

Press release
18 May 2021, 10:00

Summary from Annual General Meeting of Sdipotech AB (publ)

Sdipotech AB (publ) has today held an Annual General Meeting, on Tuesday 18 May 2021 (the “Meeting”), through advance voting.

Due to COVID-19 and the authorities’ advice, the Meeting was carried out through advance voting (so-called postal voting) without any physical attendance.

The income statements and balance sheets for the Company and the group were approved and the Board of Directors and the Managing Director were discharged from liability for the financial year 2020.

In accordance with the proposal of the Board of Directors, the Meeting resolved on a dividend of SEK 8.00 per preference share to be paid quarterly with SEK 2.00 per preference share. Record dates for dividends on the preference shares are 15 June 2021, 15 September 2021, 15 December 2021, and 15 March 2022. The Meeting resolved that no dividends shall be paid on ordinary shares of series A or B and that the remaining accumulated results instead are carried forward on new account.

In accordance with the proposal by the Nomination Committee, the Meeting resolved (i) that the Board of Directors shall consist of five members (ii) to re-elect Johnny Alvarsson, Birgitta Henriksson, Urban Doverholt, Eola Änggård Runsten and Jan Samuelson as members of the Board of Directors, and (iii) to re-elect Jan Samuelson as new Chairman of the Board of Directors.

In accordance with the proposal by the Nomination Committee, the Meeting resolved that total fees of SEK 1,880,000 are to be paid to the Board of Directors, of which SEK 270,000 shall be paid to each Board member and SEK 800,000 to the Chairman of the Board. The Meeting resolved further that for the Company’s Audit Committee, a fee of SEK 150,000 is to be paid to the chairman and a fee of SEK 50,000 to be paid to each member (one to two members). For the Company’s Investment Committee, a fee of SEK 50,000 was decided to be paid to the chairman and a fee of SEK 50,000 to be paid to each member (one to two members). No fees are to be paid for the Company’s Remuneration Committee.

In accordance with the proposal by the Nomination Committee, the registered accounting firm PwC Sweden was re-elected as the auditor of the Company, with the authorised public accountant Anna Rosendal as the auditor in charge. The auditors’ fee shall be paid upon approval of their invoice.

The Meeting passed a resolution in accordance with the proposal of the year’s Nomination committee to authorize the Chairman of the Board of Directors to contact the largest shareholders by vote as of 31 August 2021 and ask these shareholders to appoint members who, together with the Chairman of the Board of Directors, would constitute the Nomination committee. The Nomination committee shall consist of four members.

The Meeting approved the Board of Directors’ proposal regarding guidelines for remuneration to senior management.

The Meeting approved the Board of Directors’ proposal to authorize the Board to decide, until the next annual general meeting, with or without deviation from the shareholders’ preferential rights, on one or several occasions, to issue ordinary shares, convertible instruments and/or warrants. Payment may be made in cash and/or with in kind or by way of set-off, or other conditions. The total increase of the number of ordinary shares, which includes issuance, conversion or subscription for new shares, may – where it entails a deviation from the shareholders’ preferential rights – correspond to a dilution of a maximum of 10 percent of the current number out outstanding ordinary shares, adjusted for any splits or similar. The authorization shall primarily be used for the purpose of acquisitions or financing thereof.

The Annual General Meeting resolved, in accordance with the Board's proposal, that the company, deviating from the shareholders' preferential rights, offers managers and senior executives to acquire a total of a maximum of 350,000 warrants of series 2021/2024. Acquisition of warrants shall take place at market value.

The exercise price shall be set at 126% of the average share price during the measurement period from 19 May 2021 to 1 June 2021. Each warrant gives the holder the right to subscribe for a new Series B ordinary share in the Company during the following periods: (i) a period of 10 banking days from 7 June 2024, (ii) a period of 10 banking days from the banking day after the publication of the Company's interim report for the second quarter of 2024, and (iii) a period of 10 banking days from the banking day after the publication of The company's interim report for the third quarter of 2024, but no later than November 30, 2024

The purpose of the program is, among other things, that management within the Group through their own investment should be able to take part in and work for a positive value development of the company's shares and thereby achieve increased common interest between them and the company's shareholders.

The proposal from a shareholder to introduce a warrant program for the company's Board of Directors was withdrawn by the proposer before the voting was completed. No result from the voting is thus reported.

The Annual General Meeting resolved, in accordance with the Board's proposal, to amend the Articles of Association on a couple of points, to facilitate the owners' participation in future general meetings after the temporary legislation that applies during the pandemic has expired, and to amend the Articles of Association that the possibility of appointing deputy board members is removed, which is in line with what is prescribed in the Swedish Code of Corporate Governance

Stockholm, 18 May 2021

Sdiptech AB (publ)

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Sdiptech's common share of series B is traded under the short name SDIP B with ISIN code SE0003756758.

Sdiptech AB's preferred shares are traded under the short name SDIP PEF with ISIN code SE0006758348.

Sdiptech's Certified Adviser at Nasdaq First North Premier Growth Market is Erik Penser Bank, +46 8 463 83 00, certifiedadviser@penser.se. Further information is available on the company's website: www.sdiptech.com

Sdiptech AB is a technology group with a primary focus on infrastructure segments critical to well-functioning societies and to welfare, e.g. water & sanitation, power & energy, transportation, energy efficiency and air climate. As part of our offering in urban areas, we also provide niched technical services for buildings and real-estate such as renovation of elevators and roofs. The company has approximately SEK 2,000m in sales and is based in Stockholm.

The information was provided by the above contact persons for publication 18 May 2021 at 10:00 CEST.