



## **Announcement from Acarix's annual general meeting**

**The annual general meeting 2023 ("AGM") of Acarix AB ("Acarix" or the "Company") was held today on 11 May 2023 in Stockholm and the following resolutions were passed by the meeting.**

### **Adoption of the income statement and the balance sheet**

The AGM resolved to adopt the income statement and the balance sheet in Acarix and the consolidated income statement and the consolidated balance sheet.

### **Allocation of profit**

The AGM resolved not to pay any dividend to the shareholders and that the previously accrued profits, including the share premium account and year result would be carried forward.

### **Discharge from liability**

The board of directors and the CEO were discharged from liability for the financial year 2022.

### **Election of the board of directors, auditor and remuneration**

The AGM resolved, in accordance with the nomination committee's proposal, that the board of directors shall consist of five directors and no deputy directors. The AGM further resolved that the number of auditors shall be one registered audit firm.

It was further resolved, in accordance with the nomination committee's proposal that the remuneration is to be SEK 1,200,000 in total and shall be paid to the board of directors and the members of the established committees as follows (SEK 1,000,000) previous year):

- SEK 400,000 (SEK 400,000) to the chairman and SEK 200,000 (SEK 200,000) to the other directors; and
- SEK 0 (SEK 0) to the chair of the audit and remuneration committee and the other members of the committees, respectively.

It was further resolved that remuneration to the auditor shall be paid in accordance with approved invoices.

The AGM resolved, in accordance with the nomination committee's proposal, to re-elect Marlou Janssen-Counotte, Ulf Rosén, Fredrik Buch and Philip Siberg as directors, and to elect Mikael Thorén as new director. Philip Siberg was re-elected as chairperson of the board.



Öhrlings PricewaterhouseCoopers AB was re-elected as the Company auditor. Öhrlings PricewaterhouseCoopers has announced that Cecilia Andrén Dorselius will continue to act as main responsible auditor.

### **Principles for the nomination committee**

It was resolved to adopt principles for the nomination committee in accordance with the nomination committee's proposal (unchanged from previous year).

### **Amendments of the Company's articles of association**

It was resolved, in accordance with the board of directors' proposal, to amend the articles of association regarding the limits for the share capital and the limits for the number of shares.

### **Authorization for the board to issue shares, convertibles and/or warrants**

The AGM resolved to authorize the board of directors during the period up until the next annual general meeting, on one or more occasions, to resolve to issue shares, convertibles and/or warrants, with or without preferential rights for the shareholders, in the amount not exceeding twenty (20) percent of the total number of shares in the Company at the time of the annual general meeting, to be paid in cash, in kind and/or by way of set-off.

The purpose for the board to resolve on issuances with deviation from the shareholders preferential rights in accordance with the above is primarily for the purpose to raise new capital to increase flexibility of the Company or in connection with acquisitions.

Issuances of new shares under the authorization shall be made on customary terms and conditions based on current market conditions. If the board of directors finds it suitable in order to enable delivery of shares in connection with a share issuance as set out above it may be made at a subscription price corresponding to the shares quota value.

### **Resolution regarding employee stock option program 2023/2027 for senior executives other employees and some consultants in the Company and the group in Sweden, Denmark, Germany and USA**

The AGM resolved, in accordance with the board of directors' proposal, to establish an employee stock option program for senior executives, other employees and some consultants within the Company and the group in Sweden, Denmark, Germany and USA through issue of 10,700,000 employee stock options (the "**Employee Stock Option Program 2023/2027**"). The employee stock options shall entitle to subscription of new shares in the Company.

Each stock option confers the holder a right to acquire one new share in the Company against an exercise price corresponding to 130 percent of the average volume weighted price for the Company's share as quoted on Nasdaq First North Premier Growth Market during the period from and including 27 December 2023 up to and including 10 January 2024.



