



Panostaja Oyj's Annual General Meeting February 5, 2025

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Panostaja Oyj Stock Exchange Bulletin, Decisions of General Meeting February 5, 2025 at 4.30 p.m.

Panostaja Oyj's Annual General Meeting February 5, 2025

Panostaja Oyj's Annual General Meeting was held on February 5, 2025 in Tampere.

Dividend

The Annual General Meeting adopted the financial statements and consolidated financial statements presented for the financial period November 1, 2023 – October 31, 2024 and resolved that no dividends shall be distributed from said financial period. In addition, the Annual General Meeting resolved to authorize the Board to decide, at its discretion, on the potential distribution of assets to shareholders, should the company's financial status permit this, either as dividends or as repayment of capital from the invested unrestricted equity fund. The maximum distribution of assets performed on the basis of this authorization totals EUR 4,700,000. The authorization includes the right of the Board to decide on all other terms and conditions relating to said asset distribution. The authorization remains valid until the start of the next Annual General Meeting.

Discharge

The Annual General Meeting granted discharge from liability to the members of the Board and the CEO.

Remuneration Report

The Annual General Meeting decided to adopt the remuneration report.

Board of Directors

The Annual General Meeting resolved that the remuneration of the Board remains unchanged and that for the term that ends at the end of the next Annual General Meeting the Chairman of the Board be paid a compensation of EUR 40,000, and that the other members of the Board be each paid a compensation of EUR 20,000. The Annual General Meeting also resolved that approximately 40 % of the remuneration remitted to the members of the Board will be paid on the basis of the share issue authorization, by issuing company shares to each Board member if such Board member does not own more than one percent (1 %) of the company's shares on the date of the General Meeting. If the holding of a Board member on the date of the General Meeting is over one percent (1 %) of all company shares, the remuneration will be paid in full in monetary form. Furthermore, the Annual General Meeting resolved that the travel expenses of the Board members will be paid based on the maximum amount specified in the grounds for payment of travel expenses ordained by the Finnish Tax Administration as valid from time to time.

The number of members of the Board was set at five (5). For the term that ends at the end of the next Annual General Meeting, Tommi Juusela, Mikko Koskenkorva and Tarja Pääkkönen were re-elected to the Board. Juha Sarsama and Saga Forss were elected as new members to the Board.

Auditor

For the term ending at the end of the next Annual General Meeting, Authorized Public Accountants Deloitte Oy was elected as auditor. Authorized Public Accountants Deloitte Oy has stated that Authorized Public Accountant Hannu Mattila will serve as the chief responsible auditor. Deloitte Oy acts also as the assurer of the company's sustainability reporting for the financial year starting on November 1, 2024.

Amendment of the Articles of Association and extending the financial year

The General Meeting decided in accordance with the proposal of the Board that Article 10 of the Articles of Association were amended to read as follows:

"10 § Financial Year

The company's financial year begins on January 1 and ends on December 31."

Furthermore, the General Meeting decided in accordance with the proposal of the Board that the financial year starting on November 1, 2024 shall be extended to end on December 31, 2025.

Authorisation to purchase the company's own shares

In addition, the Board was authorized to decide on the acquisition of the company's own shares in one or more instalments so that, based on the authorization, the number of the company's own shares to be acquired may not exceed 5,200,000 in total, which corresponds to approximately 9.8 % of the company's total amount of shares. By virtue of the authorization, the company's own shares may be acquired using unrestricted equity only. The company's own shares may be acquired at the prevailing market price formed in public trading on the Nasdaq Helsinki Oy on the date of acquisition or otherwise at the prevailing market price. The Board will decide how the company's own shares are to be acquired. The company's own shares may be acquired in deviation from the proportion of ownership of the shareholders (directed acquisition). The authorization issued at the previous Annual General Meeting on February 7, 2024 to decide on the acquisition of the company's own shares is cancelled by this authorization. This authorization shall be valid until August 5, 2026.

Authorisation to decide on issuance of shares and the issuance of option rights and other special rights entitling to shares

The Annual General Meeting authorized the Board to decide on one or more share issues and option rights and the granting of other special rights providing entitlement to shares as specified in Section 10(1) of the Limited Liability Companies Act. The total number of shares issued on the basis of the authorization may not exceed 5,200,000. By virtue of the authorization, the Board may decide on all terms and conditions for share issues and options as well as on the terms and conditions for the granting of special rights providing entitlement to shares. The authorization concerns both the issue of new shares and the selling of the company's own shares. Share issues and the provision of option rights as well as that of other rights providing entitlement to shares as specified in Section 10(1) of the Limited Liability Companies Act may take place deviating from the shareholders' pre-emptive right to subscription (directed issue). The authorization issued at the previous Annual General Meeting on February 7, 2024 is cancelled by this authorization. This authorization remains valid until August 6, 2026.

Other issues

Immediately upon the conclusion of the Annual General Meeting, the company's Board held an organizing meeting in which Juha Sarsama was elected Chairman and Mikko Koskenkorva was elected deputy Chairman.

The CEO's review presented to the Annual General Meeting by Tapio Tommila is attached to this bulletin in Finnish.

Panostaja Oyj

Tapio Tommila CEO

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Attachment: The CEO's review presented at the Annual General Meeting of Panostaja Oyj (in Finnish)

About Panostaja Oyj

Panostaja is an investment company developing Finnish companies in the growing service and software sectors as an active shareholder. The company aims to be the most sought-after partner for business owners selling their companies as well as for the best managers and investors. Together with its partners, Panostaja increases the Group's shareholder value and creates Finnish success stories.

Panostaja has a majority holding in four investment targets. Grano Oy is the most versatile expert of content services in Finland. Hygga Oy is a company providing health care services and the ERP system for health care providers. CoreHW provides high added value RF IC design services. Oscar Software provides ERP systems and financial management services.

Attachments

- [Download announcement as PDF.pdf](#)
- [Panostaja Oyj_yhtiökokous 5.2.2025_Toimitusjohtajan katsaus.pdf](#)