

## Notice to attend the Annual General Meeting of Bactiguard Holding AB

**The shareholders of Bactiguard Holding AB (publ), company reg. no. 556822-1187 (“Bactiguard”), are hereby given notice to attend the Annual General Meeting to be held on Wednesday, 16 May 2018 at 2:00 PM at the company’s headoffice at Alfred Nobels Allé 150 in Tullinge. Registration will commence at 1 pm.**

### **Right to participate and notice of intent to participate**

Shareholders wishing to participate in the Annual General Meeting must:

- be registered in the share register maintained by Euroclear Sweden AB (“Euroclear”) on Wednesday, 9 May 2018,
- provide notice to the company of their intent to participate in the shareholder meeting no later than Wednesday, 9 May 2018. Notice must be given by post to Bactiguard Holding AB (publ), “AGM 2018”, Box 15, 146 21 Tullinge, or by e-mail: [stamman@bactiguard.se](mailto:stamman@bactiguard.se). Notice to participate may also be given via Bactiguard's website, [www.bactiguard.se](http://www.bactiguard.se). The shareholder’s name, personal identification number or company registration number, address and telephone number and any accompanying assistants (maximum of two) must be stated in the notice.

Shareholders who have caused their shares to be registered with a nominee must, in order to participate in the shareholder meeting and exercise their voting rights, temporarily register the shares in their own name. Such registration must be effected by Euroclear no later than Wednesday 9 May 2018. This means that the shareholder must notify the nominee of this in ample time prior to that date.

If participation takes place through a proxy or a representative of a legal entity, the original proxy, registration certificates and other authorization documentation should be sent to the company in due time at the above-stated address. A proxy form may be downloaded from the company's website at [www.bactiguard.se](http://www.bactiguard.se). Shareholders may not vote or otherwise participate in the Annual General Meeting unless physically present at the meeting.

## **Proposed agenda**

1. Opening of the meeting
2. Election of a chairman for the meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of one or more persons to certify the minutes
6. Determination of whether the meeting was duly convened
7. Presentation of the annual report and auditor's report and the consolidated annual report and auditor's report for the group
8. Presentation by the CEO
9. Resolutions regarding
  - a) adoption of the income statement and balance sheet and the consolidated income statement and consolidated balance sheet
  - b) allocation of the company's profit or loss according to the adopted balance sheet
  - c) discharge from liability for the members of the board of directors and CEOs
10. Determination of the fees to be paid to the directors of the board and the company's auditor
11. Election of the directors of the board and auditors
12. Resolution regarding instructions for the Nomination Committee
13. Resolution regarding guidelines for compensation to senior management
14. Closing of the meeting

## **Proposals for resolutions**

### *Item 2 – election of a chairman for the Annual General Meeting*

The Nomination Committee proposes that *Advokat* Urban Båvestam be elected as chairman of the Annual General Meeting.

### *Item 9b – Resolution regarding allocation of the company's loss according to the adopted balance sheet*

The Board of Directors proposes that no dividend be paid and that the loss for the year be carried forward.

### *Item 10 – Determination of the fees to be paid to the directors of the board and the company's auditor*

The Nomination Committee proposes that an annual fee be paid in the amount of SEK 500,000 to the chairman of the Board of Directors and that SEK 200,000 be paid to each of the other external directors. For work as chairman of the Audit committee and Remuneration committees, respectively, the Nomination Committee proposes annual fees of SEK 100,000 to each chairman. No separate fees are proposed for the other committee members. The proposed fees are unchanged compared to previous year.

The nomination committee proposes that fees be paid to the company's auditor according to approved invoices.

### *Item 11 – Election of the Board of Directors and company auditor*

The Nomination Committee proposes that the Board of Directors consists of five members. The Nomination Committee proposes the reelection of Mia Arnhult, Marie Wickman-Chantereau, Svante Östblom and Christian Kinch and new election of Jan Ståhlberg, who is also proposed as chairman of the Board of Directors.

A report of the Nomination Committee's proposal as well as information regarding all of the proposed directors are available on Bactiguard's website at [www.bactiguard.se](http://www.bactiguard.se).

