



# Bulletin from the AGM of Troax Group AB (publ)

Hillerstorp May 14th, 2019 17:40 CET

**The AGM of Troax Group AB (publ) was held on May 14th, 2019 in Hillerstorp.**

## **Adoption of the Income Statements and Balance Sheets, dividend and discharge of liability**

The Income Statements and Balance Sheets were adopted, together with the Board of Directors' proposal for dealing with the Company's profit. The dividend was set at SEK 5,00 per share (approx 0,48 Euro) with May 16th of May as the record day. The estimated date for payment is May 21st, 2019. The Board of Directors and the President were discharged from liability for the financial year 2018.

## **Establishment of principles for the Election Committee and election of members to the Nomination Committee**

It was decided in accordance with the proposals on which principles should apply to the Nominating Committee.

## **Board of Directors and remuneration to the Directors, Auditors and fees to the auditors**

In accordance with the Nomination Committee's proposal, the AGM decided that Board of Directors shall comprise of six elected Board members. The AGM decided of re-election of Jan Svensson, Anna Stålenbring, Thomas Widstrand, Eva Nygren, Fredrik Hansson and Bertil Persson. Jan Svensson was appointed Chairman of the Board.

In accordance with the Nomination Committee's proposal, the AGM approved the proposal regarding remuneration to the Board, excluding committee work, of SEK 1,540,000 (1,420,000) in total, whereof SEK 540,000 (500,000) to the Chairman of the Board, and SEK 250,000 (230,000) to each of the Directors elected by the AGM and not employed by the Company. For work in audit committee the chairman will receive SEK 100,000 (75,000) and to other members SEK 75,000 (50,000). For work in the remuneration committee the chairman will receive SEK 50,000 (50,000) and other members of the committee will receive SEK 25,000 (25,000) each.

The AGM approved the proposal to elect Öhrlings PriceWaterhouseCoopers AB as auditor for the period up until the end of the AGM 2019. Authorised public accountant Johan Palmgren will be the registered auditor-in-charge.

The auditor's fee shall be paid in accordance with the approved invoice.

## **Repurchase of own shares**

The Annual General Meeting resolved to authorise the Board to decide on the repurchase of own shares, up until the next Annual General Meeting, on one or more occasions. The repurchase may be made by so many shares that the company owns no more than one (1) percent of all shares in the company. The repurchase shall be intended to fulfill commitments under the decided call option program.

The Annual General Meeting also resolved to authorise the Board to decide on the reselling of shares held by the Company at the time of the Board's transfer decision, up until the next Annual General Meeting, on one or more occasions. Transfer of own shares may be used to cover the company's commitments according to the decided call option program.

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

The AGM decided to approve the Board of Directors' proposal for principles of remuneration to the Management.

## **Split 3:1**

The Annual General Meeting approved the Board's proposed split of the company's shares, a so-called share split, meaning that each share is divided into three shares. The Board of Directors was authorized to set record date for the split and to publish more detailed information on the procedure for the split in connection with the determination of record date.

## **Option program to senior executives**

The AGM resolved on an option program directed to senior executives, in which the Board of Directors may, up to the next AGM, issue options of up to 105,000 shares (315,000 shares in the event that share split is carried out before the issue of the call options), corresponding to a maximum of 0,5 percent of the total number of shares and 0,5 percent of the total number of votes. The terms of the options shall be based on market terms according to accepted models at each individual date of issue. The option premium shall amount to 10 percent of the share price at the date of issue. The maturity of the options shall be a maximum of 3,9 years from its release and maturity period from 20 May 2023 to 30 June 2023. The redemption price shall be determined by an independent valuer at each respective time in accordance with accepted valuation models.

The AGM decided that, with the exception of shareholders' preferential rights, to the option holders transfer up to 105,000 shares (315,000 shares in the event that share split is carried out before the issue of the call options) to the price determined regarding the possible exercise of the options. The proposal is part of creating a long-term incentive for key employees. The proposal is considered to be reasonable for employees and Troax shareholder collectives. There are no since earlier outstanding option programs. The Board intends to return at the forthcoming AGMs with similar proposals. Since the program is offered on market terms and entails a financial risk to the executive, no social security costs are incurred.

**For additional information, please contact:**

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#### **About Troax**

*Troax is the leading global supplier of indoor perimeter protection ("metal-based mesh panel solutions") for the market segments: Machine guarding, Warehouse partitioning and Property Protection. Troax develops high quality and innovative safety solutions to protect people, property and processes.*

*Troax Group AB (publ), Reg. No. 556916-4030, has a global organisation with a strong sales force and efficient logistics setup, enabling local presence and short delivery times in 42 countries.*

*In 2018 Troax net sales amounted to around 161 MEUR and the number of employees amounted to about 700 persons. The Company's head office is located in Hillerstorp, Sweden.*

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