



## Notice of Loihde Plc's annual general meeting

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Loihde Plc Company Announcement 25 March 2025 at 2:30 p.m. EET

### Notice of Loihde Plc's annual general meeting

Notice is given to the shareholders of Loihde Plc of the Annual General Meeting (below AGM) to be held on Thursday, 8 May 2025 at 2:00 p.m. (EEST) at Frami B, Kampusranta 9, 60320 Seinäjoki. The reception of persons who have registered for the meeting and the distribution of voting tickets will commence at the meeting venue at 1:00 p.m.

Shareholders can also exercise their voting rights by voting in advance. Shareholders have the opportunity to follow a webcast of the AGM as well. Instructions on how to vote in advance and how to follow the AGM webcast are available in section C of this notice and on the company's website at [www.loihde.com/agm](http://www.loihde.com/agm). The webcast is estimated to start at 2:00 p.m. on the date of the meeting, 8 May 2025. It is not possible to pose questions, make proposals or vote via webcast. Following the webcast is not considered as participating in the AGM, nor is it considered as exercising one's rights as a shareholder at the AGM.

### A. MATTERS ON THE AGENDA OF THE GENERAL MEETING

At the AGM, the following matters will be considered:

- 1. Opening of the meeting**
- 2. Calling the meeting to order**
- 3. Election of persons to scrutinise the minutes and to supervise the counting of votes**
- 4. Recording the legality of the meeting**
- 5. Recording the attendance at the meeting and adopting the list of votes**
- 6. Presentation of the Financial Statements, the Consolidated Financial Statements, the Report of the Board of Directors and the Auditor's Report for the year 2024**

Review by the CEO

- 7. Adoption of the Financial Statements and the Consolidated Financial Statements**
- 8. Resolution on the use of the profit shown on the balance sheet and the distribution of dividend**

The Board of Directors proposes to the AGM that in accordance with the dividend policy a dividend of EUR 0.23 per share and an additional dividend of EUR 0.52 per share, i.e. a total of EUR 0.75 per share, be paid from the parent company's distributable funds (EUR 82,818,276.42), of which the parent company's loss for the period is EUR 15,880,926.49. Based on the situation on the date of the notice, the dividend and additional dividend would correspond to EUR 4,280,705.25 in total. No material changes have taken place in the company's financial position after the end of the financial year. No dividend is paid on treasury shares. The dividend is paid to shareholders who on the dividend record date 12 May 2025 are registered in the company's shareholder register held by Euroclear Finland Oy. The Board of Directors proposes that the dividend be paid on 19 May 2025.

In addition to this, the Board of Directors proposes to the AGM that the AGM authorises the Board to, at its discretion, decide on the distribution of a potential additional dividend in one or more instalments in such a way that the total amount of the additional dividend to be distributed does not exceed EUR 0.75 per share. Based on the authorisation, the Board of Directors is entitled to decide on the amount of the additional dividend within the limits of the above-mentioned maximum amount, the record and payment dates of the additional dividend, and other measures required by the matter. For the sake of clarity, the Board of Directors may also decide that no additional dividend will be paid based on the authorisation. Any additional dividend to be distributed based on the decision of the Board of Directors will be paid to shareholders who are registered in the company's shareholder register held by Euroclear Finland Oy on the record date for the payment of the additional

dividend in question. The authorisation would be valid until 31 December 2025. The company will publish such a decision of the Board of Directors separately and will at the same time confirm the final record and payment dates.

If the Board of Directors decides to distribute an additional dividend based on the authorisation, it must assess, as required by the Finnish Limited Liability Companies Act, whether the company's solvency and/or financial position has changed after the decision of the AGM in such a way that the conditions for dividend distribution under the Finnish Limited Liability Companies Act would no longer be met. The fulfilment of the conditions set out in the Finnish Limited Liability Companies Act is a prerequisite for the distribution of additional dividends based on the authorisation.

#### **9. Resolution on the discharge from liability of the members of the Board of Directors and the CEO**

#### **10. Non-binding discussion of the Remuneration Policy for governing bodies**

The new Remuneration Policy for governing bodies is available on the company's website at [www.loihde.com/agm](http://www.loihde.com/agm). The resolution of the AGM is advisory under the Finnish Limited Liability Companies Act.

