



PRESS RELEASE

10 April 2024 16:00:00 CEST

# Notice of Annual General Meeting

Stille AB (publ) herby gives notice to attend the Annual General Meeting at Eskilstunavägen 34, 644 30, Torshälla, on May 8th, 2024, at 13.00.

## Right to participate

To participate in the Annual General Meeting, one must be recorded as shareholder in the share register maintained by Euroclear Sweden AB on April 29th, 2024, and no later than May 2nd, 2024, at 12.00, to register their participation in the Annual General Meeting to the company.

Shareholders who have their shares registered in the name of a nominee must request the nominee to enter the shareholder into the share register. The shareholder must request the nominee in good time so that the shareholder is entered in the share register kept by Euroclear Sweden AB as of May 2nd, 2024. Registration in this way may be temporary.

## Documents, etc.

The shareholders are recalled of their right to request information in accordance with chapter 7, Section 32 of the Swedish Companies Act. The Annual report and complete documents will be available with the company, as well as [www.stille.se](http://www.stille.se), at the latest three weeks prior to the meeting and sent to shareholders, and at no cost to the recipient, upon request and provision of their postal address. The annual report will be available on the company's website. The documents will also be available at the meeting.

## Registration

Registration to participate in the Annual General Meeting can be made by mail to Stille AB, Ekbacken 11, Attn: Annual Meeting 2024, 644 30 Torshälla, and via e-mail: [agm@stille.se](mailto:agm@stille.se) or phone +46 (8) 588 58 000.

In providing such notice, the shareholder is required to state name, personal registration number or corporate registration number, address, phone number and, in some cases, information about the proxy. Shareholders that wish to be represented by proxy must issue a written dated authorization form for the proxy. Such forms are available at [www.stille.se](http://www.stille.se). The proxy, in its original, should be sent to the company. The proxy must submit a copy of the certificate of registration or an equivalent certificate of authority that displays the authorized signatories. Assistants accompanying shareholders are allowed to the meeting only if the shareholder registers the number of assistants, at most two, in accordance with the registration guidelines.

## Agenda

1. Opening of the Meeting.
2. Election of Chairman of the Meeting.
3. Election of Secretary of the Meeting.
4. Verification of the voting list.
5. Approval of the agenda.
6. Election of one or two adjusters.
7. Determination of whether the Meeting has been duly convened.
8. President's presentation of the Annual Report and Auditor's Report as well as the consolidated accounts and Auditor's Report on the consolidated accounts for 2023.
9. Decision regarding:
  - a. adoption of the Income Statement and Balance Sheet and the Consolidated Income Statement and Consolidated Balance Sheet,
  - b. disposition of the Company's profits,
  - c. resolution regarding discharge from liability of the Board members and of the President.
    - i. Lars Kvarnhem
    - ii. Stefan Tell
    - iii. Thomas Anderzon
    - iv. Karin Fischer (Board Member until 2023-05-05)
    - v. Yonna Olsson
    - vi. Per Carlsson (Board Member from 2023-05-05)
    - vii. Sirpa Mäkipää (Employee representative)
    - viii. Torbjörn Sköld (President from 2023-03-20)
    - ix. Hanna Ernestam Wilkman (President until 2023-01-19)
10. Determination of the number of Board members and deputy Board members, as well as Auditors and Deputy Auditors to be elected by the Meeting.
11. Determination of the remuneration to the Board members and Auditors.
12. Chairman of the Board provides information on what other assignments the Nominees' to the Board of Directors have in other companies.
13. Election of Board members, Chairman of the Board and Auditors.
14. Resolution on the principals for appointing the Nomination Committee.
15. Resolution on Remuneration Policy for senior executives.
16. Resolution on authorization to the Board of Directors to issue new Shares.
17. Resolution on an amendment to the articles of association.
18. Closing of the Meeting.

## Proposals for decisions to the Annual General Meeting

The Board of Directors and the Nomination Committee, elected in line with the resolution of the Annual General Meeting on May 5th, 2023, proposes the following to the Annual General Meeting:

### Election of Chairman of the Meeting (item 2).

The nomination committee proposes Lars Kvarnhem to be elected Chairman of the Annual General Meeting.

