

Complementing information ahead of the AGM 2023 in Nepa

The Board of Directors in Nepa AB has been informed that Elementa and Ulrich Boyer with companies, together controlling approximately 35.4 percent of the capital and votes in Nepa AB (publ), will present an alternative proposal regarding board composition, remuneration and dividend, to the AGM on June 9th, 2023.

In summary, the notice to the AGM, published on 9 May, 2023, includes the following proposal for Board composition and remuneration:

Board members and remuneration (as presented by the Nomination Committee):

- Re-election of Katarina Bonde, Ulrich Boyer, Dan Foreman and Anne Årneby, and new election of Erik Forsberg ([link to full presentation of Board members in Swedish](#)).
- Remuneration of 250,000 SEK to board members not employed by the company, and SEK 500,000 to the Chairman of the Board.

Dividend proposal (as presented by the Board of Directors):

- The Board of Directors propose a dividend of SEK 0.56 per share, to be paid out to shareholders on or about 16 June, 2023, as part of the earnings disposition presented in the Annual report 2022, which is approved by the company's auditors, KPMG AB.

The alternative proposal, presented by the Elementa and Ulrich Boyer with companies, is attached in full below.

The largest shareholders in Nepa AB propose a new board composition and increased dividend to the AGM 2023

Elementa and Ulrich Boyer with companies, together controlling approximately 35.4 percent of the capital and votes in Nepa AB (publ), present a new proposal of board members, remuneration, and dividend to the AGM on June 9th, 2023.

The new proposal is as follows:

- The board shall contain four board members with no deputies.
- Re-election of Ulrich Boyer and Dan Foreman.
- New election of Carl-Fredrik Meijer and Adam Lytle.
- Dan Foreman to be elected as Chairman of the Board.
- Remuneration per non-executive board member and Chairman of SEK 200,000 per year.

- Increase the dividend to SEK 1.23 per share (unchanged from 2021) from the previously proposed SEK 0.56 per share.

Elementa and Ulrich Boyer with companies both support the long-term incentive program (LTIP 2023) communicated in the notice to the AGM.

A short presentation of the proposed board members follows below. Dan Foreman, Carl-Fredrik Meijer, and Adam Lytle are all considered independent in relation to the company and its shareholders. Ulrich Boyer is not independent in relation to the company, Group Management, or major shareholders. The proposed board, therefore, fulfills the external requirements for independence.

Ulrich Boyer and Elementa assess that the proposed board has the documented experience to be able to handle the company's challenges. The new election of Carl-Fredrik Meijer and Adam Lytle adds complementary knowledge of financial reporting, steering, and governance.

Dan Foreman (re-election)

Board member in Nepa since 2022.

Born: 1974

Education: BSc in Psychology and Mathematics, University of Leicester, UK.

Other current assignments: Chairman in ZI Group Limited and Bakamo Limited, board member in VST Ltd, Dalia GmbH, Veylinx B. V., MindProber, SA, and Phebi Ltd.

Experience: Former President of ESOMAR (first President under 40), founder of TEDxRoyalTunbridgeWells (audience of +8m people), winner of professional awards, a frequent business school guest speaker and main speaker at industry events (Dan has spoken in front of more than 500,000 people on all continents). He specializes in tech and growth markets and has helped organizations grow from startup phase to multimillion businesses. Previous board member in Course5 Intelligence Limited, Majestic Research Services and Solutions Private Limited, eYeka, and Haystack NV.

Shares in Nepa: -

Ulrich Boyer (re-election)

Co-founder of Nepa. Board member since 2011. Chairman of the Board/board member in Nepa Sweden AB since 2005.

Born: 1963 in Germany.

Education: MSc in Economics, CAU, Kiel, Germany.

Other current assignments: Chairman in Purply AB, Purply Foundation Holding AB, and ECI Media Management AB. Board member in Abmit Kivelmuh AB, Timba Holding AB, and Anderssons Glas i Nyköping AB.

Experience: Chairman in Adoveo AB and People in Store AB. Founder and CEO of MediaTaktik 1995-2001. CEO of Nordisk Media Analys 2006-2009. Founder of ECI Media Management 1990-now. Co-founder of Nepa 2006-now, Founder of Purply AB 2017- now.

Shares in Nepa: 1.496.396 (1.446.260 direct, 50.136 indirect).

Carl-Fredrik Meijer (new election)

Born: 1980

Education: Technology Management Engineer, Lunds Tekniska Högskola, Sweden, and BSc in Corporate Finance, Ekonomihögskolan i Lund, Sweden.

Other current assignments: CFO at Green Landscaping Group AB (publ), Chairman and board member in various subsidiaries of the Green Landscaping Group AB (publ).

Experience: Carl-Fredrik has 15 years of experience in financial, strategic, and business development positions in both Sweden and abroad. Carl-Fredrik has for the last ten years been part of building Green Landscaping Group AB (publ) of which the latest 8 years as CFO. Former employers include PwC, Coor Service Management AB (publ), and BearingPoint.

Shares in Nepa: -

Adam Lytle (new election)

Bord: 1979

Education: MSc in Finance, Stockholm School of Economics, and 3 years of engineering studies at The Royal Institute of Technology, Stockholm.

Other current assignments: Private investor as well as advisor to senior management teams and owners.

Experience: Adam has 18 years of experience in private equity and investment banking at J. P. Morgan, AEA Investors, and Polaris Private Equity. He has been part of building companies such as Distrikstandvården, Humana, Gas Control Equipment, Sparrows Group, Lonestar Group, and NES Fircroft.

Shares in Nepa: -

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About Nepa

Nepa, a leader in Brand Experience and Marketing Optimization, helps some of the world's most reputable brands drive growth through data. This is achieved by combining first-class research, cutting-edge technology, deep expertise, and innovative solutions. Headquartered in Stockholm, Sweden, with offices in Norway, Finland, Denmark, UK, USA and India, the company is listed on the Nasdaq First North Growth Market and has been publicly traded since 2016.

Redeye AB is Nepa's Certified Adviser. Full contact details are available at nepa.com/investor-relations.

This information is information that Nepa is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact persons set out above, at 2023-05-29 10:00 CEST.

Press Release
29 May 2023 10:00:00 CEST



Attachments

[Complementing information ahead of the AGM 2023 in Nepa](#)