#### **11. Non-binding discussion of the Remuneration Report for governing bodies**

The Remuneration Report for governing bodies is available on the company's website at [www.loihde.com/agm](http://www.loihde.com/agm). The resolution of the AGM is advisory under the Finnish Limited Liability Companies Act.

#### **12. Resolution on the remuneration of the members and the Chair of the Board of Directors and the reimbursement of their travel expenses**

The Shareholders' Nomination Board proposes to keep the annual fees for the members of the Board of Directors and its committees unchanged:

- Chair of the Board of Directors: EUR 55,000 per year
- Vice-Chair of the Board: EUR 40,000 per year
- Member of the Board: EUR 27,400 per year
- Chair of a committee: EUR 7,000 per year
- Member of a committee: EUR 3,500 per year

The travel expenses of the members of the Board of Directors will according to the proposal be reimbursed in accordance with the company's travel rules.

#### **13. Resolution on the number of members of the Board of Directors**

The Shareholders' Nomination Board proposes that seven members shall be elected to the Board of Directors (six members in 2024).

#### **14. Election of the members and the Chair of the Board of Directors**

The Shareholders' Nomination Board proposes that the following current members of the Board of Directors shall be re-elected: Marko Kauppi, Juha Murtopuro, Jari Niska, Anni Ronkainen, Matti Vikkula, and Christian Wetterstrand, and that Tuulia Holkkola shall be elected as a new member.

All the proposed members of the Board of Directors are independent of the company and its major shareholders, and they have given their consent to the position.

In addition, the Shareholders' Nomination Board proposes to the AGM that Marko Kauppi shall be re-elected as Chair and Jari Niska as Vice-Chair of the Board.

Further information about the persons proposed to become members of the Board of Directors can be found on the company's website at [www.loihde.com/agm](http://www.loihde.com/agm).

#### **15. Resolution on the remuneration of the auditor**

In accordance with the recommendation of the Audit Committee, the Board of Directors proposes to the AGM that the remuneration to the auditor be paid in accordance with the auditor's reasonable invoice approved by the company.

#### **16. Election of auditor**

In accordance with the recommendation of the Audit Committee, the Board of Directors proposes to the AGM that the audit firm Ernst & Young Oy shall be elected as the company's auditor for the term that ends with the conclusion of the 2026 AGM. Ernst & Young has informed the company that the auditor with principal responsibility would be Maria Onnisekka, auditor approved by the Finnish Central Chamber of Commerce.

#### **17. Authorising the Board of Directors to decide on the acquisition of own shares**

The Board of Directors proposes that the AGM decides to authorise the Board to decide on a share buyback programme where at most 350,000 of the company's shares will be acquired, in one or more instalments, using the company's unrestricted equity. The maximum number of shares would correspond to approximately 6.1% of all shares in the company. The authorisation entitles the Board of Directors to decide on the acquisition of shares also otherwise than in proportion to the shareholdings of the shareholders (directed acquisition). The authorisation covers the acquisition of shares either on the Nasdaq First North Growth Market Helsinki in accordance with its rules and guidelines, in which case the purchase price will be determined by the share price at the time of acquisition, or by means of a purchase offer to the shareholders, in which case the purchase price must be the same for all shareholders.

The company's own shares will be purchased to be used for conducting acquisitions or other arrangements related to the company's business, to improve the company's financing structure, as part of the implementation of the company's incentive schemes or to be transferred or cancelled. The authorisation includes the right for the Board of Directors to decide on all other terms and conditions pertaining to the acquisition of the company's own shares. According to the proposal, the authorisation is valid until the end of the next AGM, but until 30 June 2026 at the latest, and it revokes the authorisation granted by the AGM on 7 May 2024.

## **18. Authorising the Board of Directors to decide on the issuance of shares**

The Board of Directors proposes that the AGM authorises the Board to decide on the issuance of shares in one or more tranches in accordance with the following terms and conditions:

- The authorisation concerns issuing new shares as well as transferring treasury shares held by the company (share issue).
- The Board of Directors is authorised to decide on the issuance of a maximum of 570,000 shares, which corresponds to approximately 9.9% of all shares in the company.
- The Board of Directors is authorised to decide on to whom and in which order shares are issued. The Board of Directors may decide to issue shares otherwise than in proportion to the shareholdings of the shareholders (directed share issue).
- Based on the authorisation, the Board of Directors may use the shares in financing acquisitions, or for other purposes in the way and to the extent decided by the Board, and as part of the personnel's incentive schemes. The total number of shares to be issued in the incentive plans may not exceed 100,000 shares (approximately 1.7% of all the shares in the company).
- The authorisation entitles the Board of Directors to decide on all other terms of the share issue.
- The authorisation of the Board is valid until the end of the next AGM, but until 30 June 2026 at the latest. The authorisation revokes the previous authorisations granted by the AGM to the Board of Directors on 6 May 2021, 5 May 2022, 4 May 2023, and 7 May 2024.

