



Press Release

Stockholm 30 April 2020

## **BULLETIN FROM ANNUAL GENERAL MEETING IN MEDICOVER AB (PUBL)**

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The following resolutions were passed at Medicover's annual general meeting (the "AGM") held today on 30 April 2020 in Stockholm.

### **Election of the board of directors and auditor**

The AGM resolved, in accordance with the proposal from the nomination committee, that the number of board members appointed by the shareholders' meeting shall be eight. Fredrik Stenmo, Peder af Jochnick, Robert af Jochnick, Arno Bohn, Sonali Chandmal, Michael Flemming, Margareta Nordenvall and Fredrik Rågmark were re-elected as board members. Fredrik Stenmo was re-elected as the chairman of the board. The AGM resolved that the number of auditors shall be one without deputies and to re-elect BDO Sweden AB as the company's auditor, with Jörgen Lövgren as auditor in charge, which is in accordance with the audit committee's recommendation.

### **Fees to board members and auditor**

The AGM resolved that the fees to the board members shall be paid out in a total amount of EUR 435,000, divided so that the chairman of the board of directors shall receive EUR 70,000 and the other board members who are not employed by the group shall receive EUR 50,000 each, the chairman of the audit committee shall receive EUR 20,000 and each other member of the audit committee who is not employed by the group shall receive EUR 10,000 each, the chairman of the remuneration committee shall receive EUR 7,500 and each other member of the remuneration committee who is not employed by the group shall receive EUR 7,500 each. It was resolved that the auditor's fees shall be paid as per approved account.

### **Adoption of the annual accounts, allocation of the results and discharge from liability**

The AGM resolved to adopt the annual accounts for the company and the group for 2019. In accordance with the proposal from the board of directors, the AGM determined that no dividend shall be paid for 2019 and that the results shall be carried forward. Furthermore, the AGM resolved to discharge the board members and the CEO from liability.

### **Instructions to the nomination committee**

The AGM adopted the nomination committee's proposed instructions to the nomination committee.

### **Guidelines for remuneration to senior executives**

The AGM adopted the board of directors' proposed guidelines for remuneration to senior executives.

### **Long term performance-based share program**



The AGM resolved, in accordance with the proposal from the board of directors, to adopt a long term performance-based share program for group management and other key individuals within the Medicover group, including a maximum of 58 participants. The participants in the program are required to invest in Medicover by investing in Class B shares in the company. The participants will, provided that certain conditions are met, be granted Class B shares free of charge. Further, the AGM resolved, in accordance with the proposal from the board of directors, to adopt certain hedging arrangements in order to secure the delivery of shares to the participants at the end of the program. The hedging arrangements include an authorisation for the board of directors to issue a maximum of 1,175,106 Class C shares, of which not more than 63,106 Class C shares may be issued to secure social charges, an authorisation for the board of directors to repurchase all issued Class C shares and a resolution to transfer the repurchased shares, following reclassification into Class B shares, to the participants in the program as well as in the market in order to cover the cash flow effects arising as a result of payments of social charges.

#### **Authorisation for the board of directors to resolve to issue new shares**

The AGM authorised, in accordance with the proposal from the board of directors, the board of directors to resolve to issue new Class B shares. The purpose is to increase the financial flexibility of the company and the acting scope of the board of directors. The authorisation allows the board of directors to resolve to increase the company's share capital by issue of new shares at one or several occasions and for the time period until the end of the next annual general meeting, with or without deviation from the shareholders' preferential rights and with or without provisions for contribution in kind, set-off or other conditions, to the extent that it corresponds to a dilution of not more than ten per cent of the number of shares outstanding at the time of the shareholders' meeting's resolution on the proposed authorisation.

#### **Amendment to the article of association**

In accordance with the board of director's proposal, the AGM approved amendments to the article of association.

At [www.medicover.com](http://www.medicover.com) the underlying proposals to the above resolutions are published and, at the latest on 14 May 2020, also the minutes from the AGM.

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

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The information was provided for publication by the above mentioned contact person at 15.15 pm CEST on 30 April, 2020.