### Disposition of the Company's profits (item 9 b)

The Board of Directors proposes that the Annual General Meeting resolves that the company's results shall be balanced carried forward and that no dividend shall be paid for the financial year 2023.

#### **Determination of the remuneration to the Board members and Auditors. (item 11)**

The Nomination Committee's proposal;

- Remuneration for members of the Board is proposed to SEK 145.000 (135.000) per year.
- Remuneration for Chairman of the Board is proposed to SEK 375.000 (340.000) per year.
- Auditors shall be remunerated on current account.

#### **Election of Board members, Chairman of the Board and Auditors. (item 13)**

##### **Board Members and Chairman**

- The nomination committee proposes that the board of director shall consist of six (6) board members elected by the general meeting, with no deputies.
- Stefan Tell and Thomas Anderzon has declined reelection.
- Board Members Lars Kvarnhem, Per Carlsson, Victor Steien and Yonna Olsson are proposed for reelection.
- Jens Viebke is proposed for new election.

Proposed for new election:

Jens Viebke has extensive experience in the healthcare market as a senior executive in strategy, business development, research, and development within several international companies such as GE Healthcare, Pharmacia & Upjohn, and Getinge. Jens holds a PhD in polymer technology from the Royal Institute of Technology and an Executive MBA from the Stockholm School of Economics.

- Lars Kvarnhem is proposed to be elected Chairman.

##### **Auditors**

- Current Auditor, Rådek AB with Johan Rudengren as the principal Auditor, are proposed for reelection.

#### **Resolution on the principals for appointing the Nomination Committee (item 14)**

- Unchanged from current principles, i.e.;

The Nomination Committee should consist of three members representing the three shareholders with the greatest number of shares who are willing to be part of the nominations committee, as well as the chairman of board. The Nomination Committee shall be appointed during the fourth quarter on the basis of their shareholding by the end of the third quarter. The Nomination Committee shall leave proposal for the Annual General Meeting regarding election of Board Members and Chairman, occasionally, the election of Auditors, remuneration of the Board of Director and Auditor's, proposal regarding Chairman of the Annual General Meeting, and the principles of which the Nomination Committee should be appointed.

#### **Resolution on Remuneration Policy for senior executives (item 15)**

The Board of Director proposes to the Annual General Meeting to approve the Board's proposal regarding remuneration policy for senior executives in accordance with the following:

Remuneration of the President and other senior executives is comprised of a basic salary, short-term variable remuneration, pension benefits and other benefits. All pension benefits are defined-contribution based. Short-term variable remunerations are decided by the Board of Directors.

The distribution between the basic wage and, at times, the short-term variable remuneration, should be in proportion with the executive's responsibilities and authority. The short-term variable remuneration is for the President maximized at 40 percent of the annual salary. For other senior executives, it is maximized to 0-30 percent of the annual salary. The variable remuneration for the President and other senior executives is based on the outcome of a number of quantitative parameters, compared to their targets. The quantitative parameters are related to the development of the company's operations and each business year's prioritized matters.

In such events where a member of the board is employed by the company, outside of his or her role as a board member, a market-oriented cash compensation be paid according to the decision of the Board of Directors.

The Board of Directors may deviate from the policy in individual cases in special circumstances.

#### **Resolution on authorization to the Board of Directors to issue new Shares (item 16)**

The Board of Directors proposes the Annual General Meeting to authorize the Board of Directors to, on one or more occasions until the next Annual General Meeting, issue new shares in the company. Such issuance may deviate from the shareholder's preferential rights. The issuance of new share may only increase the total number of shares by 900.000, meaning around 10% of the total number of shares as per the day of this notice. This authorization is to include the right to issue shares with cash payment, payment by contribution in kind or payment by way of set-off, and otherwise subject to conditions as set out in Chapter 2, section 5, second paragraph 1-3 and 5 of the Swedish Companies Act. The reason for deviating from the shareholder's preferential rights is that the company should, in case of an acquisition, be given the opportunity to gain one or more owners of strategic importance for the company. The share price of new shares shall be made through a judgement of the market value of the shares. The Annual General Meeting is also proposed to authorize the Board of Directors, the President and whoever the Board of Directors authorize, to make minor adjustments necessary to register the decision with the Swedish Companies Registration Office.

