



Proposals by Loihde Plc's Shareholders' Nomination Board to the 2024 Annual General Meeting

17.1.2024 19:35:00 EET | Loihde Oyj | Company Announcement

Loihde Plc Company announcement 17 January 2024 at 7:35 p.m. EET

Proposals by Loihde Plc's Shareholders' Nomination Board to the 2024 Annual General Meeting

The Shareholders' Nomination Board of Loihde Plc presents the following proposals to the Annual General Meeting (AGM) that is planned to be held on 7 May 2024. The proposals will be a part of the notice of the AGM, which will be published later.

1. Number of members and composition of the Board of Directors

The Shareholders' Nomination Board proposes that six members shall be elected to the Board of Directors (seven members in 2023).

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

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 elected Chair of the Board of Directors and Jari Niska Vice-Chair of the Board.

Further information about the persons proposed to become new members of the Board of Directors is available in Appendix.

2. Remuneration of the Board of Directors

The Shareholders' Nomination Board proposes the following annual fees for the members of the Board of Directors:

- 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 27,500 per year
- Chair of a committee: EUR 7,000 per year
- Member of a committee: EUR 3,500 per year

The Nomination Board proposes to abolish the payment of separate meeting fees and the share-based incentive scheme.

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

3. Payment of bonus shares related to the share-based incentive scheme for the Board of Directors

On 25 June 2020, the AGM of Loihde Plc decided to approve and introduce a long-term share-based incentive scheme for the members of the company's Board of Directors (below "Scheme").

The Shareholders' Nomination Board proposes that the AGM decides on a directed share issue without payment in order to implement the payment of commitment shares for the second vesting period of the Scheme, 7 May 2021–31 December 2023. The Nomination Board proposes that those who participated in the vesting period in question and fulfil the terms of the Scheme shall, in accordance with the terms of the Scheme, receive one commitment share free of charge for every four shares they subscribed for in the share issue and still hold. This means that Timo Kotilainen shall receive 257 commitment

shares and Kaj Hagros, Matti Piri and Stefan Wikman shall receive 107 commitment shares each. The bonus is paid entirely in shares.

4. Fees of the Shareholders' Nomination Board

The Shareholders' Nomination Board proposes the following annual fees for its members:

- Chair: EUR 4,000 per year
- Member: EUR 2,500 per year

Composition of the Nomination Board

In September 2023, Jussi Hattula, Tuulia Holkkola, Matti Kulmakorpi, Vesa Puttonen and Petri Tuutti were appointed to Loihde's Shareholders' Nomination Board. In addition, the Chair of the company's Board of Directors Timo Kotilainen acts as an expert member of the Nomination Board without right to participate in the decision-making. Vesa Puttonen chairs the Nomination Board.

Further information

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Attachments

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