

# Share redemption programme 2022

Information for shareholders in Sectra AB (publ) ahead of the Annual General Meeting on 8 September 2022 regarding the Board's proposal for a division of shares and compulsory redemption procedure.

This basis for decision has been prepared in order to provide the shareholders with information ahead of the decision at the Annual General Meeting. This document is not a prospectus.

# Background and reasons

The Board considers that the company's and the Group's present balance sheet is strong enough to ensure the development of the business in the medium term. The Board proposes that the 2022 Annual General Meeting authorizes distribution of SEK 1 per share through a compulsory redemption procedure. The proposal on a procedure for the redemption of shares (Notice to the Annual General Meeting, item 18) means that each share, both series A and series B shares, will be divided into two new shares. One of the new shares will be a so-called redemption share. The redemption will happen automatically and no action is required from the shareholder. Altogether, the proposal means that SEK 193,662,325 will be repaid to the shareholders. However, the final redemption amount will be less to the extent the company itself owns shares on the record date.

Provided that the Annual General Meeting approves the proposal of the Board of Directors, shareholders of series B shares who wish to trade in redemption shares will be offered such an opportunity on Nasdaq Stockholm during the period 12–21 October 2022. Shareholders who wish to trade in redemption shares of series A should register such interest to the Board of Directors in accordance with the post-sale purchase process. On 25 October 2022, all redemption shares will automatically be redeemed and payment of the redemption amount is expected to be made on 28 October 2022.

Linköping, Sweden, August 2022  
Sectra AB (publ)  
Board of Directors

## The Board of Director's proposal and motivated statements

The Board of Directors' proposal to the Annual General Meeting is available at: <https://investor.sectra.com/agm2022>

These documents will be sent to shareholders who so request, and provide their postal address. Order by:

Phone +46 13 23 52 00 or

E-mail [info.investor@sectra.com](mailto:info.investor@sectra.com)

## Shareholder contact

**Helena Pettersson**

Chief Investor Relations Officer Sectra AB

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## ISIN-codes

### Redemption shares

SECT AK IL A: SE0018245961

SECT AK IL B: SE0018245979

### Ordinary shares **before** division of shares

SECT AK A: SE0016278188

SECT AK B: SE0016278196

### Ordinary shares **after** division of shares

SECT AK A: SE0018245946

SECT AK B: SE0018245953

# Procedure

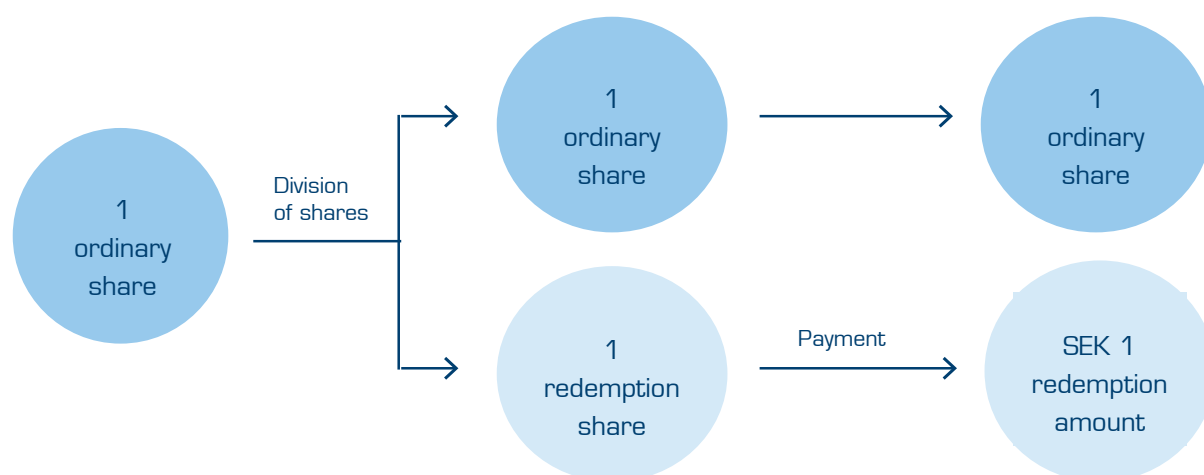
## Before division of shares

## Division of shares

11 October 2022  
On the record day for the division of shares existing shares are divided in new ordinary shares and redemption shares. One (1) existing share in Sectra will be divided into two (2) shares, of which one (1) will be a redemption share.