The Employee Stock Option Program 2023/2027 shall be offered, at one or several occasions, to (i) all existing and future senior executives and other employees and some consultants in the group's business in USA until and including 15 January 2024 and (ii) the existing and future key individuals that (personally or through companies) work in the group's business in Sweden, Denmark, Germany or USA as of the mentioned date and who are selected by the board of directors based on their importance for the group.

Stock options offered to the categories above which are not accepted by the categories above, can later be offered to existing (who does not subscribe their full offered share) and future senior executives or other employees in the group in Sweden, Denmark, Germany and USA within the framework of the principles for allotment.

The allotted stock options will be vested over a three-year period in accordance with the following:

- a. 40 percent of the allotted stock options will be vesting on 31 January 2024; and
- b. 60 percent of the allotted stock options will be vesting in linear quarterly instalments from 1 February 2024 up to and including 1 March 2027.

The holder can exercise allotted and vested stock options during the period from the vesting date up to and including 31 May 2027.

In order to enable the Company's delivery of shares under the Employee Stock Option Program 2023/2027 as well as to hedge ancillary costs, primarily social security contributions, the AGM resolved, in accordance with the board of directors' proposal, on a directed issue and transfer of a maximum of 10,700,000 warrants of series 2023/2027. The Company's share capital may increase with a maximum of SEK 107,000

Each warrant entitles to subscription of one new share in the Company during the period from 15 January 2024 up to and including 31 May 2027.

Each warrant entitles to subscribe for one new share in the Company against cash payment at a subscription price corresponding to 130 percent of the average volume weighted price for the Company's share as quoted on Nasdaq First North Growth Market during the period from and including 27 December 2023 up to and including 10 January 2024.

The maximum dilution of Employee Stock Option Program 2023/2027 is estimated to be a maximum of approximately 2.79 percent, assuming full subscription and exercise of all warrants offered and outstanding. The maximum dilution of Employee Stock Option Program 2023/2027 plus the other outstanding incentive programs in the Company is estimated to be a maximum of approximately 5.38 percent, assuming full subscription and exercise of all warrants offered and outstanding.

### **Approval of the board of directors' resolution to issue shares**



The AGM resolved to subsequently approve the board of directors' resolution to issue a maximum of 2,300,000 shares, without preferential rights for the Company's shareholders.

The total increase of the Company's share capital can amount to a maximum of SEK 23,000.

The subscription price for the new shares shall be SEK 0.45 per share, in total SEK 1,035,000 if all shares are subscribed for. The premium amount shall be contributed to the unrestricted premium reserve.

Right to subscribe for the new shares, without the shareholders' preferential rights, shall belong to Poncasa Holding AB.

Subscription shall be made on a subscription list no later than on 5 April 2023. The board of directors is entitled to extend the subscription period.

Payment for subscribed shares shall be made to a designated account no later than 12 April 2023. The board of directors is entitled to extend the last day for payment.

The new shares will entitle to dividends for the first time on the record date for dividends that occurs following the registration of the new shares with the Swedish Companies Registration Office and Euroclear Sweden AB.

For further details regarding the resolutions set out above, refer to the complete proposal in the notice and the annual report and the nomination committee's proposals available at the Company's website, [www.acarix.com](http://www.acarix.com).

**For more information contact:**

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**About Acarix**

Acarix is a Swedish medical device company that innovates solutions for rapid AI-based rule out of Coronary Artery Disease (CAD). The CE approved and FDA DeNovo cleared Acarix CADScor®System is intended for patients experiencing chest pain with suspected CAD and designed to help reduce millions of unnecessary, invasive and costly diagnostic procedures. The CADScor System uses advanced acoustics and AI-technology to rule out CAD non-invasively in less than 10 minutes, with at least 96% certainty. Acarix is listed on the Nasdaq First North Premier Growth Market in Stockholm (ticker: ACARIX). Redeye AB (+46 (0)8 121 576 90, [certifiedadviser@redeye.se](mailto:certifiedadviser@redeye.se)) is Certified Advisor of Acarix. For more information, please visit [www.acarix.com](http://www.acarix.com).

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**Attachments**

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