

**PRESS RELEASE**

11 May 2021 14:25:00 CEST

## **Communique from annual general meeting in Senzime AB (publ)**

The annual general meeting in Senzime AB (publ), corp. reg. no 556565-5734 (the “Company”) was held on 11 May 2021 by postal voting whereby the shareholders primarily resolved on the following matters.

### **Annual report and results**

The annual general meeting adopted the income statement and the balance sheet for the financial year 2020 and resolved, in accordance with the board of directors’ proposal, that the result according to the approved income statement should be transferred to a new account. No dividends are to be paid.

### **Discharge from liability**

The general meeting granted the members of the board of directors and the managing director discharge from liability for the management of the Company’s business for the financial year 2020.

### **Remuneration to the board of directors and the auditor**

The annual general meeting resolved that the chairman shall receive remuneration with SEK 400,000 and that every other board member shall receive remuneration with SEK 200,000. Furthermore, it was resolved that no remuneration shall be paid to a board member who during 2021 has received payments from the Company for consulting services exceeding twice the remuneration amount. The annual general meeting resolved that the auditor shall receive remuneration according to approved invoice.

### **Election of board of directors and auditor**

The annual general meeting resolved that the board of directors shall consist of five (5) directors without any deputy directors.

The general meeting resolved, for the time until the end of the next annual general meeting, to re-elect Adam Dahlberg, Philip Siberg, Sorin Brull, Lennart Kalén and Eva Walde as members of the board of directors. Philip Siberg was elected as the chairman of the board of directors.

It was resolved to re-elect PricewaterhouseCoopers AB as auditor, with Leonard Daun as chief auditor, for the time until the end of the next annual general meeting.

### **Nomination committee for the annual general meeting 2022**

The annual general meeting resolved that the Company, in advance of the annual general meeting in 2022, shall establish a nomination committee. It was resolved that the members of the nomination committee shall be appointed by instruction from the chairman of the board of directors to the three largest shareholders in the Company on 1 September 2021 to appoint a representative each that, together with the chairman of the board of directors, shall constitute the nomination committee.

### **Adoption of guidelines for remuneration to the senior management**

The annual general meeting resolved, in accordance with the board of directors' proposal, to adopt guidelines for remuneration to the senior management.

### **Adoption of new articles of association**

The annual general meeting resolved to amend the wording of the provisions in the articles of association in accordance with the following.

#### *§ 6 Board of directors and auditor*

The board shall consist of three (3) to ten (10) members without deputies. It is elected annually at the annual general meeting for the period until the next annual general meeting has been held. One (1) to two (2) auditors with or without deputy auditors are elected annually at the annual general meeting for the period until the next annual general meeting has been held.

#### *§ 7 Notice*

Notice to attend an ordinary general meeting or an extraordinary general meeting where an amendment of the articles of association shall be addressed, shall be issued no earlier than six (6) and no later than four (4) weeks prior to the general meeting. Notice to attend other extraordinary general meetings shall be issued no earlier than six (6) and no later than three (3) weeks prior to the general meeting. Notice to attend a general meeting shall be announced in The Official Swedish Gazette (Post- och Inrikes Tidningar) and on the company's website. The fact that notice has been issued shall be announced in Dagens Nyheter.

The resolution was supported by shareholders holding more than two thirds of the votes cast and the shares represented at the general meeting.

### **Adoption of incentive program 2021/2025**

The annual general meeting resolved in accordance with the Board's proposal to (A) introduce an employee stock option program intended for the Company's employees, (B) to carry out a directed issue of warrants to the wholly owned subsidiary of the Company, MD Biomedical AB, corp.reg.no. 556837-0273, to ensure the Company's delivery of shares under the employee stock option program and to cover any cash flow effects as a result of social costs due to the employee stock option program and resolved to (C) approve the transfer of warrants or shares in the Company from the Subsidiary to participants in the employee stock option program. The decision according to points A, B and C above was made as one resolution.

The program shall include not more than 456 050 employee stock options which shall be assigned to the program participants free of charge. The participant may exercise allotted and vested employee stock options during the period from 1 February 2025 to 30 April 2025. Each employee stock option shall entitle the holder to, during the exercising period and when the goals have been achieved as set out in section 9 in the proposal, acquire one (1) new share in the Company at an exercise price corresponding to 125 percent of the volume-weighted average price of the Company's share according to Nasdaq First North Growth Market's price list during the period of 20 trading days from 11 May 2021 (unless the participant has been employed after 31 December 2021 whereby another calculation of the exercise price shall apply as set out in section 11 in the proposal). If all warrants are exercised for subscription of shares, the Company's registered share capital will increase by approximately SEK 81 437,50. The maximum dilutive effect as a result of the employee stock option program in 2021/2025 is calculated to not exceed 1 percent of the shares and votes in the Company.

### **Authorization to the board of directors to resolve on new issues**

The annual general meeting authorized the board of directors to, one or several occasions for the time until the next annual general meeting, increase the Company's share capital with not more than ten (10) percent of the Company's at each time registered share capital through an issue of shares, warrants and/or convertible instruments, with or without deviation from the shareholders' pre-emption rights and/or by an issue in kind or by way of set-off. An issue in accordance with the authorization shall be made at fair market value.

The resolution was supported by shareholders holding more than two thirds of the votes cast and the shares represented at the general meeting.

All resolutions at the annual general meeting were adopted unanimously.

### **For further information, please contact:**

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### **The board of directors (Communique from Annual General Meeting)**

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#### **Senzime AB (publ)**

*The board of directors*

#### **About Sensime**

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Senzime develops and markets CE- and FDA cleared patient monitoring systems driven by unique algorithms and sensors to closely monitor patients under anesthesia. TetraGraph is a system that digitally and continuously measures the degree of neuromuscular blockade in the patient. The goal is improved clinical precision and simplified management in healthcare. By preventing complications and enabling healthcare professionals to follow guidelines and drug recommendations, TetraGraph can contribute to shorten hospital stays and lower healthcare costs. The vision is a world without anesthesia related complications, where everyone wakes up safely after surgery. Sensime operates in growing markets that in Europe and the United States are valued in excess of SEK 15 billion. The company's shares are listed on Nasdaq First North Growth Market (ticker SEZI). FNCA Sweden AB, +46 (0)8-528 00 399, [info@fnca.se](mailto:info@fnca.se) is Certified Adviser for Sensime. [www.senzime.com](http://www.senzime.com)

#### **Attachments**

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