



NYAB Plc: Notice to the Annual General Meeting

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NYAB Plc

COMPANY ANNOUNCEMENT

18 March 2024 at 11:45

NYAB Plc: Notice to the Annual General Meeting

The shareholders of NYAB Plc (Business ID: 2393685-6) are hereby summoned to the Annual General Meeting that will be held on Thursday, **11 April 2024, at 13:00 Finnish time. The location of the meeting will be Scandic Helsinki Hub hotel at Annankatu 18, Helsinki.** The reception of persons who have registered for the meeting and the distribution of voting tickets will commence at 12:30.

A. Matters on the agenda of the Annual General Meeting

The following matters will be on the agenda of the Annual General Meeting:

- 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 of the legality of the meeting**
- 5. Recording the attendance at the meeting and adoption of the list of votes**
- 6. Presenting the financial statements, consolidated financial statements, Board of Directors' report, and Auditor's report for the financial year 1 January - 31 December 2023**

The financial statements, the consolidated financial statements, the Board of Directors' report and the Auditor's report are included in NYAB's Annual Report for 2023 that is available on the company website at www.nyabgroup.com.

- 7. Adoption of the financial statements and the consolidated financial statements**
- 8. Resolution on the use of profits shown on the balance sheet and the distribution of assets**

The Board of Directors proposes to the Annual General Meeting that 0.014 euros per share, equaling a total of 9,893,215 euros, is paid to shareholders as a distribution of assets based on the balance sheet to be adopted for the financial period. The amount of ordinary profit distribution is 0.008 per share and extraordinary profit distribution is EUR 0.006 per share.

The distribution of assets is proposed to be executed as a capital repayment from the invested unrestricted equity reserve, and no dividends will be paid. The capital repayment is paid to shareholders who on the record date of 15 April 2024 are entered as shareholders in the company's shareholder register held by Euroclear Finland Oy. The capital repayment is proposed to be paid in one installment on 22 April 2024.

- 9. Resolution on the discharge of the members of the Board of Directors and the CEO from liability**
- 10. Resolution on the remuneration of the members of the Board of Directors**

The Shareholders' Nomination Committee has provided in advance a proposal, according to which the following remuneration will be paid to the members of the Board of Directors until the close of the following Annual General Meeting:

- To a member of the Board of Directors, who does not work for NYAB Plc or its group company, 3500 euros per month shall be paid as remuneration regardless of the number of meetings. In addition, reasonable costs and travelling expenses caused by the meetings shall be compensated.

- To a Chairman of the Board of Directors, who does not work for NYAB Plc or its group company, 5000 euros per month shall be paid as remuneration, regardless of the number of meetings. In addition, reasonable costs and travelling expenses caused by the meetings shall be compensated.
- To a member or Chairman of the Board of Directors, who works for NYAB Plc or its group company, no remuneration shall be paid, but reasonable costs and travelling expenses caused by the meetings shall be compensated.
- To a member and Chairman of the Board of Directors, who does not work for NYAB Plc or its group company, a meeting fee of 500 euros shall also be paid for participating in meetings of committees of the Board of Directors.

11. Resolution on the number of members of the Board of Directors

The Shareholders' Nomination Committee has provided in advance a proposal, according to which nine (9) members shall be elected to the Board of Directors.

12. Election of members of the Board of Directors

The Shareholders' Nomination Committee has provided in advance a proposal, according to which:

- current members of the Board of Directors Jan Öhman, Markku Kankaala, Lars-Eric Aaro, Anders Berg, Barbro Frisch, Johan Larsson, Johan K Nilsson, and Jari Suominen would be re-elected as members of the Board of Directors
- Kim Wiio would be elected to the Board of Directors as a new member

Kim Wiio (born 1971) is a major shareholder in St1 Nordic Oy, where he has held management and Board positions since 2001. He was the CEO of the company between 2007-2018 and is currently a member of the Board of Directors. Wiio is a founder and owner of Mininvest Oy that owns 24,031,791 shares in NYAB Plc with an ownership of 3.4%. Wiio holds a degree of Master of Laws. The Shareholders' Nomination Committee has assessed that Wiio is independent of NYAB Plc and its major shareholders.

