



Neo Industrial Plc: Decisions of the Annual General Meeting

24.6.2020 14:15:00 EEST | Neo Industrial Oyj | Decisions of general meeting

The Annual General Meeting (AGM) of Neo Industrial Plc was held today, 24 June 2020, in Hyvinkää.

The AGM approved the financial accounts for the 2019 accounting period and granted the Company's Board and the Managing Director discharge from liability for the 2019 accounting period.

The AGM resolved, in accordance with the Board's proposal, that no dividends will be paid and profit EUR 1,068,591.57 of 2019 will be transferred to the profit / loss account of previous financial years.

The AGM decided to accept the remuneration policy for governing bodies.

The AGM approved the proposed annual remuneration of EUR 10,000 for the members of the Board of Directors, EUR 12,500 for the chairman of the Board and an attendance remuneration of EUR 600 per each meeting for the Board and the committees. The AGM approved that the members of the Board are compensated for their travel expenses.

Circa 40 per cent of the annual remunerations will be paid with the shares of the company. Transfer to the shares is made by using the average share price of Neo Industrial Plc's B-share in May 2020 and the shares will be handed over in June 2021.

The AGM resolved that the members of the Board be paid a bonus based on the development of the company's B share price, the amount of which is EUR 1,000 for the chairman of the Board and EUR 500 for the ordinary members of the Board, multiplied by annual return based on the share price development of Neo Industrial Plc's class B share (average share price in May 2021 – average share price in May 2020). Should the annual return exceed 50 per cent, the bonus shall be paid in accordance with 50 per cent. So the highest multiplier when counting remuneration is 50.

Circa 40 per cent of the bonuses will be paid with the shares of the company. Conversion into the shares will be carried out based on the average share price of the Company's class B share in May 2021, and the shares will be handed over in June 2021.

The AGM resolved that the auditors' fees be paid as per invoice based on competitive bidding of accounting services.

The AGM approved, in accordance with the shareholders' proposal, that the number of members of the Board shall be four (4) and re-elected the following persons to the Board: Markku E. Rentto, chairman; Jukka Koskinen, deputy chairman and Marjo Matikainen-Kallström and Ari Järvelä as members of the Board. No deputy members were elected.

The AGM elected, in accordance with the shareholders' proposal, Authorized Public Accountants KPMG Ltd, with Authorized Public Accountant Leenakaisa Winberg as responsible auditor, as the Company's auditor for a term that expires at the end of the Annual General Meeting of 2021.

The AGM approved, in accordance with the shareholders' proposal, that company's Articles of Association 14 § to be changed as follows:

14 § Notice of general meeting and registration

Notice of the General Meeting shall be published on the Company's website no earlier than three (3) months before the record date of the General Meeting and not later than three (3) weeks prior to the record date, nevertheless, always at least nine (9) days prior mentioned record date. In order to attend the General Meeting, a shareholder must register with the Company no later than on the date specified in the notice of the meeting, which may be at least ten (10) days prior to the meeting.

The AGM approved, in accordance with the Board's proposal, the corporate acquisition, where company is buying all the shares of Reka Rubber Ltd ("Reka Rubber") from the biggest shareholder of Neo Industrial Plc, Reka Oy. The corporate acquisition is implemented on June 25 2020.

The AGM authorized, in accordance with the Board of Director's proposal, the Board of Directors to decide on the acquisition of the Company's own shares with assets from the Company's unrestricted equity. The shares will be acquired through trading arranged by Nasdaq Helsinki in accordance with its rules, and the consideration to be paid for the shares to be

acquired must be based on market price. The Company may acquire B class shares directly by a contractual trade with other parties than the biggest shareholder, provided that the number of class B shares to be acquired via contractual trade is at least 15,000 and that the consideration to be paid for the shares is equal to the prevailing market price in Nasdaq Helsinki at the time of the acquisition. When carrying out acquisitions of the Company's own shares, derivatives, stock lending and other agreements customary to the capital markets may be entered into within the limits set by law and regulations.

The authorization entitles the Board of Directors to also decide on a directed acquisition in a proportion other than that of the shares held by the shareholders, provided the Company has a weighty reason for this as defined in the Finnish Companies Act.

The AGM authorized, in accordance with the Board of Director's proposal, the Board of Directors to take the Company's own shares as pledge from Reka Ltd as collateral of possible compensation responsibility according to the terms of the sale and purchase agreement. Taking the shares as pledge is implemented latest in connection with implementation of the corporate acquisition according to the terms of the pledge agreement. No remuneration is paid from shares taken as pledge. Taking shares as pledge does not effect on the equity of the Company.

The Board of Directors is entitled to decide on all other matters pertaining to acquiring of the Company's own shares and taking own shares as pledge.

The authorization of acquiring and taking own shares as pledge is proposed to remain in force until the next Annual General Meeting, however no longer than 18 months.

The maximum number of class B shares acquired or taken as pledge in total is 588,076. The proposed amount corresponds to approximately 9.77 per cent of all the shares in the Company and in total 10.0 per cent of the Company's class B shares.

For the possible realization of the own shares taken as pledge The AGM authorized, in accordance with the Board of Director's proposal, the Board of Directors to decide on the handover of its own shares in one or more batch, with or without compensation. The maximum number of class B shares acquired or taken as pledge in total is 588,076. The amount corresponds to approximately 9.77 per cent of all the shares in the Company and in total 10.0 per cent of the Company's class B shares. Authorization will be valid until 30 September 2021.

Hyvinkää, 24 June 2020

Neo Industrial PLC
Jukka Poutanen
Managing Director

Further information:
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About Neo Industrial Oyj

Neo Industrial Plc is a Finnish company that focuses on building a sustainable future by developing and renewing modern society's networks. We own emerging private companies in the cable industry, to whom we are a long-term and responsible partner. Our goal is to be a conglomerate in the future, that creates new opportunities responsibly for a smart and energy-efficient society. Neo Industrial Plc's class B shares are listed on the main list of NASDAQ Helsinki Stock Exchange.

Attachments

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