## After payment

28 October 2022  
Shareholders who own redemption shares in Sectra on the record day for the redemption of the redemption shares on 25 October 2022 will receive SEK 1 per redemption share. The redemption amount will be paid automatically via Euroclear Sweden AB (Euroclear).



## Timetable for redemption 2022

8 September	Annual General Meeting
7 October	Last day of trading in Sectra shares before the division of shares, including the right to redemption shares
10 October	First day of trading in Sectra shares after the division of shares, excluding the right to redemption shares
11 October	Record day for the division of shares
12–21 October	Trading in redemption shares
25 October	Record day for redemption of redemption shares
28 October	Preliminary date for payment of redemption amount via Euroclear

# Conditions for redemption shares

An existing share will be divided into two shares. One of these shares will be a so-called redemption share, and the remaining share will be an ordinary share. Each redemption share will be redeemed for a cash consideration of SEK 1 per redemption share.

## Receipt of redemption shares

The final day for trading in the Sectra share, including the right to a redemption share, is 7 October 2022. The record day for the division of shares and the receipt of redemption shares is 11 October 2022. The receipt of redemption shares requires no action on the part of the shareholder.

## Trading in redemption shares

Trading in redemption shares of series B, will take place on Nasdaq Stockholm during the period 12–21 October 2022.

Holders of Series A shares who wish to sell or buy Series A redemption shares may, in accordance with the post-sale purchase process, notify such interest to the Chairman of the Board by contacting, not later than 12 October 2022, Helena Pettersson, secretary of the Sectra Board of Directors, e-mail [info.investor@sectra.com](mailto:info.investor@sectra.com) or phone +46 (0) 70 627 52 04.

Last day to buy or sell redemption shares is 21 October 2022.

## Payment of redemption amount

The record day for determining which holders of redemption shares will receive the redemption amount is 25 October 2022. Payment of the redemption amount is expected to be made on 28 October 2022. Payment will be effected automatically via Euroclear (Swedish Central Securities Depository) to the yield account.

## Shares registered in the name of an authorized agent

Shareholders with shares in Sectra registered in the name of an authorized agent will not receive any notification from Euroclear. Information about the redemption procedure will instead be provided by the authorized agent concerned.

## Foreign shareholders

Shareholders who are not tax resident in Sweden who participate in the redemption procedure and have shares redeemed are normally obliged to pay Swedish withholding tax on the redemption amount, see page 7 under the section *TAX CONSIDERATIONS - Shareholders Residing Outside of Sweden*. Withholding tax will thus be withheld for foreign shareholders in connection with payment of the redemption amount. However, no Swedish withholding tax should be levied on the sales proceeds received if the redemption shares are disposed of in the market during the trading period.

## Financial effects

The redemption process entails that the company's unrestricted equity will decrease by a maximum of SEK 193,662,325 (however, the final redemption amount will be less to the extent the company itself owns shares on the record date). This represents 28.5% of the parent company's shareholder equity and 17.9% of the Group's shareholder equity as of 30 April 2022. As a result of the redemption process, distributable equity in the parent company, amounting to SEK 414,295,589 decreases to SEK 220,633,264.

At the end of the fiscal year, the Group's equity/assets ratio was 49.3%. The dividend policy and Sectra's financial goals state that the equity/assets ratio is to exceed 30%, which it will continue to do, by a healthy margin, following a resolution in favor of the Board's proposed redemption process.

# Questions and answers

## Why is Sectra proposing the redemption of shares?

Sectra's liquidity exceeds what the Sectra Board of Director's deems is required for Sectra to be able to continue to operate the business according to the strategy that has been established. Redemption of shares is a good way for Sectra to distribute the surplus to its shareholders.

## Why is the capital not invested in the business instead of being distributed?

The Board of Directors believes that Sectra's continued expansion will be attained using existing liquidity and the cash flow generated in the operation. Sectra's financial position is and will remain favorable following a redemption process.

## As a shareholder, do I need to do anything?

You do not have to do anything actively. Sectra will automatically redeem your redemption shares, and pay the redemption amount.

## Why is the redemption procedure automatic?

An automatic redemption procedure is simple and cost efficient, as there is no need for any action on the part of the shareholders. The same offer will be made to all Sectra's shareholders and the votes of the various shareholders will be retained.

## When and how will I receive money for my redemption shares?

Payment of the redemption amount is expected to be made via Euroclear to the yield account on 28 October 2022.

## Which is the last day to buy Sectra shares that include redemption shares?

7 October 2022 is the last day you can buy Sectra shares that carry right to redemption shares.

## When will the redemption shares be received?

Those who, on the record day of 11 October 2022, are shareholders in Sectra will, for each existing share, automatically become the holder of two shares, of which one will be a redemption share.

