

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

**Today, Thursday 15 May 2025, 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 2024 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 2024.

## **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. Linus Liljegren, Patrik Rees, Deepak Mishra and Adam Schatz were re-elected, and Lars-Johan Jarnheimer and Helena Juhlin Pink were elected as new members of the Board of Directors. Lars-Johan Jarnheimer was elected as new 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 by 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 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 has established several incentive programs by issuing warrants for employees of Haypp Group. 925,197 of these warrants may be exercised during the period from 15 May 2026 up and until 31 May 2026, or, as concerns warrants of series 2024/2025, during the period from 15 May 2025 up and until 31 May 2025. The warrants entitle to subscription for 925,197 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 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 840,000 shares can thereby be issued, whereby the share capital may be increased with not more than approximately SEK 55,027. 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 finally resolved to adopt a new long-term share-based incentive program for the executive management within Haypp Group, including amendment of the Articles of Association by introducing a new share class, Class C shares, unlisted so-called hurdle shares. A certain number of Class C shares may be converted into ordinary shares in the company under certain conditions, primarily related to the development of the share price. Class C shares that are not converted into ordinary shares will be redeemed. The resolution includes a directed issue of a maximum of 1,200,000 new Class C shares to participants of the program, whereby the company's share capital may be increase by not more than approximately SEK 78,610.

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

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## Haypp in brief

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The Haypp Group spearheads the global transformation from smoking to smoke-free alternatives. With origins in Scandinavia, extensive experience from pioneering markets in smoke-free alternatives, and being a leader in the e-commerce sector, Haypp Group is taking on the mission to provide the consumers with the best possible products on the market, while we operate with the highest standards of integrity and business ethics, in accordance with applicable regulations. With eleven e-commerce brands, the Haypp Group is present in seven countries where we served more than 1,100,000 active consumers in 2024.

## Attachments

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