

# Notice of Annual General Meeting of Implantica AG

**The shareholders of Implantica AG, reg. no. FL-0002.629.889-3, are hereby given notice of the annual general meeting on Tuesday, May 10, 2022, at 11:00.**

Pursuant to Act 5 from November 2021 in the context of Covid-19 (COVID-19-VJBG), accompanying measures in judicial and administrative procedures continue to be in force. Therefore, the annual general meeting on Tuesday, May 10, 2022, will be held without the physical presence of participants and personal participation of shareholders and only the statutorily required people will attend the meeting. The meeting process will include control that the meeting was duly convened and control of the shareholder and voting lists.

Depository receipt holders will be able to vote by submitting their voting form to Pareto Securities AB (the “Custodian”), who will forward the votes to the independent proxy (Article 11 para. 4 lit. b of the Act of 8 April 2020 on accompanying measures in judicial and administrative procedures in the context of Covid-19, LGBl 2020/136).

Depository receipt holders have the opportunity to submit questions in respect of the AGM by sending them to [investorrelations@implantica.com](mailto:investorrelations@implantica.com) before May 10, 2022.

## Right to participate

Those wishing to participate in the meeting, through postal voting, must

- Be entered as depository receipt holders in the Swedish Depository Receipt (“SDR”) register kept by the Swedish central securities depository Euroclear Sweden on Wednesday, April 27, 2022 and
- Cast their vote no later than Monday, May 2, 2022, in accordance with the instructions on the Postal Voting Form, see appendix 1, so that the voting form is received by Pareto Securities AB no later than that day.

Holders of depository receipts who hold their receipts through nominees (Sw. förvaltare) must request a temporary registration of the voting rights in order to be able to participate at the Meeting. Holders of depository receipts who want to obtain such registration must contact the nominee regarding this in advance of April 27, 2022.

## Proposed agenda

1. Resolution and adoption of the statutory financial statements and the consolidated financial statements of Implantica AG
2. Resolution on the net result in accordance with the adopted balance sheet
3. Resolution on discharge of the Board of Directors, Executive Management and the Auditors
4. Election of the Board of Directors and the Chairman and Vice-Chairman of the Board of Directors
5. Election of members and Chairman of the Nomination and Remuneration Committee
6. Election of the independent proxy

7. Election of the auditors
8. Resolution on approval of remuneration of the Board of Directors and Executive Management
9. Resolution on the Long-term Incentive Plan – no new shares Authorized
10. Resolution on the authorization of acquisition of treasury shares upon board resolution

## **Agenda items**

The following agenda items are scheduled for the Annual General Meeting (“AGM”):

- 1. Resolution and adoption of the statutory financial statements and the consolidated financial statements of Implantica AG**

*Proposal of the Board of Directors:*

Approval of the annual report 2021 consisting of the statutory financial statements and the consolidated financial statements of Implantica AG, acknowledging the reports of the auditors.

- 2. Resolution on the net result in accordance with the adopted balance sheet**

*Proposal of the Board of Directors:*

Carry forward of the net loss for the financial year 2021 and to no payment of dividend.

- 3. Resolution on discharge of the Board of Directors, Executive Management and the Auditors**

*Proposal of the Board of Directors:*

- a. Granting of discharge to the members of the Board of Directors for financial year 2021.
- b. Granting of discharge to the members of the Executive Management for financial year 2021.
- c. Granting of discharge to the Auditor for financial year 2021.

- 4. Election of the Board of Directors and the Chairman and Vice-Chairman of the Board of Directors**

The Board of Directors of the company currently consists of five ordinary members. It is proposed to re-elect all current board members for the period until the end of the next annual general meeting including the re-election of Liselott Kilaas as Chairman and Johan Bojs as Vice-Chairman.

*Proposal of the Board of Directors:*

- a. Re-election of Liselott Kilaas as member and Chairman of the Board of Directors for a term of office until completion of the next Annual General Meeting of shareholders.
- b. Re-election of Johan Bojs as member and Vice-Chairman of the Board of Directors for a term of office until completion of the next Annual General Meeting of shareholders.
- c. Re-election of Tomas Puusepp as member of the Board of Directors for a term of office until completion of the next Annual General Meeting of shareholders.

- d. Re-election of Klaus Neftel as member of the Board of Directors for a term of office until completion of the next Annual General Meeting of shareholders.
- e. Re-election of Stephan Siegenthaler as member of the Board of Directors for a term of office until completion of the next Annual General Meeting of shareholders.

#### **5. Election of members and Chairman of the Nomination and Remuneration Committee**

*Proposal of the Board of Directors:*

Re-election of Johan Bojs as Chairman and Klaus Neftel as member of the Nomination and Remuneration Committee for a term of office until completion of the next Annual General Meeting of shareholders.

#### **6. Election of the independent proxy**

*Proposal of the Board of Directors:*

Re-election of Philipp Wanger, Attorney-at-law, Neugasse 17, 9490 Vaduz, Liechtenstein as independent proxy until the next annual general meeting of shareholders.

