

Press Release
22 May 2024 18:40:00 CEST

Summary from Annual General Meeting of Sdiptech AB (publ)

The shareholders of Sdiptech AB (publ) (the “Company”) gathered in Stockholm, Sweden, on Wednesday 22 May 2024 for the Annual General Meeting (the “Meeting”).

The income statements and balance sheets for the Company and the group were approved and the Board of Directors and the Managing Director were discharged from liability for the financial year 2023.

In accordance with the proposal of the Board of Directors, the Meeting resolved on a dividend of SEK 8.00 per preference share to be paid quarterly with SEK 2.00 per preference share. Record dates for dividends on the preference shares are 14 June 2024, 13 September 2024, 13 December 2024, and 14 March 2025. The Meeting resolved that no dividends shall be paid on ordinary shares of series A or B and that the remaining accumulated results instead are carried forward on new account.

In accordance with the proposal by the Nomination Committee, the Meeting resolved (i) that the Board of Directors shall consist of five members (ii) the re-election of Johnny Alvarsson, Birgitta Henriksson and Jan Samuelson, and the new election of Kristina Schauman and Joakim Landholm as members of the Board of Directors, and (iii) the re-election of Jan Samuelson as new Chairman of the Board of Directors.

In accordance with the proposal by the Nomination Committee, the Meeting resolved that a total fee of SEK 2,090,000 is to be paid to the Board of Directors, of which SEK 305,000 shall be paid to each Board member and SEK 870,000 to the Chairman of the Board. The Meeting resolved further that for the Company’s Audit Committee, a fee of SEK 195,000 is to be paid to the chairman and a fee of SEK 65,000 to be paid to each member (one to two members). For the Company’s Investment Committee, a fee of SEK 50,000 was decided to be paid to the chairman and a fee of SEK 50,000 to be paid to each member (one to two members). For the Company’s Remuneration Committee, a fee of SEK 40,000 was decided to be paid to the chairman and a fee of SEK 20,000 to be paid to each member (one member).

In accordance with the proposal by the Nomination Committee, the registered accounting firm PwC Sweden was re-elected as the auditor of the Company, with the authorised public accountant Anna Rosendal as the auditor in charge. The auditors’ fee shall be paid upon approval of their invoice.

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The Meeting passed a resolution in accordance with the proposal of the year's Nomination Committee to authorize the Chairman of the Board of Directors to contact the largest shareholders by vote as of 30 September 2024 and ask these shareholders to appoint members who would constitute the Nomination Committee. The Nomination Committee shall consist of three members. The chairman of the board shall be an adjunct member of the Nomination Committee and be the convener of the Nomination Committee's meetings.

The Meeting approved the board's remuneration report and approved the Board of Directors' proposal regarding guidelines for remuneration to senior management.

The Meeting approved the Board of Directors' proposal to authorize the Board to decide, until the next annual general meeting, with or without deviation from the shareholders' preferential rights, on one or several occasions resolve to issue ordinary shares, convertible instruments and/or warrants. Payment may be made in cash and/or with in kind or by way of set-off, or other conditions. The total increase of the number of ordinary shares, which includes issuance, conversion or subscription for new shares, may – where it entails a deviation from the shareholders' preferential rights – correspond to a dilution of a maximum of 10 percent of the current number outstanding ordinary shares, adjusted for any splits or similar. The authorization shall primarily be used for the purpose of acquisitions or financing thereof.

The Annual General Meeting resolved, in accordance with the Board's proposal, to adopt a long-term performance based share program which can include not more than 50 employees within the Sdiptech group. The participants are required to invest in the group by investing in class B shares in Sdiptech AB (publ) ("Saving Shares"). The participants will thereafter be granted the opportunity to receive class B shares free of charge, so called "Performance Shares". For each Saving Share, the company will grant participants a right to Performance Shares, entailing the right, provided that certain conditions are fulfilled, to receive up to three Performance Shares free of charge. In addition to the requirement for the participant's maintained employment and a retained Saving Share investment during the Vesting Period, certain conditions relating to the group's adjusted EBITA growth per average outstanding ordinary share have also been adopted. Such growth shall, with certain exceptions in case of any extraordinary circumstances, be calculated on the basis of Sdiptech group's annual reports for the financial years 2024, 2025 and 2026. The board of directors or the remuneration committee will resolve on the number of Saving Shares that each participant shall be entitled to invest in the share program, which shall be no less than 100 Saving Shares and no more than 3,000 Saving Shares, however in total aggregate no more than 30,000 Saving Shares.

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The rationale for the share program is to create conditions for motivating and retaining competent employees of the Sdipotech group as well as for the promotion of the company's business strategy, long term interest and a sustainable business, and for the alignment of the targets of the employees with those of the company, as well as to increase the motivation of meeting and exceeding Sdipotech's financial targets.

The proposals by the board of directors on a directed issue, repurchase of own shares and transfer of own shares, respectively, to ensure delivery of shares in the company under the share program were not approved by the general meeting. In order to ensure delivery of shares to the participants in the share program, the board of directors may enter into a swap agreement with a third party.

For additional information, please contact:

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About Us

Sdipotech is a technology group that acquires and develops market-leading niche operations that contribute to creating more sustainable, efficient and safe societies. Sdipotech has approximately SEK 5,000 million in sales and is based in Stockholm.

Sdipotech's common shares of series B are traded on Nasdaq Stockholm under the short name SDIP B with ISIN code SE0003756758. Sdipotech's preferred shares are traded under the short name SDIP PREF with ISIN code SE0006758348. Further information is available on the company's website: www.sdipotech.com