## **19. Closing of the meeting**

### **B. DOCUMENTS OF THE GENERAL MEETING**

The Financial Statements, the Report of the Board of Directors and the Auditor's Report as well as the Remuneration Policy and Remuneration Report and the above-mentioned proposals for the decisions on the matters of the AGM are available on the company's website at [www.loihde.com/agm](http://www.loihde.com/agm). The above-mentioned documents are also available at the meeting and copies of the documents will be sent to shareholders upon request. The minutes of the meeting will be available on the above-mentioned website as of 22 May 2025 at the latest.

### **C. INSTRUCTIONS FOR THE PARTICIPANTS IN THE GENERAL MEETING**

#### **1. Shareholders registered in the shareholder register**

Each shareholder who is registered in Loihde Plc's shareholder register held by Euroclear Finland Oy on the record date of the AGM, i.e. on 25 April 2025, has the right to participate in the AGM. A shareholder whose shares are registered on his/her personal Finnish book-entry account is registered in the shareholder register of the company.

A shareholder who is registered in the shareholder register of the company and who wants to participate in the AGM shall register for the meeting no later than 30 April 2025 by 4:00 p.m. by giving a prior notice of participation, which shall be received by the company no later than on the above-mentioned time. Notice of participation and advance voting start on 27 March 2025 at 10:00 a.m.

Notice of participation can be given:

- a) on the company's website [www.loihde.com/agm](http://www.loihde.com/agm),
- b) by email to [osakeasiat@loihde.com](mailto:osakeasiat@loihde.com) or

c) by regular mail to Loihde Plc, AGM, Silmukkatie 6, 65100 Vaasa, FINLAND.

In connection with the registration, a shareholder shall notify his/her name, personal identification number or business ID, address, telephone number and the name of a possible assistant or proxy representative and the personal identification number of a proxy representative. Registration on the company's website uses strong authentication with Finnish online banking ID. The personal data given to Loihde Plc or Euroclear Finland Oy is used only in connection with the AGM and the processing of related required registrations.

The shareholder, his/her authorised representative or proxy representative shall, where necessary, be able to prove his/her identity and/or right of representation.

## **2. Holders of nominee-registered shares**

A holder of nominee-registered shares has the right to participate in the AGM by virtue of such shares, based on which he/she on the record date of the AGM, i.e. on 25 April 2025, would be entitled to be registered in the shareholder register of the company held by Euroclear Finland Oy. The right to participate in the AGM requires, in addition, that the shareholder on the basis of such shares has been temporarily registered in the shareholder register held by Euroclear Finland Oy by 10:00 a.m. on 5 May 2025 at the latest. As regards nominee-registered shares, this constitutes due registration for the AGM. Changes in shareholding after the record date of the AGM do not affect the right to participate in the meeting or the number of voting rights held in the meeting.

A holder of nominee-registered shares is advised to request without delay necessary instructions regarding the temporary registration in the shareholder register of the company, the issuing of proxy documents and voting instructions and registration for the AGM from his/her custodian bank. The account operator of the custodian bank has to register a holder of nominee-registered shares who wants to attend the AGM temporarily in the shareholder register of the company by the time stated above at the latest, and, if necessary, ensure to vote in advance on behalf of the shareholder before the deadline for registration regarding holders of nominee-registered shares ends.

## **3. Proxy representative and powers of attorney**

A shareholder may participate in the AGM and exercise his/her rights at the meeting by way of proxy representation.

In addition to producing proxy documents (powers of attorney), the shareholder or his/her proxy shall register for the AGM in the way described in this notice. The duty to register also applies to shareholders that have given so-called long-term powers of attorney or their proxies.

A shareholder's proxy representative shall produce a dated proxy document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder at the AGM. When a shareholder participates in the AGM by means of several proxy representatives representing the shareholder with shares at different securities accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the AGM. The form for the proxy document and voting instructions is available on Loihde's website at [www.loihde.com/agm](http://www.loihde.com/agm).

