to ordinary shares.

Resolution to authorise the Board of Directors to resolve on the acquisition and transfer of own shares

The AGM resolved, in accordance with the Board of Directors' proposal, to authorise the Board of Directors, on one or several occasions until the end of the next Annual General Meeting, to resolve to acquire the Company's own ordinary shares. Furthermore, the AGM authorised the Board of Directors, for the period until the end of the next Annual General Meeting, on one or several occasions, to resolve to transfer the own ordinary shares held by the Company at the time of the Board of Directors' resolution on transfer. Ordinary shares may be acquired to the extent that the Company's holding of its own shares does not exceed one tenth of the Company's total outstanding shares (regardless of share class).

The purpose of the authorisation is to give the Board of Directors the opportunity to adapt the Company's capital structure to its capital needs and thereby, among other things, be able to use the repurchased ordinary shares as a means of payment for the acquisition of companies.

The possibility of deviation from the shareholders' preferential rights when transferring own ordinary shares is justified by the fact that transfer of ordinary shares over Nasdaq Stockholm or otherwise with deviation from preferential rights for shareholders can take place with greater speed, flexibility and is more cost-effective than transfer to all shareholders.

Resolution to authorise the Board of Directors to resolve on new issues of shares, warrants and/or convertibles

The AGM resolved, in accordance with the Board's proposal, to authorise the Board of Directors, on one or several occasions and with or without shareholders' preferential rights, until the end of the next Annual General Meeting, to resolve on new issues of shares, warrants and/or convertibles of

not more than ten (10) per cent of the registered share capital in the Company at the time of the issue resolution. An issue may be carried out as a cash, in kind or set-off issue.

Deviation from the shareholders' preferential rights shall only be possible in connection with company acquisitions. If the Board of Directors resolves on an issue with deviation from the shareholders' preferential rights, the rationale shall be that the Company quickly needs access to capital in the event of a company acquisition or alternatively needs to pay with the Company's shares, warrants and/or convertibles.

Adoption of guidelines for remuneration to senior executives

The AGM resolved, in accordance with the Board of Directors' proposal, to adopt new guidelines for remuneration to senior executives.

For more information, please contact:

Henrik Larsson Lyon, CEO Hexatronic Group, +46 706 50 34 00
Pernilla Lindén, CFO Hexatronic Group, +46 708 77 58 32

The information was submitted for publication, through the agency of the contact persons set out above, at 19:00 CEST on 7 May 2024.

Hexatronic creates sustainable networks all over the world. We partner with customers on four continents – from telecom operators to network owners – and offer leading, high-quality fiber technology for every conceivable application. Hexatronic Group (publ.) was founded in Sweden in 1993 and the Group is listed on Nasdaq OMX Stockholm. Our global brands include Viper, Stingray, Raptor, InOne, and Wistom®.