

# **Press Release**

The English text is an unofficial translation. In case of any discrepancies between the Swedish text and the English translation, the Swedish text shall prevail.

# Bulletin from the annual shareholders' meeting in BONESUPPORT HOLDING AB on 19 May 2020

**Lund, Sweden, 12.00 CET, 19 May 2020** – BONESUPPORT HOLDING AB, an emerging leader in orthobiologics for the management of bone injuries, today announces that the annual shareholders' meeting was held in the company on this day and that all resolutions were adopted with the required majority of votes. A summary of the resolutions adopted follows below.

# Resolution on adoption of accounts and allocation of the company's result

The annual shareholders' meeting resolved to adopt the profit and loss statement and balance sheet and the group profit and loss statement and the group balance sheet. The annual shareholders' meeting also resolved to allocate the company's result in accordance with the board's proposal, meaning that no dividends are paid and that available total funds of SEK 862,277,430 are carried forward to a new account.

## Discharge from liability of the members of the board and the CEO

The annual shareholders' meeting resolved to discharge the members of the board and the CEO from liability for the financial year 2019.

#### Election of and remuneration for board members and auditor

The annual shareholders' meeting resolved in accordance with the proposal from the Nomination Committee to re-elect Håkan Björklund, Björn Odlander, Lars Lidgren, Tone Kvåle, Lennart Johansson and Simon Cartmell as ordinary board members. Lennart Johansson was re-elected as chairman of the board.

Furthermore, the annual shareholders' meeting resolved that board remuneration shall be paid with SEK 325,000 to the chairman of the board and with SEK 150,000 to each of the other board members who are not employed by the company. Remuneration for committee work shall be paid with SEK 125,000 to the chairman of the Audit Committee, with SEK 70,000 to each of the other members of the Audit Committee, with SEK 50,000 to the chairman of the Remuneration Committee and with SEK 25,000 to each of the other members of the Remuneration Committee.

The annual shareholders' meeting also resolved to re-elect Ernst & Young AB as the accounting firm and remuneration for the auditor shall be paid in accordance with invoiced amounts in accordance with customary charging standards. Ernst & Young AB has informed that Ola Larsmon will continue to be appointed as the responsible auditor.

## Resolution on instruction and charter for the Nomination Committee

The annual shareholders' meeting resolved in accordance with the Nomination Committee's proposal that a Nomination Committee shall be appointed before the coming election and remuneration. The Nomination Committee shall consist of four members, appointed by the three largest shareholders as per the end of September, together with the chairman of the



# **Press Release**

board of directors. Furthermore, an instruction and charter for the Nomination Committee was adopted.

## Resolution on guidelines for remuneration to senior executives

The annual shareholders' meeting resolved in accordance with the proposal from the board on guidelines for remuneration to senior executives.

#### Resolution on amendment of the Articles of Association

The annual general meeting resolved in accordance with the proposal from the board to amend § 1 in the Swedish version of the Articles of Association so that "firma" is replaced with "företagsnamn" and § 9 so that the provision, due to an anticipated upcoming legislative change, does not stipulate on which date the record date shall occur.

## Resolution on authorization for the board of directors regarding issues

The annual shareholders' meeting resolved in accordance with the proposal from the board to authorize the board, at one or several occasions, during the time up until the next annual shareholders' meeting, with or without deviation from the shareholders' preferential rights, and with or without provisions regarding payment in kind or through set-off or other provisions, to resolve to issue new shares, convertibles and/or warrants. The reason for that deviation from the shareholders' preferential rights shall be permitted is to enable the company to raise working capital, to execute acquisitions of companies or operating assets as well as to enable issues to industrial partners within the framework of partnerships and alliances. The total number of shares that that may be issued (alternatively be issued through conversion of convertibles and/or exercise of warrants) shall not exceed 13,472,120 shares, which corresponds to a dilution of approximately 20 percent calculated on the current number of shares in the company.

Resolution on implementation of a long-term incentive program for employees by way of (A) implementation of a performance-based share saving program; (B) authorization on directed issues of series C shares; (C) authorization for repurchase of series C shares; and (D) resolution on transfer of own ordinary shares

The annual shareholders' meeting resolved in accordance with the proposal from the board to implement a long-term incentive program for employees ("LTI 2020"). LTI 2020 means that the participants will invest in ordinary shares in the company (the "Saving Shares"), which shall be made on 31 December 2020 at the latest (the "Investment Period"). If the Saving Shares are retained as from the expiration of the Investment Period to and including 31 December 2023 (the "Saving Period") and the participant has continued to be employed by the company or another company within the Group throughout the Saving Period, the participant is entitled to allotment of additional ordinary shares in the company free of charge (the "Performance Shares"), provided that certain performance targets are achieved or exceeded. The total maximum number of Performance Shares that may be issued within LTI 2020 amounts to 110,000, which corresponds to a dilution of approximately 0.21 per cent of the company's share capital and votes after full dilution, calculated on the number of shares that will be added upon full issuance of Performance Shares in connection with LTI 2020.



## Press Release

In order to secure the company's delivery of Performance Shares to the participants in LTI 2020, the annual shareholders' meeting also resolved to authorize the board of directors to resolve on directed issues of series C shares, whereby the new shares, with deviation from the shareholders' preferential rights, only may be subscribed for by a bank or a securities company at a subscription price which corresponds to the quota value of the shares. Furthermore, the annual shareholders' meeting resolved to authorize the board of directors to resolve to repurchase its own series C shares and to approve transfer of own ordinary shares to the participants in LTI 2020.

#### Lund on 19 May 2020

**BONESUPPORT HOLDING AB (PUBL)** 

#### For more information contact:

## **BONESUPPORT HOLDING AB**

Emil Billbäck, CEO +46 (0) 46 286 53 70

Håkan Johansson, CFO +46 (0) 46 286 53 70 ir@bonesupport.com

### **Cord Communications**

Charlotte Stjerngren +46 (0) 708 76 87 87 <u>charlotte.stjerngren@cordcom.se</u> <u>www.cordcom.se</u>

#### About BONESUPPORT™

BONESUPPORT (Nasdaq Stockholm: BONEX) develops and commercializes innovative injectable bio-ceramic bone graft substitutes that remodel to the patient's own bone and have the capability of eluting drugs. BONESUPPORT's bone graft substitutes are based on the patented technology platform <u>CERAMENT</u>. The Company is conducting several clinical studies to further demonstrate the clinical and health economic benefits that its products deliver and a Premarket approval filing with the FDA (USA) for <u>CERAMENT G</u> is planned in 2021. The Company is based in Lund, Sweden, and the net sales amounted to SEK 155 million in 2019. Please visit <u>www.bonesupport.com</u> for more information.

BONESUPPORT and CERAMENT are registered trademarks of BONESUPPORT AB.

This information was submitted for publication, through the agency of the contact persons set out above, at 12.00 CET on 19 May 2020.