

Press release  
May 9, 2023  
Gothenburg, Sweden

## **Bulletin from Annual General Meeting in Hexatronic Group AB (publ)**

The following resolutions were passed at the Annual General Meeting (the “AGM”) of Hexatronic Group AB (publ) (“Hexatronic” or the “Company”) held today on 9 May 2023 in Gothenburg, Sweden.

### **Adoption of Income Statement and Balance Sheet for the Financial Year 2022 and Discharge from Liability**

The AGM adopted the income statements and the balance sheets for the Company and the group for the financial year 2022. The members of the Board of Directors and the CEO were discharged from liability for the financial year 2022.

### **Allocation of Profits**

The AGM resolved that a dividend of SEK 0.10 per share shall be paid and that the record date for receipt of the dividend shall be Thursday 11 May 2023.

### **Election of Board Members, Auditors, Fees to the Board of Directors and Auditors**

The AGM resolved that the number of members of the Board of Directors shall be six without deputies and that the number of auditors shall be one registered accounting firm without deputy auditors.

The AGM resolved to re-elect Anders Persson, Erik Selin, Helena Holmgren, Jaakko Kivinen, Per Wassén and Charlotta Sund as members of the Board of Directors. All elections for the period until the next AGM. Anders Persson was re-elected as Chairman of the Board of Directors.

The registered accounting firm Öhrlings PricewaterhouseCoopers AB was re-elected as the Company’s auditor for the period until the end of the next AGM and it was noted that Johan Malmqvist will act as auditor in charge.

The AGM resolved that fees to members of the Board of Directors shall be paid with SEK 750,000 to the Chairman of the Board of Directors and SEK 350,000 to the other members of the Board of Directors. It was further resolved that fees to the Chairman of the Audit Committee shall be paid with SEK 125,000 and SEK 75,000 to member of the Audit Committee, and that the fees to the auditor shall be paid in accordance with approved statement of costs.

### **Principles for the appointment of the members of the Nomination Committee**

The AGM resolved that the principles for appointing the members of the Nomination Committee as adopted at the AGM 2022 shall remain unchanged.

### **Approval of the Board’s remuneration report**

The AGM resolved to approve the Remuneration Report for the financial year 2022.

### **Adoption of a long-term performance-based share programme**

The AGM resolved, in accordance with the Board of Directors’ proposal, to adopt a long-term performance-based share savings programme for the group’s senior executives and other key employees employed in Sweden (LTIP 2023). The AGM further resolved on a directed issue of not more than 261,071 convertible shares of series C, as a result of which share capital may increase by a maximum of SEK 2,610.71, authorisation for the Board of Directors to resolve on the repurchase of all issued redeemable and convertible shares of series C and approval of transfer of own ordinary shares to participants. Outstanding rights to shares under previous long-term incentive programmes and LTIP 2023 amount to approximately 2.51 per cent of the Company’s total number of outstanding shares upon full exercise.

### **Adoption of a long-term incentive programme for the group’s employees outside of Sweden**

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The AGM resolved, in accordance with the Board of Directors' proposal, to adopt a long-term incentive programme (Warrant Programme 2023) directed at the group's employees outside of Sweden and on a directed issue to the subsidiary Proximion AB of a total of not more than 441,000 warrants with the right for participants to subscribe for a total of not more than 441,000 shares. Proximion shall handle the warrants in accordance with the terms of the Option Programme 2023 and transfer the warrants to participants free of charge. Based on the existing number of ordinary shares in the Company, the Warrant Programme 2023, upon full exercise of all 441,000 Warrants, entails a dilution corresponding to approximately 0.22 per cent of the capital and votes related to ordinary shares.

### **Resolution to authorise the Board of Directors to resolve on the acquire and transfer of own shares**

The AGM resolved, in accordance with the Board of Directors' proposal, to authorise the Board of Directors, on one or more occasions until the end of the next AGM, to resolve on the acquisition of not more than one-tenth of the Company's own shares. Furthermore, the AGM authorises the Board of Directors, for the period until the end of the next AGM, on one or more occasions, to resolve on the transfer of the own shares held by the Company at the time of the Board's decision on transfer.

The purpose of the proposed authorisation is to give the Board the opportunity to adapt the Company's capital structure to its capital needs and thereby, among other things, be able to use the repurchased shares as a means of payment for the acquisition of companies.

The possibility of deviation from the shareholders' preferential rights when transferring own shares is justified by the fact that transfer of shares over Nasdaq Stockholm or otherwise with deviation from preferential rights for shareholders can take place with greater speed, flexibility and is more cost-effective than transfer to all shareholders. If the Company's own shares are transferred for consideration in a form other than cash in connection with agreements on the acquisition of assets, the Company cannot give shareholders the opportunity to exercise any preferential rights.

### **Resolution to authorise the Board of Directors to resolve on new issues of shares, warrants and/or convertibles**

The AGM resolved, in accordance with the Board's proposal, to authorise the Board of Directors, on one or more occasions and with or without shareholders' preferential rights, until the end of the next AGM, to resolve on a new issue of shares, warrants and/or convertibles of not more than ten (10) percent of the registered share capital in the Company at the time of the issue resolution. An issue may be carried out as a cash, non-cash or set-off issue. Issuance may only be made at market price.

Deviation from the shareholders' preferential rights shall only be possible in connection with company acquisitions. If the Board of Directors resolves on an issue with deviation from the shareholders' preferential rights, the rationale shall be that the Company quickly needs access to capital in the event of a company acquisition or alternatively need to pay with the Company's shares, warrants and/or convertibles.

Gothenburg, May 9, 2023

Henrik Larsson Lyon  
CEO Hexatronic Group

### **For more information, please contact:**

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