

## **PRESS RELEASE FROM ANNUAL GENERAL MEETING 2016 IN HELIOSPECTRA AB (PUBL)**

Heliospectra AB (publ) held, on Tuesday 14 June 2016, Annual General Meeting in the company's premises in Gothenburg. Chairman of the meeting was Eric Ehrencrona. The following main resolutions were resolved upon.

### **Profit and loss account and balance sheet and allocation of loss**

The AGM resolved that the profit and loss account and the balance sheet produced to the general meeting, including the consolidated profit and loss account and consolidated balance sheet, be duly adopted.

The AGM approved the board of directors' proposal regarding the appropriation of earnings and resolved, after taking into account the net loss of 33 802 183 SEK, as per the balance sheet the unappropriated earnings of SEK 26 608 875, be carried over to the new balance sheet.

### **Discharge of liability**

The AGM resolved that the directors of the board and the managing director be discharged from liability during the financial year of 2015.

### **Directors of the board, auditor and remuneration**

It was resolved that, in accordance with the Nomination Committee's proposal, Andreas Gunnarsson, Göran Larsson, Anders Ludvigson and Martin Skoglund were reappointed as directors of the board. Andreas Gunnarsson was appointed as new chairman of the board. It was further resolved that the current alternate director, Göran Linder, shall be reappointed as alternate director. The number of directors will be four and the number of alternate directors will be one.

The AGM resolved to appoint the registered accounting firm Frejs Revisorer AB as auditor, who informed that they appointed Mikael Glimstedt as main responsible accountant.

The AGM resolved that, until the next AGM, the remuneration to the directors of the board be paid in accordance with the proposal of the Nomination Committee and that any director of the board, under certain circumstances, should be entitled to invoice the remuneration through an own company. To a director of the board performing committee work, no further remuneration shall be paid.

The complete proposal of the Nomination Committee is available on the website of Heliospectra AB ([www.heliospectra.com](http://www.heliospectra.com)).

### **Resolution on guidelines for remuneration for senior executives of the company**

The AGM approved the Nomination Committee's proposal regarding guidelines for remuneration to senior executives.

The complete proposal of the Nomination Committee is available on the website of Heliospectra AB ([www.heliospectra.com](http://www.heliospectra.com)).

### **Nomination Committee**

The AGM resolved, in accordance with the board of directors' proposal, to continue (in accordance with previously applied principles) having a Nomination Committee that will be responsible for preparing and presenting proposals to the AGM regarding chairman of the meeting, board of directors, chairman of the board of directors, remuneration to the board of directors, auditor and remuneration to the auditor.

The complete proposal of the board of directors is available on the website of Heliospectra AB ([www.heliospectra.com](http://www.heliospectra.com)).

### **Resolution to authorize the board of directors to issue shares and/or warrants and/or convertibles**

The AGM resolved, in accordance with the board of directors' proposal, to authorize the board of directors to, on one or several occasions before the next AGM, issue shares and/or warrants and/or convertibles against payment in cash and/or consideration in kind or by set-off or otherwise subject to terms and conditions and thereby deviate from the shareholders' preferential rights, resulting in an increase in the number of shares by a maximum of 12 000 000 shares.

The purpose of this authorization, and the reason for possibly deviating from the shareholders' preferential rights, is that issuing of shares is to be made possible for the benefit of financing the company's operations, commercialization and development of the company's products and markets and/or acquisitions of operations, companies, or parts of companies, and/or make possible diversification of the shareholders.

The complete proposal of the board of directors is available on the website of Heliospectra AB ([www.heliospectra.com](http://www.heliospectra.com)).

### **Resolution on the introduction of incentive program through the issuance of warrants to the subsidiary and approval of transfer**

The AGM resolved, in accordance with the board of directors' proposal, that the company shall issue no more than 770 000 warrants entitling to subscription for no more than 770 000 shares in the company. The right to subscribe for warrants shall, disapplying shareholders' pre-emption rights, vest in the wholly owned subsidiary Heliospectra Personal AB, reg.no 556904-7243, resulting in an increase of the company's share capital by a maximum of SEK 77 000 divided into 770 000 shares corresponding to a dilution effect of approximately 3,97 percent of the number of shares and

votes. The warrants will be issued to the subsidiary without consideration. Subscription for the warrants has been made directly in the minutes of the AGM.

The reason for deviating from the shareholders' preferential rights is that it is considered to promote the company's long-term interests if senior executives and other key employees are given the opportunity to participate in an incentive program that enables them to take part in the company's value development. This is expected to increase the commitment to the business of senior executives and key employees.

It was further resolved, in accordance with the board of directors' proposal, to approve that the subsidiary may transfer the above issued warrants to senior executives and other key employees of the company and its subsidiaries, or otherwise dispose of the warrants in order to fulfill the company's obligations in respect of the above stated warrant program.

The complete proposal of the board of directors is available on the website of Heliospectra AB ([www.heliospectra.com](http://www.heliospectra.com)).

**For further information, please contact;**

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