Wiio has a versatile management experience throughout Nordic countries. In his positions at St1, he has been involved in numerous initiatives that aim at utilizing emission-free technology in energy production. He has also participated in multiple domestic and cross-border mergers and acquisitions. Therefore, the Shareholders' Nomination Committee sees that his election as a Board member would support NYAB in exploring new business opportunities in accordance with its strategic plan and therefore contribute to future shareholder value creation.

Mikael Ritola, who is one of NYAB's founders and currently a member of both the Board of Directors and the Executive Management Team, is not proposed to be re-elected. Purpose of the proposed change is to meet the requirements of the Swedish Corporate Governance Code that NYAB will apply in connection with its targeted listing on the Premier segment of Nasdaq First North Growth Market Sweden. Ritola continues as a member of NYAB's Executive Management Team.

Members of the Board of Directors are proposed to be elected for a term that continues until the close of the following Annual General Meeting. All the persons, who are proposed to be elected, have given their consent for the election. More information on the proposal of the Nomination Committee has been included in the Company Announcement that NYAB released on 14 March 2024.

The Shareholders' Nomination Committee proposes to the organizing meeting of the Board of Directors that Jan Öhman would be re-elected as the Chairman of the Board, and Markku Kankaala as the Vice Chairman.

13. Resolution on the remuneration of the auditor

The Board of Directors proposes to the Annual General Meeting that remuneration to the auditor will be paid according to the invoice that the company has approved.

14. Election of the auditor

The Board of Directors proposes to the Annual General Meeting that Authorized Public Accountant (KHT) Osmo Valovirta and audit firm Ernst & Young Oy, Authorized Public Accountant (KHT) Anders Forsström as the key audit partner, shall be re-elected to act as auditors of the company.

The auditors shall be elected for a term that continues until the close of the following Annual General Meeting, however, taking into account the Board of Directors' proposal to the Extraordinary General Meeting to be held on 29 April regarding the election of auditors in connection with NYAB Plc's planned cross-border conversion. The proposed auditors have given their consent for the election.

15. Authorizing the Board of Directors to decide on a share issue, as well as on an issuance of options and other special rights entitling to shares

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors to decide on the issuance of a maximum of 140,000,000 shares through a share issue or by issuing options or other special rights entitling to

shares in one or more issues. The authorization includes a right to decide on issuing new shares either with or without payment. New shares can be issued in deviation from the shareholders' pre-emptive rights (directed issue), if there is a weighty financial reason for the company to do so, or in case of a share issue without payment, if there is an especially weighty reason both for the company and in regard to the interests of all shareholders in the company. The Board of Directors is authorized to decide on all of the remaining conditions and details relating to the share issue and the issuance of special rights entitling to shares. The authorization may be used, among others, for the development of the capital structure, expanding the ownership base, as a consideration in corporate transactions, when the company acquires assets that relate to its business operations, and to carry out incentive schemes. The authorization is proposed to be valid for five years from the decision. The Board of Directors proposes that the authorization replaces all earlier authorizations for a share issue in the company.

16. Closing of the meeting

B. Documents for the Annual General Meeting

The aforementioned proposals for resolutions on the agenda of the Annual General Meeting and this notice are available on NYAB Plc's website at <https://nyabgroup.com/en/administration/general-meeting/>. NYAB Plc's financial statements, consolidated financial statements, Board of Directors' report and the auditor's report are also available on the website. The proposals for resolutions and other documents mentioned above will also be available at the Annual General Meeting, and a copy of them and this notice will be sent to shareholders on request. The Minutes of the Annual General Meeting will be available on the above-mentioned website as of 25 April 2024 at the latest.

C. Instructions for the participants in the Annual General Meeting

1. Right to participate and registration

Each shareholder, who on the record date of the Annual General Meeting on 28 March 2024 is registered in the shareholders' register of the company maintained by Euroclear Finland Oy, has the right to participate in the Annual General Meeting. A shareholder whose shares are registered on the shareholder's Finnish book-entry account is registered in the shareholders' register of the company.

