

**PRESS RELEASE**

16 May 2024 16:00:00 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 16 May 2024 by at Advokatfirman Lindahl’s premises on Vaksalagatan 10, Uppsala, whereby the shareholders primarily resolved on the following matters. All decisions were made with the required majority.

### **Annual report and results**

The annual general meeting adopted the income statement and the balance sheet for the financial year 2023 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 2023.

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

The annual general meeting resolved that remuneration should be paid to the chairman with SEK 450,000, to the vice chairman with SEK 300,000 and to every other board member with SEK 210,000. Furthermore, it was resolved that no remuneration should be paid to a board member who during 2023 has received payments from the Company for consulting services exceeding twice the remuneration amount.

The annual general meeting resolved that the auditor should receive remuneration according to approved invoice.

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

The annual general meeting resolved that the board of directors should consist of six (6) directors without any deputy directors.

The general meeting resolved, for the time until the end of the next annual general meeting, to re-elect Per Wold-Olsen, Adam Dahlberg, Sorin Brull, Eva Walde, Göran Brorsson and Lars Axelsson as members of the board of directors. Per Wold-Olsen was re-elected as the chairman of the board of directors.

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

#### **Nomination committee for the annual general meeting 2025**

The annual general meeting resolved that the Company, in advance of the annual general meeting in 2025, shall establish a nomination committee. 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 2024 to appoint a representative each.

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

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

#### **Adoption of incentive program 2024/2028**

The extra general meeting resolved, in accordance with the proposal of the board of directors, to introduce employee stock option program 2024/2028 through a directed issue of a maximum of 1,210,000 warrants to the wholly owned subsidiary of the Company, MD Biomedical AB. 1,100,000 warrants can be allocated to participants in the program and the remaining 110,000 warrants can be used to cover cash flow effects from potential social security costs arising from the employee stock option program.

The warrants shall be vested over a three-year period and can be exercised during the period from 1 October 2027 to 1 October 2028. Assuming that the stated goals are fulfilled, each warrant entitles the holder to acquire one (1) new share in the Company at a price corresponding to 125 percent of the average volume-weighted share price of the Company's share on Nasdaq Stockholm during the period of ten (10) trading days preceding today's shareholders' meeting. The increase in the Company's share capital may amount to a maximum of 151,250 SEK upon full exercise of the options. Further details regarding the program can be found in the notice of the general meeting and in the minutes that will be published on the Company's website.

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

##### *Authorization for remaining issues to sellers of Respiratory Motion*

The board of directors proposes that the general meeting authorizes the board of directors, for the time until the next annual general meeting, whether on one or several occasions, to increase the Company's share capital with maximum SEK 6,250 by an issue of maximum 50,000 shares. The board of directors shall be entitled to resolve on issues of shares with or without deviation from the shareholders' pre-emption rights and/or by an issue in kind or by way of set-off.

This authorization may only be used to issue shares to the sellers of the company Respiratory Motion, Inc (in accordance with agreements entered into by the Company regarding the acquisition of the company). The board of directors shall be authorized to decide on the terms and conditions regarding issues under this authorization and what persons shall be entitled to subscribe for the shares, something which shall, however, take place in accordance with agreements entered into by the Company.

The reason to propose that the board of directors shall be authorized to resolve on issues with deviation from the shareholders' pre-emption rights and/or to resolve on issues in kind or by way of set-off, is that the Company shall be able to fulfill concluded agreements on the acquisition of Respiratory Motion, Inc.

This authorization is a special authorization related to the acquisition mentioned above and shall not affect the general authorization as described below.

#### *Authorization for other issues*

The annual general meeting authorized the board of directors, for the time until the next annual general meeting, whether on one or several occasions, to increase the Company's share capital with no more than twenty (20) percent of the total share capital in the Company when the authorization is utilized for the first time. The board of directors shall be able to resolve on issues 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 or other conditions as referred to in the Swedish Companies act.

The board of directors shall have the right to determine the terms and conditions for issues under this authorization and who shall have the right to subscribe for the instruments issued. The terms shall be in accordance with market terms.

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

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#### **About Sensime**

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Sensime, headquartered in Sweden, is a leading medical device company that develops, manufactures, and markets CE- and FDA-cleared patient monitoring systems. The company provides an innovative portfolio of solutions, including the TetraGraph® and ExSpiron® 2Xi for accurate monitoring of neuromuscular and respiratory functions, typically under and after surgery. The goal is to help eliminate in-hospital complications, and radically reduce health care costs related to surgical and high acuity procedures.

Sensime targets a market opportunity valued more than SEK 40 billion per year, and operates with sales teams in the world's leading markets. The company's shares are listed on Nasdaq Stockholm Main Market (Nasdaq: SEZI) and cross-traded in the US on the OTCQX market (OTCQX: SNZZF). More information is available at [sensime.com](http://sensime.com).

#### **Attachments**

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