The signed proxy document shall be delivered by email to [osakeasiat@loihde.com](mailto:osakeasiat@loihde.com), or by regular mail to Loihde Plc, AGM, Silmukkatie 6, 65100 Vaasa, FINLAND. The proxy document shall be received by the company no later than 30 April 2026 by 4:00 p.m.

A shareholder who is a legal person can instead of the traditional proxy document deliver a proxy document in the online service used for giving notice of participation in the meeting.

A shareholder who is an organisation can also use the [Suomi.fi](https://suomi.fi) e-authorisation service instead of a traditional proxy document. In this case, the organisation authorises a proxy that they nominate in the [Suomi.fi](https://suomi.fi) authorisation service at [suomi.fi/e-authorizations](https://suomi.fi/e-authorizations), using the mandate theme "Representation at the General Meeting". In connection with Euroclear Finland Oy's general meeting service, the proxy so authorised must identify himself/herself with strong electronic authentication in connection with the registration, after which the electronic authorisation will be checked automatically. Strong electronic authentication works with online banking ID or mobile certificate. More information is available on the website [suomi.fi/e-authorizations](https://suomi.fi/e-authorizations).

## **4. Advance voting**

A shareholder who has a Finnish book-entry account may vote in advance on certain items of the agenda of the AGM through the company's website during the time period starting on 27 March 2025 at 10:00 a.m. and ending on 30 April 2025 at 4:00 p.m.

In order to be able to vote in advance, the shareholder shall first give notice of participation in the AGM.

A shareholder voting in advance will not be able to use his/her right according to the Finnish Limited Liability Companies Act to request information or a vote, unless he/she participates in the AGM on location, in person or by way of proxy

representation.

A proxy representative appointed by the shareholder cannot vote in advance on behalf of the shareholder.

For holders of nominee-registered shares, the advance voting occurs via the account operator. The account operator can vote in advance on behalf of the holders of nominee-registered shares that the account operator represents in accordance with their voting instructions before the deadline for registration of nominee-registered shares ends.

A draft resolution that is subject to advance voting is considered to have been presented unchanged at the AGM. The terms and conditions and instructions related to the electronic advance voting can be found on the company's website at [www.loihde.com/agm](http://www.loihde.com/agm).

## **5. Asking questions in advance**

Shareholders may ask questions in advance on topics included in the meeting agenda. The questions shall be sent by email to [viestinta@loihde.com](mailto:viestinta@loihde.com), and they shall be received by the company by 30 April 2025, at 4:00 p.m. at the latest. The company strives to, if possible, answer the questions at the meeting.

The advance questions are not questions pursuant to chapter 5, section 25 of the Finnish Limited Liability Companies Act. Questions asked by virtue of the right to request information based on the law shall be asked at the AGM.

## **6. Following the meeting online via webcast**

Shareholders have the opportunity to follow the AGM online via webcast. Following the AGM by webcast is not considered as participating in the AGM, nor is it possible via webcast to exercise the right to request information or other shareholder rights pursuant to the Finnish Limited Liability Companies Act at the AGM.

In order to be able to follow the meeting via webcast, the shareholder shall register to follow the video stream on the company's website at [www.loihde.com/agm](http://www.loihde.com/agm). Further information and instructions on following the meeting via webcast are available on the company's website at the above-mentioned address.

## **7. Other instructions and information**

Pursuant to chapter 5, section 25 of the Finnish Limited Liability Companies Act, a shareholder who is present at the AGM has the right to request information with respect to the matters to be dealt with by the meeting.

Changes in shareholding after the record date of the AGM do not affect the right to participate in the meeting or the number of voting rights held in the meeting.

On the date of this notice of the General Meeting, 25 March 2025, the total number of shares in Loihde Plc and votes represented by such shares are 5,766,383 shares and votes. On 25 March 2025, the company's Board of Directors has decided to issue an additional 24,193 shares, based on an authorisation. On the date of this notice of the General Meeting, 25 March 2025, Loihde Group holds 59,176 treasury shares without voting rights at the AGM. On 25 March 2025, the company's Board of Directors has decided to cancel the treasury shares held by the company.

25 March 2025

LOIHDE PLC

Board of Directors

## **Attachments**

- [Download announcement as PDF.pdf](#)