



Press Release

Stockholm May 17, 2019

## **Resolutions from the 2019 Annual General Meeting in CLX Communications AB (publ)**

Stockholm, Sweden – CLX Communications AB (publ) – XSTO: SINCH

CLX Communications held its annual general meeting on Friday, 17 May 2019 at 2.00 p.m. in the meeting venue Horn, Lindhagen mat & möten, Lindhagensgatan 126, Stockholm.

### **Adoption of financial statements, appropriation of the company's profit or loss and discharge from liability**

The meeting adopted the presented income statement and balance sheet as well as the consolidated income statement and consolidated balance sheet.

In accordance with the proposal of the board of directors, the meeting resolved to not pay any dividend for the financial year 2018.

The meeting further resolved to grant discharge from liability of the members of the board of directors, the former CEO, the CEO and the deputy CEO for the financial year 2018.

### **Board of directors and auditor**

The meeting resolved that the board of directors shall consist of five members elected by the meeting with no deputy members and resolved to re-elect Erik Fröberg, Renée Robinson Strömberg, Johan Stuart, Björn Zethraeus and Bridget Cosgrave. Erik Fröberg was re-elected as chairman of the board of directors. The board member Kjell Arvidsson had declined re-election.

Deloitte AB was re-elected as auditor.

### **Remuneration to the board of directors**

The meeting resolved on an annual remuneration of SEK 300,000 for each of the board members not employed by the company and of SEK 650,000 to the chairman of the board of directors. Furthermore, it was resolved on an annual remuneration of SEK 40,000 for each of the members of the audit committee, of SEK 80,000 for the chairman of the audit committee, of SEK 20,000 for each of the members of the remuneration committee and of SEK 40,000 for the chairman of the remuneration committee. In addition, it was resolved that that remuneration to the auditor shall be paid in accordance with approved invoices.

### **Principles for the nomination committee**

The meeting resolved on principles for the appointment of the nomination committee in accordance with the nomination committee's proposal, which means that the principles are unchanged compared to the previous year.

### **Compensation to senior executives**

The meeting resolved on the guidelines for remuneration to senior executives proposed by the board of directors. The remuneration to the CEO and other senior executives is to reflect CLX's need to recruit and motivate qualified employees through a compensation package that is on a fair and competitive level. Remuneration shall comprise a base salary, short- and long-term variable remuneration (including any share-related incentive programs), pension benefits, other benefits and severance pay.

### **Authorization for the board of directors to issue new shares**

The meeting resolved, in accordance with the board of directors' proposal, to authorize the



board of directors, at one or several occasions, up until the next annual general meeting, to resolve on issues of new shares, and that such issues can be done with deviation from the shareholders' preferential rights. The board of directors is entitled to resolve on share issues causing an increase of the company's share capital of at most 10 percent of the company's registered share capital at the time the board of directors first utilizes the authorization.

The purpose of the authorization and the reason for the possible deviation from the shareholders' preferential rights is to enable capital raisings for the acquisition of companies or parts of companies and for the operations of the company.

### **Resolution to amend the articles of association**

The meeting resolved, in accordance with the board of directors' proposal, to amend the articles of association, meaning, among other things, that the company's registered name is to be changed to Sinch AB (publ).

### **Resolution on an incentive programme**

The meeting resolved to adopt an additional long term incentive programme for senior executives and key employees within the CLX group ("LTI 2019").

LTI 2019 comprises six series of warrants. Upon exercise of all warrants in LTI 2019 up to 510,000 shares, equivalent to approximately 0.9 per cent of the total number of shares and votes, may be issued. Upon full exercise of the warrants, the Company's share capital will increase with a maximum of SEK 51,000.

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

Thomas Heath  
Chief Strategy Officer and Head of Investor Relations  
CLX Communications AB (publ)  
Mobile: +46-722-45 50 55  
E-mail: [thomas.heath@sinch.com](mailto:thomas.heath@sinch.com)

#### **About Sinch (CLX Communications AB)**

Sinch brings businesses and people closer with tools enabling personal engagement. Its leading cloud communications platform lets businesses reach every mobile phone on the planet, in seconds or less, through mobile messaging, voice and video. Sinch is a trusted software provider to mobile operators, and its platform powers business-critical communications for many of the world's largest companies. Sinch has been profitable and fast-growing since its foundation in 2008. It is headquartered in Stockholm, Sweden, and has local presence in more than 30 countries. Shares are traded at NASDAQ Stockholm: XSTO:SINCH. Visit us at [sinch.com](http://sinch.com).