Press release

2019-05-16

Bulletin from annual shareholders' meeting in Actic Group AB (pub)

At today's annual shareholders' meeting in Actic Group AB (publ) in Stockholm the shareholders resolved upon the following:

Approval of income statement and balance sheet for the financial year 2018 and discharge from liability

The annual shareholders' meeting approved the income statement and balance sheet as well as the consolidated income statement and the consolidated balance sheet for the financial year 2018. The members of the board and the managing directors were discharged from liability for the financial year 2018.

Allocation of profit or loss

The annual shareholders' meeting resolved, in accordance with the board's proposal, that the funds at the meeting's disposal, SEK 824,931,613, be allocated so that SEK 0.50 per share, in total SEK 7,948,468, is paid as dividend to the shareholders, and that the company's remaining unrestricted equity, SEK 816,983,145, be carried forward. It was resolved that 20 May 2019 should serve as record date for the right to receive a dividend.

Election of board members, auditors, fees to the board of directors and auditors

The annual shareholders' meeting resolved, in accordance with the proposal from the nomination committee, that the board of directors shall consist of six ordinary board members with no deputy board members, and that the company shall have one auditor with no deputy auditors.

It was resolved, in accordance with the proposal from the nomination committee, to re-elect Göran Carlson, Stefan Charette, Therese Hillman, Fredrik Söderberg and Viktor Linnell and to elect Trine Lise Marsdal, as members of the board of directors for the time until the end of the next annual shareholders’ meeting. Göran Carlson was re-elected as chairman of the board of directors. The accounting firm KPMG was re-elected as auditor, and it was noted that the authorised public accountant Håkan Olsson Reising will be auditor in charge.

The annual shareholders’ meeting further resolved, in accordance with the proposal from the nomination committee, that the fees to the board shall be allocated as follows: SEK 550,000 shall be paid to the chairman of the board and a fee of SEK 250,000 shall be paid to each of the other board members. Fees for committee work shall be paid with a fee of SEK 50,000 to the chairman of the remuneration committee, SEK 25,000 to each of the other members of the remuneration committee, SEK 100,000 to the chairman of the audit committee, and SEK 50,000 to each of the other members of the audit committee. The annual shareholders’ meeting further resolved that auditor fees shall be paid in accordance with approved invoice.

Guidelines for remuneration for members of management

The annual shareholders’ meeting resolved to adopt guidelines for remuneration of members of management in accordance with the board’s proposal.

Nomination committee for the annual shareholders’ meeting 2020

The annual shareholders’ meeting resolved, in accordance with the proposal from the nomination committee, to adopt principles for the appointment of the nomination committee for the annual shareholders’ meeting 2020. In short, the nomination committee shall be composed of representatives of the four largest shareholders of Actic as of 31 August 2019, together with the chairman of the board.

Authorisation to issue new shares

The annual shareholders’ meeting resolved to, in accordance with the board’s proposal, authorise the board to resolve - at one or several occasions and for the time period until the next annual shareholders’ meeting - to increase the company’s share capital by new share issues, to the extent that it corresponds to a dilution of not more than 10 percent of the number of shares outstanding at the time of the notice of the annual shareholders' meeting. New share issues may be made with or without deviation from the shareholders' preferential rights and with or without provisions for contribution in kind, set-off or other conditions. The purpose of the authorization is to increase the company's financial flexibility in connection with acquisitions.

Resolution to issue and transfer warrants

The annual shareholders' meeting resolved to, in accordance with the board's proposal, disapplying the shareholders' preferential rights, adopts a resolution on the new issue of a total of 780,000 warrants, divided into six different warrant series, with accompanying rights to subscribe for a total of 780,000 new shares, within the framework of an incentive plan targeted at the Group Management.

For more information, please contact:

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