



Notice of Kempower Corporation's Extraordinary General Meeting

13.6.2024 18:00:00 EEST | Kempower Oyj | Notice to general meeting

Kempower Corporation, Stock Exchange Release, June 13, 2024, at 18.00 EEST

Notice of Kempower Corporation's Extraordinary General Meeting

Notice is given to the shareholders of Kempower Corporation of the Extraordinary General Meeting to be held on 8 July 2024 at 10 hours (EEST). The General Meeting will be held without a meeting venue using a remote connection in real-time in accordance with Section 10 of the Articles of Association of the company and Chapter 5, Section 16, Subsection 3 of the Finnish Limited Liability Companies Act. Instructions for participation are set out in Part C of this notice of the General Meeting.

Shareholders can also exercise their voting rights by voting in advance. Instructions for advance voting are set out in Part C of this notice of the General Meeting.

Prior to the meeting, shareholders may also submit questions referred to in Chapter 5, Section 25 of the Finnish Limited Liability Companies Act in writing on matters to be considered at the meeting. Instructions on how to submit written questions are set out in Part C of this notice of the General Meeting.

A. Matters on the agenda of the Extraordinary General Meeting

At the Extraordinary General Meeting, the following matters will be considered:

- 1. Opening of the meeting**
- 2. Calling the meeting to order**
- 3. Election of persons to scrutinize the minutes and to supervise the counting of votes**
- 4. Recording the legality of the meeting**
- 5. Recording the attendance at the meeting and adoption of the list of votes**
- 6. Resolution on the number of members of the Board of Directors**

The Remuneration and Nomination Committee of the Board of Directors proposes to the General Meeting that the number of members of the Board of Directors is confirmed to be seven (7), i.e. the number is increased by one member from the current six (6) members.

7. Election of a member of the Board of Directors

The Remuneration and Nomination Committee of the Board of Directors proposes to the General Meeting that Barbara Thierart-Perrin is elected as a new member of the Board of Directors for a term starting from the conclusion of the Extraordinary General Meeting and ending at the conclusion of the next Annual General Meeting. The member of the Board of Directors to be elected will be paid the annual remuneration payable to a member of the Board of Directors in accordance with the resolution of the Annual General Meeting held on 27 March 2024 in proportion to the duration of his or her term.

The above-mentioned candidate has given her consent to the election. The CV and independence assessment of the candidate are available on the company's website at <https://investors.kempower.com/governance/general-meeting/> at the latest 17 June 2024.

The current members and the Chair and Vice Chair of the Board of Directors will continue in their positions until the conclusion of the next Annual General Meeting.

8. Proposal by the Board of Directors to amend the Articles of Association

The Board of Directors proposes to the General Meeting that the Articles of Association are amended in such a way that sections 12 § Notification on the Change of Holdings and 13 § Obligation to Make a Tender Offer are deleted in their entirety.

According to section 12 of the Articles of Association, section 12 ceases to apply in its entirety in the event that the Finnish Securities Markets Act is amended in such a way that the obligation to notify major holdings and share of votes applies in addition to the regulated market also in the multilateral trading facility defined in Chapter 2, Section 9 of the Finnish Securities Markets Act, or the shares of the company are admitted to trading on a regulated market as referred to in Chapter 2, Section 5 of the Finnish Securities Markets Act. Thereafter, an obligation to notify major holdings and share of votes shall be determined in accordance with Chapter 9 of the Finnish Securities Markets Act.

According to section 13 of the Articles of Association, section 13 ceases to apply in its entirety in the event that the Finnish Securities Markets Act is amended in such a way that the procedure for a public offer and an obligation to make an offer applies in addition to the regulated market also in the multilateral trading facility defined in Chapter 2, Section 9 of the Finnish Securities Markets Act, or the shares of the company are admitted to trading on a regulated market as referred to in Chapter 2, Section 5 of the Finnish Securities Markets Act. Thereafter, the procedure for a public offer and an obligation to make an offer shall be determined in accordance with Chapter 11 of the Finnish Securities Markets Act.

Sections 12 and 13 of the Articles of Association have ceased to apply due to both an amendment of the Finnish Securities Markets Act (746/2012, as amended) and the shares of the company being admitted to trading on the regulated market. Therefore, these sections are proposed to be deleted from the Articles of Association.

9. Closing of the meeting

B. Documents of the General Meeting

This notice of the Extraordinary General Meeting which includes all proposals for the resolutions on the matters on the agenda of the Extraordinary General Meeting is available on Kempower Corporation's website at <https://investors.kempower.com/governance/general-meeting/>. The notice including the proposals for the resolutions will also be on view at the Extraordinary General Meeting.