## Will the redemption amount be received automatically?

Those who, on the record day of 25 October 2022, are holders of redemption shares in Sectra will automatically receive the redemption amount. Payment is estimated to be effected on 28 October 2022.

## Can I trade my redemption shares of Series B?

The redemption shares can be traded on Nasdaq Stockholm during the period 12–21 October 2022.

## How will the Sectra share price be affected by the redemption procedure?

It is not possible to predict in detail how the share price will be affected by the division of shares into Sectra shares and redemption shares. Theoretically, the price of the Sectra share could decrease by the redemption payment of the redemption share, SEK 1. This change in share price should occur on 10 October 2022, the first day the Sectra share is traded without the right to a redemption share.

## Further questions?

Please contact Helena Pettersson, Chief Investor Relations Officer Sectra AB.

Phone +46 (0)13-23 52 04

E-mail [info.investor@sectra.com](mailto:info.investor@sectra.com)

# Tax considerations

The following is a summary of certain Swedish tax consequences that may arise from the proposed division of shares and share redemption programme for shareholders in Sectra. The summary is based on Swedish tax legislation as at the date of this summary and is intended only as general information for shareholders who are resident in Sweden for tax purposes, unless otherwise indicated.

The summary does not deal comprehensively with all tax consequences that may occur in this context. For instance, it does not cover the specific rules on shares "held for business purposes", "qualified shares" in closely held companies, nor cases where shares are held by a partnership or held as current assets in a business operation or are held in an Investment Savings Account (Sw. *investeringspar-konto*). Special tax consequences that are not described below may also apply for certain categories of taxpayers, including investment companies and mutual funds. Each shareholder is recommended to consult a tax advisor for information with respect to the tax consequences that may arise from the proposed division of shares and share redemption programme, including the applicability and effect of foreign tax legislation, provisions contained in tax treaties for the avoidance of double taxation or other rules which may be applicable.

## Division of Shares and Receipt of Redemption Shares

Taxation is not triggered by a division of shares or the receipt of redemption shares. However, the redemption or other disposal of redemption shares could trigger capital gains taxation, see section *Redemption and Sale of Redemption Shares* below.

## Redemption and Sale of Redemption Shares

### Individuals

Individuals are normally subject to capital gains tax when shares are sold or redeemed. The current tax rate for listed shares is 30%.

The capital gain is calculated to equal the difference between the proceeds received when the shares are sold or redeemed, after deduction for potential sale expenses, and the acquisition cost for tax purposes. The acquisition cost is normally determined according to the so-called average method. This means that the average costs of acquiring all shares of the same type and class are added together and calculated collectively, with respect to changes to the holding. Alternatively, the so-called standard rule, according to which the acquisition cost is equal to 20% of the net proceeds received when the shares are sold or redeemed, may be applied to the disposal of listed shares and certain listed securities that are taxed in the same manner as shares.

Sectra will request that the Swedish Tax Agency issue recommendations regarding the allocation of the pre-split acquisition cost between the remaining shares and the redemption shares, respectively, see section *Acquisition Cost of the Redemption Shares – Example* below.

As a main rule, 70% of a capital loss is deductible against any other taxable income

from capital. Capital losses on listed shares and listed securities taxed in the same manner as shares (except for listed shares in mutual funds containing only Swedish receivables), are, however, fully deductible against taxable capital gains on such assets or on non-listed shares in Swedish limited liability companies and foreign legal entities.

Moreover, only five sixths of capital losses on non-listed shares in Swedish limited liability companies and foreign legal entities are deductible. If capital losses pertain to both listed and non-listed shares, the losses pertaining to the listed shares are deductible prior to the losses on the non-listed shares. 70% of any excess amount is deductible according to the main rule or five sixths of 70% is deductible if the capital loss relates to non-listed shares.

If a deficit arises in the income from capital category, a reduction of the tax on income from employment and from business operations, as well as the real estate tax and the municipal real estate fee, is allowed. The tax reduction amounts to 30% of any deficit not exceeding SEK 100,000 and 21% of any deficit in excess of SEK 100,000. Deficits may not be carried forward to a subsequent fiscal year.