The Nomination Committee proposes the reelection of the registered accounting firm Deloitte AB as the company's auditor for the period until the close of the next Annual General Meeting. Deloitte AB has provided notice that Kent Åkerlund will be appointed as auditor in charge.



*Item 12 – Resolution regarding instructions for the Nomination Committee*

The Nomination Committee proposes that the Nomination Committee's instructions for the Annual General Meeting 2019 be amended in such a way that the Nomination Committee will be increased by one elected member so that the four largest shareholders are given the opportunity to nominate one member each, who together with the Chairman of the Board, will constitute the Nomination Committee. Otherwise, the instruction is proposed to remain unchanged for the 2019 Annual General Meeting, as shown below.

The Nomination Committee shall consist of five members. The chairman of the Board of Directors shall contact the four largest shareholders of the company, in terms of voting power, pursuant to Euroclear Sweden AB's print out of the share register on 31 August, each of which shall be given the opportunity to appoint a member within a reasonable time, together with the Chairman of the Board, to constitute the Nomination Committee. If any of them does not exercise the right to appoint a member, the right to appoint such a member of the election will be passed to the next largest shareholders, not yet entitled to appoint a member of the Nomination Committee. The Chairman of the Board cannot at the same time be a shareholder-elected member. The Nomination Committee's chairman shall be the member representing the largest shareholder to the vote, unless the members agree otherwise.

The names of the members of the Nomination Committee shall be published as soon as the Nomination Committee has been appointed, however not later than six months prior to the next Annual General Meeting. The Nomination Committee is appointed for a term commencing at the time its composition is published until a new Nomination Committee has been appointed.

In the event of any change in the ownership structure of the company after 31 August but before 12 weeks prior to the next Annual General Meeting, and provided a shareholder after this change becomes one of the four largest shareholders of the company in terms of voting power submits a request to the chairman of the Nomination Committee to be included in the Nomination Committee, such shareholder shall be entitled, at the discretion of the Nomination Committee, either to appoint an additional member to the Nomination Committee or a member to replace the member appointed by the shareholder with less voting power after the change in ownership.

In the event that a member appointed by a shareholder resigns from the Nomination Committee during his/her term of office or where such member is prevented from performing his/her duties, the Nomination Committee shall encourage the shareholder who appointed a member to appoint a new member within a reasonable time. In the event the shareholder fails to exercise his/her right to appoint a new member, the right to appoint such member shall pass to the next largest shareholder in terms of voting power who has not already appointed a member of the Nomination Committee or who has waived his/her right to appoint a member to the Nomination Committee. Changes in the composition of the Nomination Committee shall be published without any delay.



The Nomination Committee shall perform its duties in accordance with these instructions and applicable rules. The duties include, among other things, submitting proposals for:

- a chairman of the annual general meeting;
- a chairman and other members of the Board of Directors;
- fees payable to the Board of Directors, with a breakdown between the chairman and other members of the Board of Directors, and any compensation for committee work;
- where applicable, election of an auditor;
- fees payable to the auditor; and
- any changes in these instructions for the Nomination Committee to the extent deemed necessary.

No fee shall be payable to the members of the Nomination Committee. However, the company shall bear any reasonable costs associated with the work performed by the Nomination Committee.

These instructions for the composition of the Nomination Committee and its work shall apply until otherwise resolved by a shareholder meeting.

*Item 13 – Resolution regarding guidelines for compensation to senior management*

The Board of Directors proposes that the Annual General Meeting adopts the following guidelines for compensation and other employment terms and conditions for senior management (no change proposed):

Senior management means the CEO and other senior management of Bactiguard, and members of the Board of Directors to the extent they receive compensation outside of their board duties.

Bactiguard shall apply the compensation levels and terms and conditions which are necessary in order to recruit and retain senior managers with the expertise and experience required in order to achieve the company's operating goals. The total compensation paid to senior management shall be competitive, reasonable and suited for its purpose.

Senior managers shall be offered a fixed salary on market terms, which shall be determined based on the individual's area of responsibility and experience. A review of the fixed salary shall be carried out on an annual basis for each calendar year.

