



Notice to the Annual General Meeting of Reka Industrial Plc

7.3.2023 15:30:00 EET | Reka Industrial Oyj | Notice to general meeting

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The Annual General Meeting of Reka Industrial Plc will be held on Wednesday, 12 April 2023 at 2 pm at Hyvinkään Villatehdas, Kankurinkatu 4-6, 05800 Hyvinkää.

Registration and distribution of voting tickets will start at 1.30pm.

A. MATTERS ON THE AGENDA OF THE ANNUAL GENERAL MEETING

The meeting shall handle the following matters:

1. Opening of the meeting
2. Calling the meeting to order
3. Election of persons to scrutinize the minutes and to supervise the counting of votes
4. Recording the legality of the meeting
5. Recording the attendance at the meeting and adoption of the list of votes
6. Presentation of the financial statements for 2022, the consolidated financial statements/consolidated annual accounts and Board of Directors report and the Managing Director review
7. Presentation of the auditor's report
8. Adoption of the annual accounts including consolidated annual accounts
9. Resolution on the use of the profit shown on the balance sheet and the payment of dividend

According to the annual accounts of the fiscal year 2022, the parent company's distributable funds are EUR 4,170,940.00 of which the profit for the financial year is EUR 1,323,166.97. The Board of Directors proposes to the Annual General Meeting that the Board of Directors be authorized to decide on a maximum dividend of EUR 0.20 per share (a maximum of EUR 1.2 million in total) and the payment date by June 30, 2023. A dividend of EUR 0.09 per share was paid for the financial year 2021.

10. Resolution on the discharge from liability of the members of the Board of Directors and the Managing Director
11. Advisory resolution on the remuneration report for governing bodies

The Board of Director's proposes to accept the Remuneration report 2022. According to the Companies Act, the decision is advisory. The Remuneration report is shown in the company's website in Finnish www.rekaindustrial.fi

12. Resolution on the remuneration of the members of the Board of Directors

The shareholders representing over 50 per cent of the votes, propose that the annual remuneration of the Board members and committee members (12 months):

- EUR 25,000 for Board members and EUR 32,000 for the chairman of the Board and that the members of the Board be 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 Reka Industrial Plc's B-share in May 2023 and the shares will be handed over in June 2023
- the annual remuneration of committee members EUR 2,500.

- No separate meeting fees to be paid.

13. Resolution on the auditor's fee

The Board of Directors proposes that the auditor's fees be paid according to the invoice approved by the company, based on competitive bidding of accounting services.

14. Resolution on the number of members of the Board of Directors and possible deputy members

15. Election of the chairman and the deputy chairman and members of the Board

16. Election of auditor

The Board of Directors proposes that Authorized Public Accountants KPMG Ltd, with Authorized Public Accountant Jukka Rajala as responsible auditor, be re-elected as the auditor of the company for a term that expires at the end of the Annual General Meeting of 2024.

17. Authorization of the Board of Directors to decide on the purchase of own shares

The Board of Directors proposes that it be authorized to decide on acquisition of the company's own shares by using the assets from the company's distributable funds. The shares will be acquired through public 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, 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 the acquisition of the company's own shares, derivatives, share lending and other contracts 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 decide on the 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 maximum number of class B shares acquired may be in total 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.

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

The Board of Directors proposes that the authorization be valid until the next Annual General Meeting, but no later than October 12, 2024. The authorization replaces the authorization given by the previous Annual General Meeting on April 6, 2022, to acquire and pledge the company's own shares.

18. Authorization of the Board of Directors to decide on handover of own shares

The Board of Directors proposes to the Annual General Meeting that the Annual General Meeting authorize the Board of Directors to decide on the handover of the company's own shares as follows:

The handover of own shares may take place in one or more batch, with or without compensation. The amount of shares to be handed over in total can be maximum 588,076 B shares, which corresponds to approximately 9.77 per cent of all the shares of the Company and in total 10.0 per cent of the Company's class B shares according to the situation of the date of the notice. The authorization entitles the Board of Directors to decide on all matters relating the terms of handover, including the proportion other than that of the shares held by the shareholders.

