

Protokoll fört vid årsstämma i  
AroCell AB, org.nr 556596-  
6107, ("**Bolaget**") den 24 maj  
2023 i Stockholm

1.

Det antecknades att stämman öppnades av styrelsens ordförande Johan Häggblad.

2.

Det beslutades i enlighet med valberedningens förslag att utse Henrik Fritz till ordförande vid stämman. Det antecknades att Ingrid Jacobson utsågs till protokollförare.

3.

Det beslutades att godkänna bilagd förteckning över närvarande aktieägare som röstlängd, Bilaga 3.

4.

Det beslutades att protokollet skulle justeras av en person tillsammans med stämmans ordförande. Filip Fogdestam valdes till justeringsperson.

5.

Det antecknades att kallelsen publicerats samt hållits tillgänglig på Bolagets webbplats sedan den 21 april 2023. Antecknades vidare att kallelsen varit införd i Post- och Inrikes Tidningar den 25 april 2023 samt att annons om att kallelse har skett varit införd i Dagens Industri den 25 april 2023. Stämman konstaterades därmed vara i behörig ordning sammankallad.

6.

Det beslutades att godkänna den i kallelsen föreslagna dagordningen.

7.

7.a

Framlades årsredovisningen för räkenskapsåret 2022.

7.b

Framlades revisionsberättelsen för räkenskapsåret 2022.

8.

8.a

Det beslutades att fastställa den framlagda resultaträkningen och balansräkningen för räkenskapsåret 2022, i enlighet med revisorns tillstyrkan.

8.b

Det beslutades, i enlighet med styrelsens förslag som tillstyrkts av revisorn, att ingen vinstutdelning skulle lämnas för räkenskapsåret 2022 och att ansamlad förlust och överkursfond om 245 213 182 kronor skulle balanseras i ny räkning.

8.c

Det beslutades, i enlighet med revisorns tillstyrkan, att bevilja styrelseledamöterna och verkställande direktören ansvarsfrihet för räkenskapsåret 2022.

Det antecknades att nyss angivna aktieägande befattningshavare inte deltog i beslutet beträffande dem själva.

9.

Det beslutades, i enlighet med valberedningens förslag att arvode för tiden intill nästa årsstämma ska utgå med 250 000 kronor till styrelsens ordförande och med 150 000 kronor vardera till övriga styrelseledamöter.

Det beslutades, i enlighet med valberedningens förslag att arvode till revisor ska utgå enligt godkänd räkning.

10.

Det beslutades, i enlighet med valberedningens förslag, att antalet styrelseledamöter ska vara sex utan styrelsesuppleanter och att antalet revisorer ska vara en revisor utan suppleanter.

11.

Det beslutades, i enlighet med valberedningens förslag, om omval av Eva Nordström, Charlotta Ljungqvist, Max Pihlqvist, Agneta Tufvesson Alm och Johan Häggblad samt nyval av Clas Runnberg som styrelseledamöter till slutet av nästa årsstämma.

12.

Det beslutades, i enlighet med valberedningens förslag, om omval av Johan Häggblad till styrelseordförande till slutet av nästa årsstämma.

13.

Det beslutades, i enlighet med valberedningens förslag, om omval av det registrerade revisionsbolaget Öhrlings PricewaterhouseCoopers AB till Bolagets revisor, med auktoriserade revisor Leonard Daun som huvudansvarig revisor, till slutet av nästa årsstämma.

14.

Det beslutades, i enlighet med styrelsens förslag, att bemyndiga styrelsen att, vid ett eller flera tillfällen före nästa årsstämma, med eller utan avvikelse från aktieägarnas företrädesrätt, besluta om nyemission av aktier eller emission av konvertibler eller teckningsoptioner, [Bilaga 14](#).

Det antecknades att beslutet biträdades av aktieägare med minst två tredjedelar av såväl de avgivna rösterna som de vid stämman företrädde aktierna.

15.

Det beslutades, i enlighet med styrelsens förslag, om en riktad emission av teckningsoptioner med rätt till teckning av nya aktier i Bolaget, [Bilaga 15](#).

Det antecknades att beslutet var enhälligt.

16.

Det antecknades att inga ändringar har gjorts i valberedningsinstruktionen eller valberedningens arbetsordning.  
Stämman förklarades avslutad.

\* \* \* \* \*

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