



Notice to the Annual General Meeting of Reka Industrial Plc

27.3.2024 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 Tuesday, 23 April 2024 at 11 am at Hyvinkään Villatehdas, Kankurinkatu 4-6, 05800 Hyvinkää.

Registration and distribution of voting tickets will start at 10.30 am.

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 person to scrutinize the minutes and persons 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 2023, the consolidated financial statements/consolidated annual accounts and the 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 fiscal year 2023, the parent company's distributable funds are EUR 20,965,526.40 of which the profit for the financial year is EUR 19,151,673.01. The Board of Directors proposes to the Annual General Meeting that for the financial year 2023 a dividend of EUR 2.00 is paid for each share. The date of record for dividend distribution is 25 April 2024 and the dividend is paid on 5 May 2024.

A dividend of EUR 0.20 per share was paid for the financial year 2022. In addition to the dividend, a capital repayment of EUR 0.20 per share was paid in 2023.

In addition, the Board of Directors proposes the Annual General Meeting that the Board of Directors is authorised to decide on an additional dividend of up to EUR 1.20 per share (up to a total of EUR 7.2 million based on the situation at the time of the notice of the meeting) and on the date of record and payment date for the additional dividend. It is proposed that the authorisation is valid until the beginning of the next Annual General Meeting.

10. Resolution on the discharge of the members of the Board of Directors and the Managing Directors from liability for the financial period of 1 January - 31 December 2023
11. Advisory resolution on the Remuneration Report for governing bodies
The Board of Directors proposes to accept the Remuneration Report 2023. According to the Companies Act, the decision is advisory. The Remuneration Report is available on the company website in Finnish at www.rekaindustrial.fi
12. Advisory resolution on the Remuneration Policy for governing bodies
The Board of Directors presents and updated version of the Remuneration Policy for governing bodies to the Annual General Meeting. According to the Companies Act, the decision is advisory. The Remuneration Policy for governing bodies, as approved by the Board of Directors, is attached to this notice and is available on the company's website in Finnish at www.rekaindustrial.fi
13. Resolution on the remuneration of the members of the Board of Directors
The shareholders' proposal for the annual remuneration and expense reimbursement policy for the members of the Board of Directors is available on the company's website www.rekaindustrial.fi no later than 15 April 2024.
14. 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.

15. Resolution on the number of members of the Board of Directors and possible deputy members
The shareholders' proposal for the number of members and possible deputy members of the Board of Directors is available on the company's website at www.rekaindustrial.fi no later than 15 April 2024.
16. Election of the chairperson and vice chairperson and members of the Board of Directors
The shareholders' proposal for the election of the chairperson and vice chairperson of the Board of Directors and other members is available on the company's website at www.rekaindustrial.fi no later than 15 April 2024.
17. Election of auditor
The Board of Directors proposes to the Annual General Meeting that Authorised Public Accountants KPMG Ltd, with Authorised 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 2025.
18. Authorisation of the Board of Directors to decide on the purchase of own shares
The Board of Directors proposes to the Annual General Meeting that the Annual General Meeting authorises the Board of Directors to decide on the acquisition of the company's own class B shares in one or more tranches with company's distributable funds. The class B shares will be acquired through public trading arranged by Nasdaq Helsinki Ltd 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 class B shares directly by a contractual trade, provided that the number of class B shares to be acquired is at least 15,000 and that the consideration to be paid for such 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 of own class B shares in a proportion other than that of the shares held by the shareholders, provided that the company has a weighty reason for this as defined in the Finnish Companies Act.

The maximum number of shares acquired may be in total 588,076 class B shares. 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 authorisation be valid until the next Annual General Meeting, but no later than 23 October 2025. The authorization replaces the authorization given by the previous Annual General Meeting on 24 May 2023 to acquire company's own shares.

19. Authorisation of the Board of Directors to decide on the transfer of own shares
The Board of Directors proposes to the Annual General Meeting that the Annual General Meeting authorises the Board of Directors to decide on the transfer of the company's own class B shares as follows:

The transfer of own shares may take place in one or more tranches, with or without compensation. The amount of shares to be transferred in total can be a maximum of 588,076 class B shares corresponding 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 on the date of the notice. The authorisation entitles the Board of Directors to decide on all matters relating to the terms of transfer, including the right to deviate from shareholders pre-emptive right.

The Board of Directors proposes that the authorisation will be valid until the next Annual General Meeting. The authorization replaces the previous authorization given by the Annual General Meeting on 24 May 2023 on the transfer of own shares.

20. Closing of the Meeting

B. DOCUMENTS OF THE GENERAL MEETING

The abovementioned proposals of the Board of Directors relating to the agenda of the general meeting, the annual accounts, consolidated annual accounts, Board of Directors report, the auditor's report, the Remuneration Report, the Remuneration Policy, as well as this notice are available on Reka Industrial Plc's website at www.rekaindustrial.fi. The proposal of the Board of Directors 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 7 May 2024.

C. INSTRUCTIONS FOR THE PARTICIPANTS IN THE GENERAL MEETING

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

In order to attend the Annual General Meeting, the shareholders must be registered as the company's shareholders in Reka Industrial Plc's shareholder register maintained by Euroclear Finland Ltd on 11 April 2024 at the latest. A shareholder, whose shares are registered on their personal Finnish book-entry account, is registered in the shareholders' register of the company.

A shareholder who wants to participate in the Annual General Meeting shall register for the meeting no later than 18 April 2024 at 12 pm, at the latest, by giving a prior notice of participation.

Registration to the Annual General Meeting can be done:

a) by emailing info@reka.eu

b) by telephoning +358 40 3524 827

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 Annual 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 Annual General Meeting must be entered into the shareholders' register of the company on the record date of the meeting, 11 April 2024. A shareholder of nominee registered shares must also be temporarily entered into the shareholders' register held by Euroclear Finland Ltd, of the company on 18 April 2024 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 Annual General Meeting do not affect the right to participate in the Annual General Meeting or the number of votes of the shareholder.

A holder of nominee registered shares, who wishes to participate in the Annual 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 has to temporarily register a holder of nominee registered shares, who wants to participate in the Annual General Meeting, into the shareholders' register of the company no later than by the time stated above.

3. Proxy representative and powers of attorney

A shareholder may participate in the Annual 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 Annual 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 Annual 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 instructions and information

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

On the date of this notice to the Annual General Meeting 27 March 2024, the number of class A shares in Reka Industrial Plc is 139,600 and the number of class B shares is 5,880,760. Based on the Articles of Association of the company, each class A share entitles its holder to 20 votes and each class B share entitles its holder to one vote.

On the date of this notice to the Annual General Meeting 27 March 2024, the company holds 37,150 class B shares, representing in total 0.43 percent of all votes. Treasury shares or shares held by a subsidiary do not entitle to participation in the Annual General Meeting in accordance with the Companies Act.

Hyvinkää 27 March 2024

Reka Industrial Plc
The Board of Directors

Further information:

President and CEO, Sari Tulander, tel. +358 44 044 1015

www.rekaindustrial.fi

Contacts

- Sari Tulander, President and CEO, +358 44 044 1015, sari.tulander@reka.eu

About Reka Industrial Oyj

As an industrial family company, we are committed to developing the performance and sustainability of the companies we own. Reka Industrial class B shares are listed on the Nasdaq Helsinki Ltd.

Attachments

- [Download announcement as PDF.pdf](#)
- [Reka Industrial Oyj_Palkitsemispolitiikka_2024.pdf](#)