The minutes of the Extraordinary General Meeting will be available on the above-mentioned website no later than 22 July 2024.

C. Instructions for the participants in the General Meeting

1. Shareholders registered in the shareholders' register

Each shareholder, who is registered on the record date of the General Meeting 26 June 2024 in the shareholders' register of the company held by Euroclear Finland Oy, has the right to participate in the General Meeting. A shareholder, whose shares are registered on his or her personal Finnish book-entry account, is registered in the shareholders' register of the company.

Changes in shareholding after the record date do not affect the right to participate in the General Meeting or the number of votes of the shareholder.

The registration period for the General Meeting commences on 17 June 2024 at 14.00 hours (EEST). A shareholder who is registered in the shareholders' register of the company and wishes to participate in the General Meeting shall register for the meeting no later than 3 July 2024 at 10.00 hours (EEST), by which time the registration must be received. A shareholder can register for the General Meeting:

1. via the company's website at <https://investors.kempower.com/governance/general-meeting/>. Electronic registration requires strong identification of the shareholder or their legal representative or proxy with a Finnish, Swedish or Danish bank ID, or a mobile certificate;
2. shareholders registering by mail or e-mail shall submit the registration form and advance voting form available on the company's website <https://investors.kempower.com/governance/general-meeting/> starting from 17 June 2024 at 14.00 hours (EEST) or equivalent information to Innovatics Oy by mail to Innovatics Oy, General Meeting / Kempower Corporation, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland or by e-mail to egm@innovatics.fi.

When registering, please provide the required information, such as the shareholder's name, date of birth or business ID, contact details, the name of any assistant or proxy, and the proxy's date of birth. The personal data provided by shareholders to Kempower Corporation or Innovatics Oy will only be used in connection with the General Meeting and the processing of the necessary registrations related thereto.

Further information on registration and advance voting is available by telephone during the registration period of the General Meeting by calling Innovatics Oy at +358 10 2818 909 on weekdays from 9.00 hours (EEST) to 12.00 hours (EEST) and from 13.00 hours (EEST) to 16.00 hours (EEST).

2. Holders of nominee registered shares

A holder of nominee registered shares has the right to participate in the General Meeting by virtue of such shares, based on which he or she would be entitled to be registered in the shareholders' register held by Euroclear Finland Oy on the record

date of the General Meeting 26 June 2024. The right to participate in the General Meeting requires in addition that the shareholder on the basis of such shares has been temporarily registered into the shareholders' register held by Euroclear Finland Oy at the latest by 3 July 2024 by 10.00 hours (EEST). As regards nominee registered shares, this constitutes due registration for the General Meeting. Changes in shareholding after the record date of the General Meeting do not affect the right to participate in the General Meeting or the number of votes of the shareholder.

A holder of nominee registered shares is advised to request without delay the necessary instructions regarding the temporary registration in the shareholder's register, issuing of proxy documents and voting instructions, registration for and attendance at the General Meeting as well as advance voting if necessary, from his or her custodian bank. The account manager of the custodian bank shall temporarily register the holder of nominee registered shares, who wants to participate in the General Meeting, into the shareholders' register of the company at the latest by the time stated above and, if necessary, arrange for advance voting on behalf of the holder of nominee registered shares before the end of the registration period for holders of nominee registered shares. Further information is also available on the company's website at <https://investors.kempower.com/governance/general-meeting/>.

3. Proxy representatives and powers of attorney

Shareholders may participate in the General Meeting and exercise their rights at the meeting by way of proxy representation. A shareholder's proxy may also vote in advance as described in this notice if he or she so wishes. The proxy representative must authenticate to the electronic registration service and advance voting personally with strong authentication, after which he or she will be able to register and vote in advance on behalf of the shareholder that he or she represents.

The shareholder's proxy must present dated proxy documents, or otherwise in a reliable manner prove that he or she is entitled to represent the shareholder at the General Meeting. It is possible to prove the right to representation by using the suomi.fi e-Authorizations service available in the electronic registration service.

A model proxy document and voting instructions are available on the company's website <https://investors.kempower.com/governance/general-meeting/> starting from 17 June 2024 at 14.00 hours (EEST). If a shareholder participates in the General Meeting through several proxies representing the shareholder with shares held in different securities accounts, the shares on the basis of which each proxy represents the shareholder shall be identified in connection with the registration.

