



PRESS RELEASE

Stockholm, 29 April 2025 15:20:00 CEST

## **BULLETIN FROM ANNUAL GENERAL MEETING IN MEDICOVER AB (PUBL)**

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**The below resolutions were passed at Medicover's annual general meeting (the "AGM") held today on 29 April 2025.**

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

The AGM resolved, in accordance with the proposal from the nomination committee, that the number of board members appointed by the shareholders' meeting shall be ten. Fredrik Stenmo, Peder af Jochnick, Anne Berner, Arno Bohn, Sonali Chandmal, Michael Flemming, Margareta Nordenvall, Fredrik Rågmarmark and Azita Shariati were re-elected as board members. Claudia Olsson was elected as new board member. Fredrik Stenmo was re-elected as the chairman of the board. The AGM resolved that the number of auditors shall be one without deputies and to re-elect BDO Sweden AB as the company's auditor, with Karin Siwertz as auditor in charge, which is in accordance with the audit committee's recommendation.

### **Fees to board members and auditor**

The AGM resolved that the fees to the board members shall be paid out in a total amount of EUR 734,367[1], divided so that the chairman of the board of directors shall receive EUR 105,000 and the other board members who are not employed by the group shall receive EUR 59,600 each, the chairman of the audit committee shall receive EUR 26,500 and each other member of the audit committee who is not employed by the group shall receive EUR 13,000 each, the chairman of the remuneration committee shall receive EUR 13,650 and each other member of the remuneration committee who is not employed by the group shall receive EUR 9,450 each, as well as EUR 10,500 for the chairman of the sustainability committee and EUR 6,300 for each other member of the sustainability committee who is not employed by the group. It was resolved that the auditor's fees shall be paid as per approved account.

### **Adoption of the annual accounts, allocation of the results and discharge from liability**

The AGM resolved to adopt the annual accounts for the company and the group for 2024. In accordance with the proposal from the board of directors, the AGM determined that dividend of EUR 0.15 per share shall be paid for 2024 and record date for dividend is Friday 2 May 2025. Euroclear Sweden AB is expected to disburse dividend on Friday 9 May 2025. The last day for trading in the company's share including right to dividend is Tuesday 29 April 2025. Furthermore, the AGM resolved to discharge the board members and the CEO from liability.



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### **Remuneration report**

The AGM approved the remuneration report prepared by the board of directors.

### **Instructions to the nomination committee**

The AGM adopted the nomination committee's proposed instructions to the nomination committee.

### **Guidelines for remuneration to senior executives**

The AGM adopted the board of directors' proposed guidelines for remuneration to senior executives.

### **Long term performance-based share program**

The AGM resolved, in accordance with the proposal from the board of directors, to adopt a long term performance-based share program for group management and other key individuals within the Medicover group, including a maximum of 95 participants. The participants in the program are required to invest in Medicover by investing in Class B shares in the company. The participants will, provided that certain conditions are met, be granted Class B shares free of charge. Further, the AGM resolved, in accordance with the proposal from the board of directors, to adopt certain hedging arrangements in order to secure the delivery of shares to the participants at the end of the program. The hedging arrangements include an authorisation for the board of directors to issue a maximum of 1,045,284 Class C shares, of which not more than 40,484 Class C shares may be issued to secure social charges, an authorisation for the board of directors to repurchase all issued Class C shares and a resolution to transfer the repurchased shares, following reclassification into Class B shares, to the participants in the program as well as in the market in order to cover the cash flow effects arising as a result of payments of social charges.

### **Authorisation for the board of directors to resolve to issue new shares**

The AGM authorised, in accordance with the proposal from the board of directors, the board of directors to, at one or several occasions and for the period until the next annual general meeting, resolve to issue new Class B shares. The purpose is to increase the financial flexibility of the company and the acting scope of the board of directors. The authorisation allows the board of directors to resolve to increase the company's share capital by issue of new shares at one or several occasions and for the time period until the end of the next annual general meeting, with or without deviation from the



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shareholders' preferential rights and with or without provisions for contribution in kind, set-off or other conditions, to the extent that it corresponds to a dilution of not more than ten per cent of the number of shares outstanding at the time of the shareholders' meeting's resolution on the proposed authorisation.

### **Authorisation for the board of directors to resolve to repurchase own shares**

The AGM authorised, in accordance with the proposal from the board of directors, the board of directors to resolve upon repurchases of own shares of class B, on one or several occasions prior to the annual general meeting 2026. The purpose of the authorisation is to promote efficient capital usage in the company and to provide flexibility as regards the company's possibilities to distribute capital to its shareholders. Repurchase shall maximum comprise so many shares of class B that the company's holding does not at any time exceed ten per cent of the total number of shares in the company. Repurchase may only take place on Nasdaq Stockholm and only at a price within the price range applicable at any given time, i.e. the range between the highest purchase price and the lowest selling price.

The underlying proposals to the above resolutions are published, and at the latest on 13 May 2025 also the minutes from the AGM will be published, at [www.medicover.com](http://www.medicover.com).

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

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*Medicover is a leading international healthcare and diagnostic services company and was founded in 1995. Medicover operates a large number of ambulatory clinics, hospitals, specialty-care facilities, laboratories and blood-drawing points and the largest markets are Poland, Germany, Romania and India. In 2024, Medicover had revenue of EUR 2,092 million and more than 47,000 employees. For more information, go to [www.medicover.com](http://www.medicover.com)*

[1] The calculation of total fees assumes that Fredrik Rågmark remains employed up until and including 31 December 2025, and that he will receive fees for his positions as member of the board of directors and member of the sustainability committee from 1 January 2026 (inclusive).