It is proposed that the authorization will be valid until the next Annual General Meeting. The authorization replaces the previous authorization given by the Annual General Meeting on April 6, 2022, on the handover of own shares.

19. Closing of the Meeting

B. DOCUMENTS OF THE ANNUAL GENERAL MEETING

The abovementioned proposals relating to the agenda as well as this notice are available on Reka Industrial Plc's website. The proposals and other above-mentioned documents are also available at the meeting. The minutes of the meeting will be available on the company's website no later than 28 April 2023.

C. DOCUMENTS OF THE ANNUAL GENERAL MEETING

1. The right to participate and registration to the Annual General Meeting

In order to attend the general meeting, the shareholders must be registered as the company's shareholders in Reka Industrial Plc's shareholder register maintained by Euroclear Finland on 29 March 2023 at the latest.

A shareholder who wants to participate in the general meeting shall register for the meeting no later than 6 April 2023 at 12 pm, at the latest, by giving a prior notice of participation.

Such notice can be given:

- a) by e-mailing info@reka.fi
- b) by telephoning +358 207 200 395 or
- c) by regular mail to address Reka Industrial Plc, Kankurinkatu 4-6, 05800 Hyvinkää, Finland.

The registration must arrive before the end of the registration period.

In connection with the registration, a shareholder shall notify his/her name, personal or business identification number, address, telephone number and the name of a possible assistant. The personal data given to Reka Industrial Plc is used only in connection with the general meeting and with the processing of related registrations.

2. Holders of nominee registered shares

A holder of nominee registered shares who wants to participate in the general meeting must be entered into the shareholders' register of the company on the record date of the meeting, 29 March 2023. A shareholder of nominee registered shares must also be temporarily entered into the shareholders' register held by Euroclear Finland, of the Company on 5 April 2023 by 10.00 am, Finnish time at the latest. With respect to nominee registered shares the temporary entry into the shareholders' register is considered as registration for the Annual General Meeting.

Changes in shareholdings after the record date of the General Meeting do not affect the right to participate in the General Meeting or the number of votes of the shareholder.

A holder of nominee registered shares, who wishes to participate in the general meeting, is advised to request necessary instructions regarding the registration in the temporary shareholder's register of the company, the issuing of proxy documents and registration for the meeting from his/her custodian bank. The custodian bank is to inform the holder of nominee registered shares who wants to participate to the Annual General Meeting,

3. Proxy representative and powers of attorney

A shareholder may participate in the general meeting and exercise his/her rights at the meeting by way of proxy representation. A proxy representative shall produce a dated proxy document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder at the meeting. When a shareholder participates in the general meeting by means of several proxy representatives representing the shareholder with shares at different securities accounts, the shares represented by each proxy representative shall be identified in connection with the registration for the general meeting.

Possible proxy documents should be delivered to the address Reka Industrial Plc, Kankurinkatu 4-6, 05800 Hyvinkää, Finland before the last date of registration.

4. Other information

Pursuant to Chapter 5, section 25 of the Companies Act, a shareholder who is present at the general meeting has the right to request information with respect to the matters to be considered at the meeting.

Reka Industrial Plc has, on the date of this notice 7 March 2023, in total 139,600 A-shares and 5,880,760 B-shares. According to the Articles of Association, each A share carries twenty votes and each B share one vote.

On the date of this notice, 7 March 2023, to the Annual General Meeting, the company holds 47,504 of its B-shares, representing a total of 47,504 votes. According to the limited liability companies act the share belonging to the company or its subsidiaries does not entitle to participate to the General meeting.

Hyvinkää, 7 March 2023

Reka Industrial Plc
The Board of Directors

FURTHER INFORMATION

Jukka Poutanen, Managing Director, tel. +358 40 833 9007

www.rekaindustrial.fi

Reka Industrial is involved in the transition of both the energy and transport industries. As an industrial family company, we are committed to developing the performance and sustainability of the companies we own. The market is growing and we along with it. Reka Industrial class B shares are listed on the Nasdaq Helsinki Ltd.

Contacts

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Attachments

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