Any proxy documents are requested to be submitted preferably as an attachment with the electronic registration or alternatively by mail to Innovatics Oy, General Meeting / Kempower Corporation, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland or by e-mail to egm@innovatics.fi before the end of the registration period. In addition to submitting the proxy documents, the shareholder or his or her proxy shall register for the General Meeting in a manner described above in this notice.

4. Advance voting

A shareholder whose shares in the company are registered in his or her personal Finnish book-entry account may vote in advance between 17 June 2024 at 14.00 hours (EEST) and 3 July 2024 at 10.00 hours (EEST) on items 6, 7 and 8 on the agenda

1. via the company's website at <https://investors.kempower.com/governance/general-meeting/>. Login to the service is done in the same way as for registration in Part C.1. of this notice.
2. by mail or by e-mail by submitting the advance voting form available on the company's website starting from 17 June 2024 at 14.00 hours (EEST) or equivalent information to Innovatics Oy at Innovatics Oy, General Meeting / Kempower Corporation, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland or by e-mail to egm@innovatics.fi. Advance votes must be received by the time the advance voting ends. The submission of votes in this way before the end of the registration and advance voting period shall be considered as registration for the General Meeting, provided that it contains the abovementioned information required for registration.

A shareholder who has voted in advance cannot exercise the right to ask questions during the meeting or demand a vote under the Finnish Limited Liability Companies Act unless he or she attends the General Meeting by using the remote connection personally or by proxy.

With respect to holders of nominee registered shares, the advance voting is carried out by the account manager. The account manager may vote in advance on behalf of the holders of nominee registered shares whom he or she represents in accordance with the voting instructions given by them during the registration period set for the holders of nominee registered shares.

Proposals for resolutions that are subject to the advance voting are deemed to have been made without any changes at the General Meeting. The conditions and other instructions of the electronic advance voting are available on the company's website at <https://investors.kempower.com/governance/general-meeting/>.

5. Instructions for participation

Shareholders entitled to attend the General Meeting will participate in the meeting and exercise their rights during the meeting fully and in real-time via remote access.

The remote access to the General Meeting will be provided through Inderes' virtual general meeting service on the Videosync platform, which includes video and audio access to the General Meeting. Using the remote access does not require any paid software or downloads. In addition to an internet connection, participation requires a computer, smartphone or tablet with speakers or headphones for sound and a microphone for asking oral questions or addressing the meeting. One of the following browsers is recommended for participation: Chrome, Firefox, Edge, Safari, or Opera. It is advisable to log into the meeting system well in advance of the meeting.

The participation link and password for remote participation will be sent by e-mail and/or SMS to the e-mail address and/or mobile phone number provided in connection with the registration to all who have registered for the General Meeting no later than the day before the General Meeting.

Shareholders who have voted in advance can also participate in the General Meeting via remote access if they so wish. The votes cast by advance voters will be taken into account in the decision making of the General Meeting, regardless of whether they participate in the General Meeting remotely or not. If they participate remotely, they will be able to change their advance votes during the meeting if they so wish, should a vote take place.

More information on the general meeting service, additional instructions for proxies representing more than one shareholder, contact details of the service provider and instructions in case of possible disruptions can be found here: <https://vagm.fi/support> . A link to test the compatibility of the computer, smartphone or tablet with the network connection can be found here: <https://demo.videosync.fi/agm-compatibility?language=en>. It is recommended to read the detailed participation instructions before the meeting.

6. Other instructions and information

The language of the meeting is Finnish. English presentation material may also be used in the meeting.

Shareholders present at the General Meeting have the right to ask questions about the matters to be considered at the meeting in accordance with Chapter 5, Section 25 of the Finnish Limited Liability Companies Act.

Shareholders may also submit questions referred to in Chapter 5, Section 25 of the Finnish Limited Liability Companies Act about matters to be considered at the meeting until 3 July 2024 at 10.00 hours (EEST) in connection with the electronic registration or by e-mail to yhtiokokous@kempower.com. The management of the company will answer such questions submitted in writing in advance at the General Meeting. When asking the question, the shareholder must provide sufficient evidence of his or her shareholding.

On the date of the notice to the meeting 13 June 2024, Kempower Corporation has a total of 55.542.920 shares representing as many votes. The company holds on 13 June 2024 directly a total of 269.224 of its own shares which are not entitled to vote at the General Meeting.

In Lahti 13th June 2024

KEMPOWER CORPORATION

THE BOARD OF DIRECTORS

Attachments

- [Download announcement as PDF.pdf](#)
- [Notice of the Extraordinary General Meeting_Kempower Corporation_2024 Final.pdf](#)