

## Report from annual general meeting in Haypp Group AB (publ)

**Today, Thursday 16 May 2024, 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 2023 and that the company's result 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 2023.

### **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. Ingrid Jonasson Blank, Anneli Lindblom, Linus Liljegren and Patrik Rees were re-elected, and Deppak Mishra and Adam Schatz were newly elected as members of the board of directors. Ingrid Jonasson Blank was re-elected Chairman of the board.

Moreover, the meeting resolved on remuneration to the Chairman of the board amounting to unchanged SEK 600,000, 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 by 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 directors of the remuneration committee or 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 repurchase and set-off offer regarding warrants**

Haypp Group AB has established several incentive programs by issuing warrants for employees of Haypp Group. 1,819,808 of these warrants may be exercised during the period from 13 October 2024 up and until 31 May 2025. The warrants entitle to subscription for 1,819,808 shares in Haypp Group, corresponding to a dilution of the existing number of shares and votes by approximately 5.7 percent.

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 the market value of the transferred warrants, and where consideration for the warrants shall be paid in the form of newly issued shares in Haypp Group AB. Not more than 1,250,000 shares can thereby be issued, whereby the share capital may be increased with not more than approximately SEK 81,885.60. 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. The reason for the deviation from the shareholders' pre-emptive rights is to enable the repurchase of the warrants.

### **Implementation of a new long-term incentive program**

The meeting resolved, in accordance with the board's proposal, to implement a new long-term incentive program for the executive management within Haypp Group AB, through the issue of 1,000,000 warrants. Each warrant entitles to subscription for one new share in the company at a subscription price corresponding to 130 percent of the volume weighted average share price for the Haypp share on Nasdaq First North Growth Market during the five trading days following immediately after the annual general meeting. Subscription for new shares by virtue of the warrants shall be made during the period 15 May 2027 up to and including 31 May 2027.

### **Implementation of two new long-term incentive programs for US employees**

The meeting resolved, in accordance with the board's proposal, to implement two separate new long-term incentive programs for US employees within Haypp Group AB, through the issue of 70,197 and 55,000 warrants, respectively. Each warrant entitles to subscription for one new share in the company at a subscription price of SEK 53.8 and SEK 42.0, respectively. Subscription for new shares by virtue of the warrants shall be made during the period 15 May 2025 up to and including 31 May 2025 or, for the second program, 15 May 2026 up to and including 31 May 2026.

### **Share issue authorization**

The meeting finally 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.

### **For more information and contact**

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HAYPP GROUP

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**FNCA Sweden AB**  
Certified Advisor

**Attachments**

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