#### **Resolution on an amendment to the articles of association (item 17)**

The Board of Directors proposes that the Annual General Meeting resolves to amend the articles of association, mainly in accordance with the following.

Through an amendment to the Swedish Companies Act (2005:551), which came into force on January 1, 2024, general meetings are allowed to be conducted entirely digitally. The board of directors believes that it is beneficial for the company and its shareholders if it also is possible for the company to conduct general meetings either digitally or by allowing both digital and physical presence at the general meeting. To enable this, the board of directors proposes that the meeting resolves to amend § 11 of the articles of association to allow the board of directors to resolve that general meeting may be held digitally, to resolve on proxy collection, to resolve on postal voting as well as other, in accordance to the board of directors, necessary adjustments.

Current wording:

**§ 11 NOTIFICATION OF SHAREHOLDERS' AND ASSISTANTS' PARTICIPATION IN THE ANNUAL GENERAL MEETING**

*Shareholders who wish to participate in the annual general meeting must notify the Company of their intention to attend the annual general meeting no later than the date specified in the notice convening the annual general meeting. This day may not be a Sunday, other public holiday, Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve and may not fall earlier than the fifth weekday before the meeting. Assistants to shareholders may be brought to the Annual General Meeting only if the shareholder notifies the company of the number of assistants in the manner stated above for notification of the shareholder's attendance.*

Proposed new wording:

**§ 11 PARTICIPATION IN GENERAL MEETINGS**

*Shareholders who wish to participate in a general meeting must notify the company of their intention to attend the meeting no later than the date specified in the notice convening the meeting. This day may not be a Sunday, other public holiday, Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve and may not fall earlier than the fifth weekday before the meeting. Assistants to shareholders may be brought to the general meeting only if the shareholder notifies the company of the number of assistants in the manner stated above for notification of the shareholder's attendance.*

*The board of directors may collect proxies at the company's expense in accordance with the procedure set out in Chapter 7, Section 4, second paragraph of the Swedish Companies Act. The board of directors may, prior to a general meeting, decide that the shareholders shall be able to exercise their voting rights by post in accordance with the procedure set out in Chapter 7, Section 4 a, second paragraph, of the Swedish Companies Act. The board of directors may, in accordance with what is stated in Chapter 7, Section 15, first paragraph of the Swedish Companies Act, decide that general meetings shall be held digitally.*

**Majority requirements**

A resolution under items 16 and 17 will not be valid unless supported by shareholders representing at least two thirds of both the votes cast and the shares represented at the general meeting.

**Number of shares and voting rights**

The total number of shares in the company as of the date of this notice is 8 985 447 representing a total of 8 985 447 voting rights. As of that date the company does not own any of its own shares.

**Processing of personal data**

For information on how your personal data is processed, please see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Torshälla, April 10th, 2024.

**Contact Details**

**The Board of Directors of Stille AB**

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## About Us

**Stille AB (publ) develops, manufactures and markets medical devices** for surgeons across the world. Stille was founded in 1841 and is one of the world's oldest medical device companies. Stille's main business areas are surgical instruments and c-arm tables. Stille's surgical instruments are mostly used during different kinds of open surgery. During minimal invasive procedures, the c-arm tables imagiQ2 and Medstone are key products. The company has a strong brand and products of a renowned high-quality. The share is listed on First North Growth Market under the acronym "STIL" with Eminova AB as Certified Adviser, Eminova Fondkommission AB, + 46 8 684 211 10, [adviser@eminova.se](mailto:adviser@eminova.se). For more information, visit [www.stille.se](http://www.stille.se).