

Press release  
Lund 2015-05-12

## Press release: Report from Annual General Meeting in Nexam Chemical.

Today, on May 12, 2015, Nexam Chemical Holding AB (publ) held its Annual General Meeting. At the AGM, 9 656 001 shares were represented, approximately 18,7 % of all shares. A summary of the resolutions follows. All resolutions were passed with the required majority.

### **Adoption and appropriation of profits**

The AGM resolved to adopt the presented Income Statement and Balance Sheet, and the Consolidated Income Statement and Consolidated Balance Sheet. The Meeting also resolved to appropriate the Company's profit or loss in accordance with the Board of Directors' proposal in the Annual Accounts. Additionally, the Meeting resolved that no dividend is paid for the financial year 2014.

### **Discharge from liability**

The AGM resolved to discharge the Board members and Chief Executive Officer from liability.

### **Remuneration**

The AGM resolved that the remuneration of the Board of Directors shall be in total SEK 450,000 of which SEK 150,000 is remuneration to the Chairman and SEK 100,000 is remuneration to every other Board member who is not employed by the company.

The Meeting also resolved that, as in the previous year, auditors' fees are payable in accordance with approved account, on the customary debiting terms.

### **The Board**

Lennart Holm, Cecilia Jinert Johansson and Daniel Röme were re-elected Board members. Per-Ewe Wendel was new elected Board member. Lennart Holm was re-elected as Chairman of the Board.

### **Auditor**

The AGM resolved to elect Mazars SET Revisionsbyrå AB as the Company's new auditor until the next AGM.

### **About Nexam Chemical**

*Nexam Chemical is a Swedish company with a world-leading technology within its area for heat-activated crosslinking of plastics and polymers. The company develops, manufactures and markets unique heat-activated crosslinkers to the plastics market. A company description and more information about the business will be found on [www.nexamchemical.com](http://www.nexamchemical.com). The company's Certified Adviser is Remium Nordic AB.*

### **Instruction for the Nomination Committee**

The AGM resolved that the work for the Nomination Committee for the AGM 2016 should be conducted in accordance with the proposal, see item 12 in the notice to the AGM published on 13 April 2015. Basically, the guidelines imply that the nomination committee should consist of one member of each of the three largest shareholders based on the shareholder statistics from Euroclear Sweden AB as of June 30 2015. The Chair of the Nomination Committee shall be the member appointed by the largest shareholder in terms of the number of votes, unless the members agree differently.

Information on the members of the Nomination Committee and the shareholders they represent should be published in press releases no later than six months prior to the following AGM.

### **Remuneration policy**

The AGM resolved on remuneration policy for senior executives in accordance with the proposal, see item 13 in the notice to the AGM published on 13 April 2015. The remuneration for the CEO and other senior executives may be fixed salary, pension, other benefits and share-based incentive programs. The guidelines means i.e. that the CEO and other senior executives will be offered a fixed salary that is on market terms. The remuneration of the CEO and other senior executives is based on factors such as work tasks, expertise, experience, position and performance. The guidelines shall be applied to new agreements, or changes in existing agreements reached with senior executives after the guidelines have been adopted, and until new or revised guidelines are determined.

### **Resolution on issuance of warrants and approval of transfer of warrants**

The AGM resolved for an incentive program in accordance with the proposal, see item 14 in the notice to the AGM published on 13 April 2015. The incentive program covers the issuance of a maximum of 646,000 warrants offered to senior executives and key persons in the Nexam Chemical Group at market value. Each warrant entitles the holder to subscribe for one new share in Nexam Chemical against cash payment at a subscription price corresponding to 150 percent of the volume weighted average last closing price for Nexam Chemical's share on Nasdaq First North during the 13 May – 26 May 2015. The warrant may be exercised during the period from 13 September - 17 September 2018. It was noted that the resolution was taken unanimously by the AGM.

### **Authorization for the Board of Directors to decide on the new issue of shares**

The Meeting resolved to authorize the Board of Directors to decide on a new issue of shares, with or without waiving the preferential rights of shareholders on one or more occasions in the period until the next Annual General Meeting. Issues may be made with or without the provisions regarding contribution in kind, set-off or other conditions. The number of shares that may be issued may not exceed a total of 12,944,000 shares. The dilution may, upon full exercise of the authorization, amount to a maximum of approximately twenty (20) per cent. The purpose of the authorization is to enable to raise working capital, to enable to execute and finance acquisitions and to enable new issues to industrial partners within the framework of partnerships and alliances. To the extent the authorization is used for new issues with deviation from the shareholders' preferential rights, the issue price shall be on market terms. The resolution was made in accordance with the proposal, see item 15 in the notice to the AGM published 13 April 2015. It was noted that the resolution was taken unanimously by the AGM.

*Note: This press release has been translated from Swedish. The Swedish text shall govern for all purposes and prevail in case of any discrepancy with the English version.*

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