



Press release

May 11, 2023

Communiqué from the Annual General Meeting of MSAB

At the Annual General Meeting of MSAB (Micro Systemation AB publ) on May 11, 2023, the following decisions were made:

Income statements and balance sheets

The Annual General Meeting adopted the income statement and the balance sheet and the consolidated income statement and the consolidated balance sheet for the financial year 2022.

Dividend

The Annual General Meeting resolved, in accordance with the Board of Directors' proposal, on an ordinary dividend of SEK 1.50 per share, to be paid through two partial payments. A first payment of SEK 1.00 per share and a second payment of SEK 0.50 per share. The record date for the right to receive the first payment was set to May 15, 2023 and the record date for the right to receive the second payment was set to November 15, 2023. The first payment is expected to be made on May 18, 2023 and the second payment is expected to be made on November 20, 2023.

Remuneration report

The Annual General Meeting resolved, in accordance with the Board of Directors' proposal, to approve the remuneration report pursuant to Chapter 8, Section 53 a of the Swedish Companies Act.

Discharge from liability

The Annual General Meeting resolved to discharge the members of the Board of Directors and the CEO from liability for the administration of the company during the financial year 2022.

Election of the Board of Directors

The Annual General Meeting resolved, in accordance with the nomination committee's proposal, that the Board of Directors shall be composed of six ordinary members with no deputy members.

The Annual General Meeting re-elected, in accordance with the nomination committee's proposal, the Board members Peter Gille, Fredrik Nilsson and Rolf Rosenvinge. Furthermore, the Annual General Meeting elected, in accordance with the nomination committee's proposal, Andreas Hedskog, Jesper Kärrbrink and Charlotte Stjerngren as new members of the Board. Peter Gille was elected, in accordance with the nomination committee's proposal, as Chairman of the Board of Directors.

Election of auditor

The Annual General Meeting re-elected, in accordance with the nomination committee's proposal, the auditing firm KPMG AB as auditor with Mattias Lötbörn as the responsible auditor.



Board of Directors' and auditors' fees

The Annual General Meeting resolved, in accordance with the nomination committee's proposal, that fees to the Board of Directors be paid in a total of SEK 1,750,000, to be distributed in accordance with the following. SEK 500,000 to the Chairman of the Board of Directors and SEK 250,000 to each of the other members of the Board of Directors elected by the General Meeting.

The Annual General Meeting resolved, in accordance with the nomination committee's proposal, that fees to the auditors be paid in accordance with an approved invoice.

Incentive Program

The Annual General Meeting resolved, in accordance with the Board of Directors' proposal, on the implementation of an incentive program through issuance and approval of transfer of not more than 96,000 warrants. The incentive program is directed towards not more than 16 employees divided into two categories: the CEO and members of the executive and other key individuals.

The Board of Directors wishes to implement an incentive programme through which employees may be able to become long-term owners and participate in and work for a positive growth of value of the company's share for the period that the program covers, and to ensure that the company can keep and recruit qualified and motivated personnel.

The warrants shall be transferred at market terms at a price (premium) based on an estimated market value of the warrants that has been calculated by an independent valuation institute using the Black & Scholes valuation model. The value has preliminarily been calculated to SEK 9.23 per warrant based on a share price of SEK 44.00, a strike price of SEK 55.00, a term of approximately 3 years, a risk-free interest of 2.76 percent and a volatility of 38 percent.

Application for acquisition of warrants shall take place May 30, 2023. The warrants may be exercised for subscription of new shares during the period May 15, 2026 to June 15, 2026. The subscription price per share shall correspond to 125 percent of the volume weighted average price according to Nasdaq Stockholm Small Cap's official price list for the share during the 10 trading days immediately following May 15, 2023.

Based on the number of shares and votes outstanding in the company, the warrant program implies, upon exercise of all 96,000 warrants, a full dilution corresponding to approximately 0.50 percent of the total number of shares and 0.34 percent of the votes outstanding in the company.

Authorization to resolve on issue of new shares

The Annual General Meeting resolved, in accordance with the Board of Directors' proposal, to authorize the Board of Directors to, on one or several occasions, during the period up until the next Annual General Meeting, resolve on an issue of new shares with or without deviations from the shareholders' preferential rights. The issue price shall be determined on marketable grounds, which may include customary discounts. The total number of shares issued through new issues according to the authorization may correspond to a total of no more than 10 percent of the number of shares in the company, based on the total number of shares in the company at the time of the Annual General Meeting 2023.

Authorization to resolve on acquisition and transfer of the company's own shares

The Annual General Meeting resolved, in accordance with the Board of Directors' proposal, to authorize the Board of Directors to, on one or several occasions, during the period up until the next Annual General Meeting, resolve to acquire the company's own shares. Acquisition of shares in the company may only take place through trading on Nasdaq Stockholm, or through an offer of acquisition for cash remuneration to all the Company's shareholders. Acquisitions may only be made by a maximum of so many shares that, at any given time, the company's own holdings does not exceed one (1) percent of all shares in the company. Acquisition of shares on Nasdaq Stockholm may

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only take place at a price within the price interval at any time recorded on Nasdaq Stockholm. Acquisition of shares in accordance with an acquisition offer for cash considerations to all the company's shareholders may only take place at a price which at the time of the acquisition offer does not fall below the market value of the shares and which exceeds the market value by a maximum of 30 percent.

Transfer of shares according to the authorization may be of all own shares held by the Company at the time of the Board of Directors' resolution. Transfer of shares on Nasdaq Stockholm may only take place at a price within the price interval at any time recorded on Nasdaq Stockholm. Transfer of shares may also take place outside Nasdaq Stockholm in conjunction with company acquisitions. The price for such a transfer may be in cash or value of property obtained that corresponds to the market price at the time of the transfer.

Guidelines for remuneration to senior executives

The Annual General Meeting resolved, in accordance with the Board of Directors' proposal, to adopt guidelines for remuneration to senior executives.

Principles for the appointment of a nomination committee

The Annual General Meeting resolved, in accordance with the nomination committee's proposal, to adopt principles for the appointment of a nomination committee and instructions to the nomination committee.

For more information, please contact:

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About MSAB:

MSAB is a world leader in forensic technology for extracting and analyzing data in seized mobile devices. The company develops high-quality and easy-to-use software for law enforcement organizations, such as police, defense, and customs. The products, which have become a de facto standard for securing evidence in criminal investigations, can be supplemented with reporting tools and a large range of training with certifications within a holistic method for forensic science. The company serves customers in more than 100 countries worldwide, through its own sales offices and through distributors. MSAB is listed on Nasdaq Stockholm under the ticker name: MSAB B.

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