### Legal entities

Limited liability companies and other legal entities are normally taxed on all income as income from business activities

at a flat rate of 20.6%. For the calculation of capital gains and losses, see section *Individuals* above. Special rules apply to certain legal entities. A capital loss on shares incurred by a corporate shareholder may be offset only against taxable gains on shares or other securities that are taxed in the same manner as shares. Such capital losses may however, under certain circumstances, also be deducted against capital gains within the same group of companies on shares and securities taxed in the same manner as shares, provided the requirements for group contributions (tax consolidation) are met and that both companies request such deduction for the same assessment year. Capital losses on shares and securities taxed in the same manner as shares which are not deducted within a certain year, may be carried forward and offset against capital gains on such assets in future years without any limitation in time.

### Acquisition Cost of the Redemption Shares – Example

The pre-split acquisition cost is normally allocated between the redemption shares and the remaining shares based on their market value at the time of the division of shares. Recommendations as to the allocation are normally issued by the Swedish Tax Agency. Information about the recommendations is expected to be available at the Swedish Tax Agency's web page, [www.skatteverket.se](http://www.skatteverket.se), and Sectra's web page, [investor.sectra.com](http://investor.sectra.com), in the autumn 2022. These principles are described by the following example. *Please note that the amounts below do only serve as an example.*

A shareholder owns 1 Sectra share with an acquisition cost of SEK 100 immediately prior to the division of shares. It is assumed that the lowest price paid on the last day of trade in the Sectra shares before the division of shares and separation of the redemption shares is SEK 200, that the redemption shares are listed and that the lowest price paid on the first day of trade in the redemption shares is SEK 1. Further, it is assumed that the Swedish Tax Agency on this basis issues a recom-

mendation that 0.5% (SEK 1/SEK 200) of the pre-division acquisition cost should be allocated to the redemption shares and the residual 99.5% should be allocated to the remaining shares. Accordingly, the acquisition cost allocated to each redemption share should be SEK 0.50 (0.5% out of SEK 100) and the acquisition cost allocated to each remaining share should be SEK 99.50 (99.5% out of SEK 100).

Should the redemption shares be disposed of (through sale or redemption) at a price of SEK 1, the capital gain would be SEK 1 - SEK 0.50 = SEK 0.50.

The acquisition cost for any redemption shares that have not been acquired as a consequence of the division of shares is calculated using the average method. The calculation is based on the actual acquisition cost for such shares. When applying the average method, redemption shares and remaining shares are not considered to be of the same type and class.

The standard rule may be used when calculating the acquisition cost for redemption shares of Series B. This means that if the acquisition cost of the redemption share in the example above was less than SEK 0.20 (20% of SEK 1), the standard rule would be more favorable.

### Shareholders Residing Outside of Sweden

#### Withholding tax

For shareholders not resident in Sweden and not conducting business from a permanent establishment in Sweden, payments due to a reduction of the share capital by way of a redemption programme are treated as dividend distributions, which means that a 30% Swedish withholding tax is levied on the redemption proceeds. The withholding tax rate is normally reduced under double taxation treaties between Sweden and other countries.

The withholding of the tax is normally effected by Euroclear or, if the shares are registered with a nominee, by the nominee. The withholding tax liability arises when the redemption proceeds are

received. Please note that there should be no withholding tax on the disposal of redemption shares by means of a sale to a third party.

A shareholder may reclaim the amount of withholding tax that is attributable to an amount equal to the acquisition cost of the redemption share. Alternatively, the amount of tax attributable to 20% of the redemption amount may be reclaimed, provided that the shares are listed. The acquisition cost should be calculated as explained in section *Acquisition Cost of the Redemption Shares – Example*. The refund application must be made in writing and submitted to the Swedish Tax Agency no later than by the end of the fifth calendar year following the redemption.

For shareholders that are legal entities resident within the EU, there is normally no Swedish withholding tax if the shareholder holds 10% or more of the capital in the company whose shares are redeemed, provided that certain conditions are met.

#### Income tax

Generally, individual shareholders not resident in Sweden will not be liable for Swedish tax on the sale of Swedish shares. Shareholders may, nevertheless, be subject to tax in their country of residence. According to a special tax rule, however, individuals who are resident outside of Sweden may under certain circumstances be liable for Swedish tax on the sale of shares if they have been residents in Sweden or permanently lived in Sweden during the calendar year of the sale, or at any time during the ten preceding calendar years. The application of this rule is, however, in many cases limited by double taxation treaties between Sweden and other countries.

Foreign legal entities are normally not liable for income tax on capital gains on Swedish shares unless the gains are connected to a so-called permanent establishment in Sweden.

## Financial calendar

2 September 2022	Q1 Interim report
8 September 2022	Annual General Meeting
7–28 October 2022	Redemption programme
16 December 2022	Q2 Interim report
10 March 2023	Q3 Interim report
2 June 2023	Year-end Report

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