#### **7. Election of the auditors**

*Proposal of the Board of Directors:*

Re-election of KPMG (Liechtenstein) AG, Aeulestrasse 2, 9490 Vaduz, Liechtenstein as auditor for the financial year 2022.

#### **8. Resolution on approval of remuneration of the Board of Directors and Executive Management**

*Proposal of the Board of Directors:*

- a. Approve the total remuneration of the Board of Directors of EUR 179 thousand for financial year 2021. The total remuneration includes fixed compensation, pension contributions and long-term share-based incentive plan.
- b. Approve the total remuneration of the Executive Management of EUR 766 thousand for financial year 2021. The total remuneration includes fixed compensation, pension contributions and long-term share-based incentive plan. Executive Management is made up of the Chief Executive Officer, the Chief Strategy Officer, the Chief Financial Officer and the VP Operations & IR.

#### **9. Resolution on the Long-term Incentive Plan – No new shares Authorized**

*Proposal of the Board of Directors (Consultative Vote):*

The board of directors shall continue to be authorized to execute the Long-Term Incentive Plan, a 5-year stock option plan of Class A shares in 5 equal installments, under which senior executives and selected key employees will be rewarded with share-based incentives such as, but not limited to, options, restricted stock units and contingent share awards as to be specified by the board of directors, however, not exceeding 5% of the outstanding Class A-shares of Implantica AG valid until May 2027.

*Explanation:*

Implantica AG has continued to grant certain share-based rewards to senior executives and selected key employees and would like an iterative clarification approval by the AGM for our 5-year option plan of Class A-shares. The purpose of the Long-Term Incentive Plan is to attract, motivate and retain world class talent, whereas the design of the program shall be oriented towards long term incentives and alignment of interest with shareholders. Settlement of the rewards under the Incentive Plan may take place (i) via treasury shares that have been purchased in the open market, (ii) the utilization of contingent capital as per Article 4.4 of the Articles of Association or (iii) the issuance of existing authorized capital as per Article 4a.4.h of the Articles of Association.

#### **10. Resolution on the authorization of acquisition of treasury shares upon board resolution**

*Proposal of the Board of Directors (Consultative Vote):*

Implantica AG shall be authorized to acquire own shares, upon according resolutions of the board of directors, to the extent of up to 10% of the fully paid-up registered shares with a nominal value of CHF 2.00 (Class A Shares) outstanding at the time of the adoption of the resolution by the general meeting, through the acquisition of SDRs, until 10 May 2027. The acquisition of treasury shares may be exercised in whole or in part, once or several times, by the board of directors.

*Explanation:*

The acquisition of SDRs shall be executed over the stock exchange at the market price without defined purpose. They may also be used to settle obligations towards senior executives and selected key employees of the group who shall be rewarded with shares in Implantica AG as part of their compensation package.

The acquisition of shares through SDRs, including shares which the company has previously acquired and still holds, and shares which a third party has previously acquired and still holds in its own name but for the account of the Company, may not result in net assets, falling below the amount of subscribed capital plus reserves whose distribution is not permitted by law or the articles of association.

For purpose of clarity, the Company is authorized to exclude the statutory subscription rights of the shareholders pursuant to Art. 303 et seq. PGR upon the disposal of the treasury shares until 10 May 2027.

#### **Voting**

Depository receipt holders are invited to send their votes to the Custodian as outlined in the Postal Voting Form (appendix 1). The Custodian will forward the votes for representation to the local independent proxy, Mr. Philipp Wanger, Attorney-at-law.

#### **Minutes**

The minutes of the annual general meeting will be available for review from the evening of May 27, 2022, at the latest at the company's headquarters, Aeulestrasse 45, 9490 Vaduz, Liechtenstein and on the company's website [www.implantica.com](http://www.implantica.com).

#### **Implantica AG**

The Board of Directors

April 20, 2022

**For further information, please contact:**

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Implantica is listed on Nasdaq First North Premier Growth Market in Stockholm.

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*The information was sent for publication, through the agency of the contact person set out above, on April 21, 2022, at 08:30 a.m. CET.*

**About Implantica**

Implantica is a medtech group dedicated to bringing advanced technology into the body. Implantica's lead product, RefluxStop™, is a CE-marked implant for the prevention of gastroesophageal reflux that will potentially create a paradigm shift in anti-reflux treatment as supported by successful clinical trial results. Implantica also focuses on eHealth inside the body and has developed a broad, patent protected, product pipeline based partly on two platform technologies: an eHealth platform designed to monitor a broad range of health parameters, control treatment from inside the body and communicate to the caregiver on distance and a wireless energising platform designed to power remote controlled implants wirelessly through intact skin. Implantica is listed on Nasdaq First North Premier Growth Market (ticker: IMP A SDB). Visit [www.implantica.com](http://www.implantica.com) for further information.