

# Resolutions at the Annual General Meeting in Biotage AB on April 25, 2024

**Biotage AB (Reg. No. 556539-3138) today, on April 25, 2024, held its Annual General Meeting. 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 Annual General Meeting resolved on a dividend of SEK 1.60 per share. The record date for dividend was resolved to be Monday, April 29, 2024. With this record date, the payment of dividend is estimated to be effectuated by Euroclear Sweden AB on Friday, May 3, 2024.

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

The Annual 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 former CEO Tomas Blomquist from liability for their management of the company's affairs during the financial year 2023.

The Annual General Meeting resolved that the board shall be composed of seven board members with no deputy board members. The Annual General Meeting resolved to re-elect Kieran Murphy, Torben Jørgensen, Åsa Hedin, Peter Ehrenheim, Mark Bradley, Karen Lykke Sørensen and Kugan Sathiyandarajah as board members for the period until the end of the next Annual General Meeting. The Annual General Meeting resolved to appoint Kieran Murphy as Chairman of the board.

The Annual General Meeting resolved to elect the auditing firm Öhrlings PricewaterhouseCoopers AB, with Lars Kylberg as the registered public auditor in charge, for the period until the end of the Annual General Meeting to be held in 2025. This as the previous auditor in charge Leonard Daun is retiring.

The Annual General Meeting resolved, in accordance with the Nomination Committee's proposal, that a fixed fee, including fees for work in committees, of SEK 2,895,000 shall be paid to the Board of Directors for the period up to and including the Annual General Meeting 2025 to be distributed as follows. The Chairman shall receive SEK 850,000 and each of the other Board members elected by the Annual General Meeting who are not employed by the company shall receive SEK 325,000. Furthermore, a fee shall be paid to the members of the Auditing Committee of an aggregate of not more than SEK 270,000, whereof the Chairman shall receive SEK 160,000 and the two other members SEK 55,000 each and a fee shall be paid to the members of the compensation committee of an aggregate of not more than SEK 150,000 whereof the Chairman shall receive SEK 80,000 and the other two members SEK 35,000 each.

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

### **The Nomination Committee**

The Annual General Meeting resolved in accordance with the Nomination Committee's proposal to adopt an unchanged instruction for the Nomination Committee compared to last year, 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 on guidelines for compensation to the executive management**

The Annual General Meeting resolved to adopt new guidelines for compensation to the executive management in accordance with the proposal by the Board of Directors.

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

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

### **Resolution on adoption of long-term incentive plan (LTIP)**

The Annual General Meeting resolved, in accordance with the Board of Directors' proposal, regarding adoption of a new long-term incentive programme for the CEO, executive management, management and other key employees in the Biotage Group ("**LTIP 2024**"), meaning that a maximum of 19 individuals within the Biotage Group will be able to participate.

Participants of LTIP 2024 will be given the opportunity to receive ordinary shares free of charge within the framework of LTIP 2024, so-called "**Performance Shares**", in accordance with the conditions set out below. Within the framework of LTIP 2024, 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 231,000 ordinary shares will be allotted to participants under LTIP 2024, together with an additional 55,440 ordinary shares to be used for securing social contributions arising as a result of LTIP 2024 which would entail a dilution effect of approximately 0.36 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 authorize the Board of Directors to issue not more than 286,440 class C shares, to authorize 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 2024.

### **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 to be held in 2025, 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 number of ordinary shares issued may not correspond to a dilution of more than 15 percent of the total number of ordinary shares outstanding before the first exercise of the proposed authorization, after full exercise of the hereby proposed 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 shall also be 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 14.00 CEST on April 25, 2024.*

### **Contacts**

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### **About Biotage**

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Biotage is the Global Go-To Separations Company, supporting customers from drug discovery and development through to diagnostics and analytical testing with intelligent and sustainable workflow solutions. Our expertise and top-tier separation solutions play a key role in streamlining our customers' workflows and improving their outcomes.

Headquartered in Sweden, Biotage operates globally with 700 employees, serving over 80 countries. Our company is listed on NASDAQ Stockholm (BIOT).

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

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## Attachments

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[Resolutions at the Annual General Meeting in Biotage AB on April 25, 2024](#)