

Report from Annual General Meeting in Haypp Group AB (publ)

Today, Wednesday 20 May 2026, the Annual General Meeting in Haypp Group AB (publ) was held. The following main resolutions were passed.

Disposition of results and discharge from liability

The meeting resolved, in accordance with the Board's proposal, that no dividend shall be paid for the financial year 2025 and that the company's results shall be carried forward.

Furthermore, the meeting resolved on discharge of the members of the Board of Directors and the CEO from liability for the financial year 2025.

Appointment of, and fees payable to, members of the board of directors and auditor

The meeting resolved that the Board of Directors shall comprise six ordinary members with no deputy members, and that the company shall have one auditor with no deputy auditor. Lars-Johan Jarnheimer, Helena Juhlin Pink, Linus Liljegren, Patrik Rees, Deepak Mishra and Adam Schatz were re-elected as members of the Board of Directors. Lars-Johan Jarnheimer was re-elected as Chairman of the Board.

Moreover, the meeting resolved that Board remuneration shall be paid with unchanged SEK 600,000 to the Chairman of the Board and SEK 300,000 to each of the other Board members who are not employed by the company. A member of the Board who performs work for the company outside the scope of the Board work may also receive remuneration on market terms for such work. Furthermore, it was resolved that compensation for work in Board committees shall be paid with unchanged SEK 75,000 to the Chairman of the Audit Committee, SEK 50,000 to the Chairman of the Remuneration Committee and SEK 25,000 to each of the members of the Remuneration Committee and the Audit Committee for work performed in these committees.

The meeting also resolved to re-elect Öhrlings PricewaterhouseCoopers AB as the company's auditor, with Magnus Lagerberg as the auditor in charge, and that remuneration to the auditor shall be paid in accordance with approved invoices.

Principles for the appointment of the Nomination Committee

The meeting resolved to adopt principles for the appointment of the Nomination Committee, in accordance with the Nomination Committee's proposal.

Resolution on the amendment of the Articles of Association

The meeting resolved to amend § 3 of the Articles of Association in order to better reflect the company's current activities and strategic direction. The amendment entails removing the geographical restriction to the Nordic region.

Resolution on repurchase and set-off offer regarding warrants

Haypp Group has established several incentive programs by issuing warrants for employees of Haypp Group. 1,000,000 of these warrants of series 2024/2027 may be exercised during the period from 15 May 2027 up and until 31 May 2027. The warrants entitle to subscription for 1,000,000 ordinary shares in Haypp Group.

The meeting resolved that the company shall make an offer to the holders of such warrants to transfer all of the warrants to Haypp Group AB at a price corresponding to the market value of the transferred warrants, and where consideration for the warrants shall be paid in the form of newly issued ordinary shares in Haypp Group AB. Not more than 462,150 ordinary shares can thereby be issued, whereby the share capital may be increased by not more than approximately SEK 30,274.75. The subscription price shall correspond to the market value of the share, based on the closing price of the Haypp share on Nasdaq First North Growth Market on the last day of the acceptance period for the repurchase offer directed to the warrant holders.

Share issue authorization

The meeting resolved on an authorization for the Board, on one or several occasions until the next Annual General Meeting and with or without pre-emptive rights for the shareholders, to resolve on the issue of new shares, provided that such issue or issues may not comprise a total of more than 10 per cent of the number of outstanding shares in the company as per the day of the Annual General Meeting.

Adoption of a new long-term share-based incentive program

The meeting resolved to adopt a new long-term share-based incentive program for the executive management and key employees within Haypp Group, including amendment of the Articles of Association by introducing a new unlisted share class, Class C2 shares, so-called hurdle shares. A certain number of Class C2 shares may be converted into ordinary shares in the company under certain conditions, primarily related to the development of the share price. Class C2 shares that are not converted into ordinary shares will be redeemed. The resolution includes a directed issue of a maximum of 982,000 new Class C2 shares to participants of the program, whereby the company's share capital may be increased by not more than approximately SEK 64,329.32.

Approval of the adoption of a new long-term share-based incentive program in the company's subsidiary Haypp MEA Holdings Ltd etc.

The meeting finally resolved to approve the adoption of a new long-term share-based incentive program in the wholly-owned subsidiary Haypp MEA Holdings Ltd in the Dubai International Financial Centre, including the transfer of rights pertaining to up to 42 percent of the shares in the subsidiary. The program aims to attract and retain key individuals in the local operations and is directed towards directors, officers, employees and/or consultants of the subsidiary. The rights vest on a monthly basis over four years, subject to continued employment or engagement within the group, and may thereafter be converted into shares free of charge provided that certain performance targets are met.

For more information and contact:

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Haypp in brief

Haypp Group is the leading e-commerce retailer selling reduced-risk nicotine products, primarily nicotine pouches. The company is at the intersection of two trends, the rapid transition toward lower risk nicotine and the shift to online purchases. With roots in the pioneering smoke-free alternative markets of Scandinavia, Haypp uses its regulatory expertise and e-commerce leadership to bring compelling value to over 1.1 million consumers. Operating through eleven distinct e-commerce brands, the Group is active in six countries in Europe and the USA. Haypp Group's e-commerce sites include: [Nettotobak.com](https://nettotobak.com) and [Nicokick.com](https://nicokick.com).

Attachments

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