Senior managers may, from time to time, be offered variable compensation on market terms. Such variable compensation must be designed with the purpose of promoting Bactiguard's long-term growth and linked to predetermined and measurable criteria. Any variable compensation must be limited to 50% of the fixed annual salary. When structuring variable compensation for senior management which is to be paid in cash, the Board of Directors shall consider imposing conditions such as (i) making payment of a certain portion of such



compensation conditional on the performance on which such earnings are based proving to be sustainable over time; and (ii) providing the company with an opportunity to claim repayment of such compensation paid on the basis of information which subsequently proves to be obviously incorrect.

Senior management personnel shall be entitled to pension solutions on market terms. Fee-based pension benefits are preferable.

Other benefits may consist of a company car, healthcare contributions and other customary benefits. Other benefits shall not constitute a significant part of the total compensation.

Upon notice of termination by the company of the employment of a senior management employee, the notice of termination period shall not be longer than six months. Severance compensation may be paid in an amount not greater than one year's fixed salary.

Provided the Board of Directors deems such appropriate, the company's senior management shall also be offered an opportunity to participate in long-term stock or stock price-based incentive programs designed to ensure a long-term commitment to the company's growth. Decisions regarding any stock and stock price-related incentive programs shall be adopted by the shareholder meeting. On an annual basis, the Board of Directors shall evaluate whether a long-term incentive program shall be proposed to the shareholder meeting and, if so, whether the proposed long-term incentive program shall include a transfer of shares in the company.

These guidelines shall apply to agreements entered into after the shareholder meeting and, in the event changes are made in existing agreements, after such time. The Board of Directors shall be entitled to deviate from the above-stated guidelines where it deems that special cause exists to do so in an individual case.

## **Other information**

### **Number of shares and votes**

At the time of the publication of this notice, there were a total of 33,302,373 shares in Bactiguard and 69,302,373 votes in the company, broken down into 4,000,000 Class A shares each entitling the shareholder to 10 votes and 29,302,373 Class B shares each entitling the shareholder to one vote. The company does not hold any shares in treasury.

### **Information at the meeting**

The Board of Directors and the CEO shall, upon request by any shareholder and provided the Board of Directors is of the opinion that such can occur without material harm to the company, provide information regarding any circumstances which may affect the assessment of a matter on the agenda, circumstances which may affect the assessment of the company's or a subsidiary's financial position, and the company's relationship to other group companies and the group accounts.



## **Documentation**

Accounting documentation, auditor's reports, the auditor's opinion whether the guidelines adopted by the shareholder meeting for compensation to senior management have been complied with, and complete documentation supporting proposals for resolutions as set forth above, will be made available at Bactiguard's offices at Alfred Nobels Allé 150, Tullinge and on Bactiguard's website at [www.bactiguard.se](http://www.bactiguard.se) not later than Wednesday, 25 April 2018 and will be sent to any shareholder so requesting who also provides his/her address.

Stockholm, April 2018  
Bactiguard Holding AB (publ)  
*The Board of Directors*

*The information was submitted for publication at 17.30 CET on April 17, 2018*

## **About Bactiguard**

Bactiguard is a Swedish medical device company with a mission to save lives. To achieve this mission we develop and supply infection prevention solutions which reduce the risk of healthcare associated infections and the use of antibiotics. This way, we save significant costs for healthcare and the society at large.

The Bactiguard technology prevents bacterial adhesion and biofilm formation on medical devices. Bactiguard offers the technology through licence agreements and our BIP (Bactiguard Infection Protection) portfolio of products. Through our licence partner CR Bard, urinary catheters with Bactiguard's coating are market leading in the USA and Japan. Bactiguard's own product portfolio of urinary catheters, endotracheal tubes and central venous catheters prevent some of the most common infections, which appear in the urinary tract, the blood stream and the respiratory tract.

Bactiguard is in a strong expansion phase in the European markets, China, India and the Middle East as well by establishing license agreements in new therapeutic areas. The company has about 70 employees around the world. Its headquarters and one of two production facilities are located in Stockholm, the other one in Malaysia. Bactiguard is listed on Nasdaq Stockholm.

Read more about how Bactiguard saves lives at [www.bactiguard.com](http://www.bactiguard.com)