



Press release 12 May 2022

## **Press release from annual general meeting in Azelio AB (publ) on 12 May 2022**

**At the annual general meeting in Azelio AB (publ) the shareholders resolved upon the following:**

### **Approval of the financial statements of 2021 and discharge from liability**

The annual general meeting approved the income statement and balance sheet as well as the consolidated income statement and the consolidated balance sheet for the financial year 2021, and the members of the board and the managing director was discharged from liability for the financial year 2021.

### **Allocation of profit or loss**

The annual general meeting resolved, in accordance with the board's proposal, that the funds at the meeting's disposal consisting of the profit of the year is carried forward and that no dividends are paid out for the financial year 2021.

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

The annual general meeting resolved, in accordance with the proposal of the nomination committee, that the number of members of the board of directors shall be seven without deputy members, and that the company shall have one auditor, with no deputies.

Bo Dankis, Bertil Villard, Kent Janér, Pär Nuder, Hicham Bouzekri, Elaine Weidman-Grunewald and Hans Ola Meyer were re-elected, in accordance with the proposal of the nomination committee, as board members up until the end of the next annual general meeting. It was also resolved to re-elect Bo Dankis as chairman of the board. Furthermore, it was resolved to re-elect the accounting firm KPMG AB as auditor for the period up until the end of the next general, and it was noted that the authorised public accountant Fredrik Waern will be the auditor in charge and that the authorised public accountant Johan Kratz will be the auditor.

The annual general meeting further resolved that fees shall be paid in accordance with the nomination committee's proposal, meaning a fee to the chairman of the board of directors of SEK 650,000, a fee to each other board member elected by the shareholders' meeting not employed by the company of SEK 250,000, a fee to each of the members of the finance committee not employed by the company of SEK 50,000 and a fee to each of the members of the remuneration committee not employed by the company of SEK 50,000. The principal owner Kent Janér has informed that he will decline remuneration for his work as a board and committee member.

### **Principles for appointment of a nomination committee**

The annual general meeting resolved, in accordance with the proposal of the nomination committee, to adopt principles for appointing a nomination committee for the annual general meeting 2023. In short, these principles states that the nomination committee shall be composed of the chairman of the board of directors together with one representative of each of the three largest shareholders, based on ownership in the company as of the expiry of the third quarter of the financial year.

### **Authorisation to issue new shares and/or warrants and/or convertibles without deviation from the shareholders' preferential rights**

The annual general meeting resolved, in accordance with the proposal of the board of directors, to authorise the board to resolve – at one or several occasions and for the time period until the next annual general meeting – resolve to issue new shares and/or warrants and/or convertibles. The number of shares that may be issued and the number of shares that shall be possible to subscribe/convert may amount to the number of shares allowed by the articles of association, as amended from time to time. New share issue and/or warrants and/or convertibles shall be made without deviation from the shareholders' preferential rights against cash payment or against payment through set-off or in kind, or otherwise on special conditions.

**Authorisation to issue new shares with or without deviation from the shareholders' preferential rights**

The annual general meeting resolved, in accordance with the proposal of the board of directors, to authorise the board to resolve – at one or several occasions and for the time period until the next annual general 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 20 percent of the number of shares outstanding at the time of the notice of the annual general meeting, after full exercise of the hereby proposed authorisation. 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.

**Amendments to the articles of association**

The annual general meeting resolved, in accordance with the proposal of the board of directors, to make certain amendments to the articles of association in which the limits of the share capital and number of shares were amended.

**Long-term incentive program for the executive management**

The annual general meeting resolved, in accordance with the proposal of the board of directors, to adopt a long-term incentive program to the CEO and the other members of the executive management in Azelio, in total six persons. The incentive program comprises the issuance of not more than 750,000 warrants.

**Long-term incentive program for the board of directors**

The annual general meeting resolved, in accordance with the proposal of the principal shareholder, to adopt a long-term incentive program to all members of the board of directors in Azelio, save for Kent Janér, in total a maximum of six persons. The incentive program comprises the issuance of not more than 350,000 warrants.

**For further information, contact:**

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