

## Resolutions at the Annual General Meeting in Biotage AB on April 28, 2022

**Biotage AB (Reg. No. 556539-3138) today, on April 28, 2022, held its Annual General Meeting. On the basis of temporary statutory rules, the Annual General Meeting was carried out through advance voting only, without any physical attendance.**

The Board of Directors' complete proposals have previously been published and are available at the company's website, [www.biotage.com](http://www.biotage.com). Among others, the following resolutions were passed.

### **Appropriation of the company's result**

In accordance with the proposal by the Board of Directors, the General Meeting resolved on a dividend of SEK 1.55 per share. The record date for dividend was resolved to be Monday, May 2, 2022. With this record date, the payment of dividend is estimated to be effectuated by Euroclear Sweden AB on Thursday, 5 May 2022.

### **Discharge, Board of Directors, Auditors etc.**

The General Meeting resolved to discharge the members of the Board of Directors (including board members who resigned or was appointed during the financial year) and the Chief Executive Officer from liability for their management of the company's affairs during the financial year 2021.

The General Meeting resolved that the board should be composed of six board members with no deputy board members.

The General Meeting resolved to elect Torben Jørgensen (re-election), Peter Ehrenheim (re-election), Karolina Lawitz (re-election), Åsa Hedin (re-election), Mark Bradley (re-election) and Karen Lykke Sørensen (new-election) as board members for the period until the end of the next Annual General Meeting. It was noted that Thomas Eklund declined re-election. The General Meeting resolved to appoint Torben Jørgensen Chairman of the board.

The General Meeting resolved to elect the auditing firm Öhrlings PricewaterhouseCoopers AB, with Leonard Daun as the registered public auditor in charge, for the period until the end of the General Meeting to be held in 2023.

The General Meeting resolved, in accordance with the nomination committee's proposal, that a fixed fee, including fees for work in committees, of SEK 2,550,000 shall be paid to the Board of Directors for the period up to and including the Annual General Meeting 2023 to be distributed as follows. The Chairman shall receive SEK 725,000 and each of the other Board members elected by the Annual General Meeting who are not employed by the company shall receive SEK 300,000. Furthermore, a fee shall be paid to the members of the Auditing Committee of an aggregate of not more than SEK 200,000, whereof the Chairman shall receive SEK 100,000 and the two other members SEK 50,000 each and a fee shall be paid to the members of the compensation committee of an aggregate of not more than SEK 125,000 whereof the chairman shall receive SEK 65,000 and the other two members SEK 30,000 each.

The General Meeting resolved, in accordance with the nomination committee's proposal, that the auditors shall be paid against approved account.

### **The nomination committee**

The General Meeting resolved in accordance with the nomination committee's proposal, implying among other things that the company shall have a nomination committee consisting of three ordinary members. The members should be one representative of each of the three largest shareholders in the company who wish to appoint such representatives, with regard to the number of votes held. The Chairman of the Board of Directors of the company shall be an adjunct member of the nomination committee and shall convene the first meeting of the nomination committee. The nomination committee shall perform the duty of the nomination committee in accordance with the Swedish corporate governance code. The nomination committee's term of office shall extend until a new nomination committee is appointed.

### **Resolution regarding approval of the Board of Directors' remuneration report**

The General Meeting resolved to approve of the Board of Directors' remuneration report.

### **Resolution regarding approval of incentive program (LTIP)**

The Annual General Meeting resolved, in accordance with the Board of Directors' proposal, regarding implementation of a new incentive program for the CEO, senior executives and other key employees within the Biotage group ("**LTIP 2022**"), meaning that a maximum of 18 individuals within the Biotage group will be able to participate.

Participants of LTIP 2022 will be given the opportunity to receive ordinary shares free of charge within the framework of LTIP 2022, so-called "**Performance Shares**", in accordance with certain conditions set out below. Within the framework of LTIP 2022, the company will allot participants rights to Performance Shares which means that, subject to certain conditions being met, the right to receive a Performance Share free of charge ("**Share Rights**").

Upon maximum allotment of Share Rights 196,171 ordinary shares will be allotted to participants under LTIP 2022, together with an additional 47,081 ordinary shares to be used for securing social contributions arising as a result of LTIP 2022 which would entail a dilution effect of approximately 0.37 per cent of the total number of ordinary shares in the company.

Further, the Annual General Meeting resolved, in accordance with the Board of Directors' proposal, to resolve on certain hedging arrangements to secure the delivery of shares at the end of the programme. The hedging arrangements include to authorise the Board of Directors to issue not more than 243,252 class C shares, to authorise the Board of Directors to repurchase class C shares and, following the re-classification of the class C shares into ordinary shares, to effectuate the transfer free of charge of the shares to the participants of LTIP 2022.

### **Authorization for the Board of Directors to issue shares**

The Annual General Meeting resolved to authorize the Board of Directors to, until the Annual General Meeting 2023, at one or several occasions and with or without deviation from the shareholders' pre-emption rights, adopt resolutions to issue ordinary shares. The Board of Directors shall have the right to resolve that the shares shall be paid in cash or be paid in kind or

otherwise be subject to conditions referred to in Chapter 2, Section 5, second paragraph 1-3 and 5 of the Swedish Companies Act or that the shares shall be subscribed for with a right of set-off. The shareholders shall retain their preferential rights if the Board of Directors resolves to issue new shares against cash contribution. The Board of Directors' resolutions to issue shares may not correspond to a dilution of more than 15 percent of the total number of ordinary shares outstanding at the Annual General Meeting, after full exercise of the authorization.

Notwithstanding what is stated above regarding preferential rights for existing shareholders in case of an issue of shares against cash contribution, directed issues may be made in order to finance acquisitions of companies or parts of companies. In case of a directed cash issue of shares, such issue shall be made at market terms and conditions. Considering the above, the Board of Directors was also authorized to resolve on such other conditions that the Board of Directors finds necessary to carry out the issues. The reasons for the right to deviate from the shareholders preferential rights are to enable the company to, in a quick and effective way, finance acquisitions of companies or parts of companies.

*This information was submitted for publication, through the agency of the contact persons set out above, at 17:00 CEST on April 28, 2022.*

## Contacts

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## About Biotage

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Biotage is a Global Impact Tech Company committed to solving society's problems. We offer workflow solutions and products to customers in drug discovery and development and diagnostics, analytical testing and water and environmental testing.

Biotage is contributing to sustainable science with the goal to make the world a healthier, greener and cleaner place – Humankind Unlimited.

Our customers span a broad range of market segments including pharmaceutical, biotech, diagnostic, contract research and contract manufacturers as well as clinical, forensic and academic laboratories in addition to organizations focused on food safety, clean water and environmental sustainability.

Biotage is headquartered in Uppsala in Sweden and employs 497 people worldwide. The Group had sales of 1,232 MSEK in 2021 and our products are sold in more than 80 countries. Biotage's share (BIOT) is listed in the Large Cap segment on the NASDAQ Stockholm.

Website: [www.biotage.com](http://www.biotage.com)

Press Release  
28 April 2022 17:00:00 CEST



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## Attachments

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[Resolutions at the Annual General Meeting in Biotage AB on April 28, 2022](#)