The registration for the Annual General Meeting will commence as of the publication of this notice on 18 March 2024. A shareholder, who is registered in the shareholders' register of the company and wishes to attend the Annual General Meeting, shall register no later than on 4 April 2024, by which date the registration must have been received. The registration can be made by e-mail to ir@nyabgroup.com.

In connection with the registration, a shareholder shall provide their name, date of birth or business ID, telephone number and e-mail address, as well as the name and date of birth of a possible assistant or proxy representative. The personal data given by the shareholders to the company is used only in connection with the Annual General Meeting and with the processing of necessary related registrations. For further information on how NYAB Plc processes personal data, please review NYAB Plc's privacy notice regarding the Annual General Meeting, which is available at <https://nyabgroup.com/en/administration/general-meeting/>.

A shareholder, their legal representative or proxy representative must be capable of proving their identity and/or right of representation upon the company's request at the location of the meeting.

2. Holders of nominee-registered shares

A holder of nominee-registered shares has a right to attend the Annual General Meeting by virtue of such shares, based on which they on the record date of the Annual General Meeting on 28 March 2024 would be entitled to be registered in the shareholders' register of the company maintained by Euroclear Finland Oy. In addition, the right to participate in the meeting requires that the shareholder on the basis of these shares has been temporarily registered into the shareholders' register maintained by Euroclear Finland Oy at the latest by 8 April 2024, at 10:00 am EEST. As regards nominee-registered shares, this constitutes due registration for the Annual General Meeting. Changes in share ownership following the record date of the Annual General Meeting do not affect the right to participate in the meeting or the number of voting rights held by a shareholder.

A holder of nominee-registered shares is advised to request without delay the necessary instructions regarding the registration in the company's temporary shareholders' register, the issuing of proxy documents, and the registration for the Annual General Meeting from their custodian bank. The account management organisation of the custodian bank shall register a holder of nominee registered shares who wants to participate in the Annual General Meeting in the temporary shareholders' register of the company at the latest by the deadline stated above.

3. Proxy representatives and powers of attorney

A shareholder may participate in the Annual General Meeting and exercise their rights at the meeting by way of proxy representation. A proxy representative will be required to present a dated power of attorney or otherwise in a reliable manner demonstrate their right to represent the shareholder at the Annual General Meeting. Template for a power of attorney and voting instructions is available on the company website at <https://nyabgroup.com/en/administration/general-meeting/>. In case a shareholder participates in the Annual General Meeting by means of multiple proxy representatives representing the shareholder with shares on different book-entry accounts, the shares, by which each proxy representative represents the shareholder, shall be identified in connection with the registration for the Annual General Meeting.

Possible proxy documents shall be sent primarily by e-mail to ir@nyabgroup.com, or in original to NYAB Plc, Attn: General Meeting, Miestentie 7, 02150 Espoo, Finland, before the end of the registration period, by which time the documents must be received. In addition to delivering the proxy documents, the shareholder or its proxy representative shall also register for the Annual General Meeting in the manner set out in this notice.

4. Other information

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

Changes in share ownership after the record date of the Annual General Meeting do not affect the right to participate in the Annual General Meeting or a shareholder's number of voting rights at the meeting.

On the date of this notice to the Annual General Meeting, 18 March 2024, NYAB Plc has a total of 706,658,238 shares that represent an equal number of votes.

In Oulu, 18 March 2024

NYAB PLC

THE BOARD OF DIRECTORS

Contacts

- Investor Relations, NYAB Oyj, ir@nyabgroup.com

About NYAB Oyj

NYAB enables the progress of society for future generations with decades of experience from complex and challenging projects. We facilitate the green transition in the Nordics by offering engineering, construction and maintenance services in renewable energy and sustainable infrastructure to customers in the public and private sector. NYAB is headquartered in Oulu and has more than 400 employees at different locations in Finland and Sweden.

NYAB Plc's Certified Adviser is Augment Partners AB, info@augment.se, phone +46 8 604 22 55.

Attachments

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