



## **DECISIONS TAKEN BY AVIDLY PLC'S ANNUAL GENERAL MEETING AND BOARD OF DIRECTORS**

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Avidly Plc, company release, 13 April 2021 at 11.15 am EET

The Annual General Meeting of Avidly Plc was held today under special arrangements without the shareholders' or their proxy representatives' presence at the meeting venue in order to prevent the spread of the COVID-19 pandemic. Shareholders and their proxy representatives participated in the meeting and exercised their shareholder rights by voting in advance. They were additionally given the opportunity to make counterproposals and present questions in advance.

#### **Adoption of financial statements and discharge from liability**

The general meeting adopted the 2020 Financial Statements according to the proposal of the Board of Directors, including the consolidated financial statement and discharged the members of the Board of Directors and the CEO from liability for the financial year 2020.

#### **Payment of dividend**

The general meeting resolved, according to the proposal of the Board of Directors that the loss based on the adopted balance sheet for the financial year that ended on 31 December 2020 shall be transferred to an account for profit/loss and that no dividend shall be paid from the distributable funds.

#### **Board of Directors**

The general meeting resolved that four members shall be elected to the Board of Directors of Avidly Plc for the incoming term. In addition, the general meeting resolved that the remuneration for the Chairman of the Board shall be EUR 4,000 per month and for the deputy chairman of the board of directors EUR 3,000 and for each of the other members of the Board EUR 2,000 per month. The remuneration shall be paid monthly for those months the person acts as a member or the Chairman or deputy chairman of the of the Board. The travel expenses of members of the Board shall be compensated in accordance with Avidly Plc's travel policy. Other allowances shall not be paid.

The general meeting elected Åsa Arvidsson, Joakim Fagerbakk, Juha Mikkola and Ville Skogberg as members of the Board of Directors of Avidly Plc for a term that expires at the end of the next Annual General Meeting. The Board of Directors elected Joakim Fagerbakk as its Chairman and Juha Mikkola as its Co-chairman in its meeting held after the Annual General Meeting.

#### **Auditor**

The general meeting resolved, according to the proposal of the Board of Directors that the auditor's remuneration and reimbursements shall be paid as reasonably invoiced and approved by Avidly Plc. The general meeting elected Jari Paloniemi, Authorised Public Accountant, as the Auditor and Veikko Terho, Authorised Public Accountant, as the Deputy Auditor of Avidly Plc.

#### **Authorisation to acquire company's own shares**

The general meeting resolved, in line with the proposal by the Board of Directors and by revoking the previous, unused authorisations, to authorise the Board of Directors to resolve upon the acquisition of the company's own shares in one or more instalments. The maximum amount of shares to be acquired under the authorisation is 529,000 shares, corresponding to approximately a maximum of 10 percent of all shares in Avidly Plc on the date of the notice to the general meeting. Any acquisition under the authorisation may only be carried out by using the company's non-restricted equity and at a value formed in Nasdaq First North Growth Market market place maintained by Nasdaq Helsinki Ltd (Helsinki Stock Exchange) at the time of the applicable acquisition.

The Board of Directors is otherwise be authorised to resolve upon all terms and conditions of the aforementioned acquisitions, including the procedure by which the shares shall be acquired. The authorisation shall not limit the right of the Board of Directors to resolve upon directed acquisitions of own shares, provided that Avidly Plc has weighty financial grounds for such. The authorisation is proposed to be used in connection with transactions important to Avidly Plc, such as when executing arrangements or transactions relating to the company's business or in connection with other situations as

resolved upon the Board of Directors from time to time, provided that there are weighty financial grounds for acquiring own shares. The acquired shares may be held in the company's possession or they may be annulled or further transferred. The authorisation is valid until 30 June 2022.

**Authorisation for a share issue, which includes transfers of treasury shares and issues of option or other special rights entitling to shares**

The general meeting resolved, in line with the proposal by the Board of Directors, to authorise the Board of Directors to resolve upon one or more share issues without payment and/or share issues against payment. The authorisation includes the right to issue new shares or to transfer treasury shares possessed by Avidly Plc or to resolve upon issuing of option rights and other special rights entitling to shares as set out in the Finnish Limited Liability Companies Act Chapter 10 Section 1. The maximum amount of shares that can be issued under the authorisation, either by issuing new shares, transferring treasury shares possessed by Avidly Plc or by issuing option and other special rights entitling to shares as set out in the Finnish Limited Liability Companies Act Chapter 10 Section 1, is 1,587,000 shares. The amount corresponds to approximately a maximum of 30 percent of all shares in Avidly Plc, after all shares that can be issued and/or all treasury shares that can be transferred and/or all shares that can be issued based on option and other special rights entitling to shares as set out in the Finnish Limited Liability Companies Act Chapter 10 Section 1 have been issued and/or transferred pursuant to a decision made under the authorisation. The authorisation shall not limit the right of the Board of Directors to resolve upon directed issues of shares or option and other special rights entitling to shares as set out in the Finnish Limited Liability Companies Act 10 Section 1.

The authorisation may be used in connection with arrangements that are important to the company, such as in transactions and business acquisitions or in connection with financing of other business arrangements or investments. The authorisation may also be used for expanding the company's ownership structure, providing incentives to the company's employees or for strengthening employee engagement or in connection with other applicable situations as resolved upon the Board of Directors from time to time, provided that there are weighty financial grounds for issuing shares or option or other special rights set out in the Finnish Limited Liability Companies Act Chapter 10 Section 1. The pre-emptive subscription right of shareholders can be deviated from in the event the company has weighty financial ground for such deviation, or when required by the Finnish Limited Liability Companies Act, when the company has especially weighty financial ground. The authorisation is valid until 30 June 2022.

AVIDLY PLC

**Additional information:**

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*Avidly is a leading martech service provider listed on the Nasdaq First North Growth marketplace in Helsinki. We offer holistic digital marketing and sales services and customer experience, data and technology are closely entwined into our impact-driven growth strategy. We are a team of more than 230 navigators and explorers, makers and shakers in 16 locations in Finland, Sweden, Norway, Denmark and Germany. Read more: [investors.avidlyagency.com/en](https://investors.avidlyagency.com/en)*

**Attachments**

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