



Notice of Kempower Corporation's Extraordinary General Meeting

25.7.2023 12:15:00 EEST | Kempower Oyj | Notice to convene extra. general meeting

Kempower Corporation, Company Release, July 25, 2023 at 12.15 pm EEST

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Notice of Kempower Corporation's Extraordinary General Meeting

Notice is given to the shareholders of Kempower Corporation of the Extraordinary General Meeting to be held on 28 August 2023 starting at 11.00 hours (EEST). The General Meeting will be held without a meeting venue using a remote connection in real time in accordance with Section 10 of the Articles of Association of the company and Chapter 5, Section 16, Subsection 3 of the Finnish Limited Liability Companies Act. Instructions for participation are set out in Part C of this notice of the General Meeting.

Shareholders can also exercise their voting rights by voting in advance. Instructions for advance voting are set out in Part C of this notice of the General Meeting.

Prior to the meeting, shareholders may also submit questions referred to in Chapter 5, Section 25 of the Finnish Limited Liability Companies Act in writing on matters to be considered at the meeting. Instructions on how to submit written questions are set out in Part C of this notice of the General Meeting.

A. Matters on the agenda of the General Meeting

At the General Meeting, the following matters will be considered:

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

The Remuneration and Nomination Committee of the Board of Directors proposes to the General Meeting that the number of members of the Board of Directors is confirmed to be eight, *i.e.* the number is increased by one member from the current seven members.

7. Election of a member of the Board of Directors

The Remuneration and Nomination Committee of the Board of Directors proposes to the General Meeting that Tuula Rytilä is elected as a new member of the Board of Directors for a term starting from the conclusion of the General Meeting and ending at the conclusion of the next Annual General Meeting. The member of the Board of Directors to be elected will be paid the annual remuneration payable to a member of the Board of Directors in accordance with the resolution of the Annual General Meeting held on 30 March 2023 in proportion to the duration of his or her term.

The above-mentioned candidate has given her consent to the election. The CV and independence assessment of the candidate are available on the company's website at latest 28 July 2023 at <https://investors.kempower.com/governance/>.

The current members and the Chair and Vice Chair of the Board of Directors will continue in their positions until the conclusion of the next Annual General Meeting.

8. Closing of the meeting

B. Documents of the General Meeting

This notice of the General Meeting which includes all proposals for the resolutions on the matters on the agenda of the General Meeting is available at latest 28 July 2023 on Kempower Corporation's website at <https://investors.kempower.com/governance/>. The notice including the proposals for the resolutions will also be on view at the General Meeting.

The minutes of the General Meeting will be available on the above-mentioned website starting from 11 September 2023 at the latest.

C. Instructions for the participants in the General Meeting

1. Shareholders registered in the shareholders' register

Each shareholder, who is registered on the record date of the General Meeting 16 August 2023 in the shareholders' register of the company held by Euroclear Finland Oy, has the right to participate in the General Meeting. A shareholder, whose shares are registered on his or her personal Finnish book-entry account, is registered in the shareholders' register of the company.

Registration for the General Meeting starts on 28 July 2023. A shareholder, who is registered in the company's shareholders' register and who wants to participate in the General Meeting, must register for the meeting no later than 23 August at 10.00 hours (EEST) by which time the registration must be received. A shareholder can register for the General Meeting:

a) via the company's website at <https://investors.kempower.com/governance/>.

Electronic registration requires strong identification of the shareholder or his or her legal representative or proxy with a Finnish or Swedish bank ID or mobile certificate.

b) by e-mail or mail.

Shareholders registering by mail or e-mail shall submit the registration form and advance voting form available on the company's website <https://investors.kempower.com/governance/> at the latest on 28 July 2023 or equivalent information to Innovatics Oy by mail to Innovatics Oy, General Meeting / Kempower Corporation, Ratamestarinkatu 13 A, 00520 Helsinki, Finland or by e-mail to egm@innovatics.fi.

When registering, please provide the requested information, such as the shareholder's name, date of birth or business ID, contact information as well as the name of any assistant or proxy and the proxy's date of birth. The personal data provided by shareholders to Kempower Corporation and Innovatics Oy will only be used in connection with the General Meeting and the processing of the necessary registrations related thereto.

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

Further information on registration and advance voting is available by telephone during the registration period of the General Meeting by calling Innovatics Oy at +358 10 2818 909 on weekdays from 9.00 hours (EEST) to 12.00 hours (EEST) and from 13.00 hours (EEST) to 16.00 hours (EEST).

2. Holders of nominee registered shares

A holder of nominee registered shares has the right to participate in the General Meeting by virtue of such shares, based on which he or she would be entitled to be registered in the shareholders' register held by Euroclear Finland Oy on the record date of the General Meeting 16 August 2023. The right to participate in the General Meeting requires in addition that the shareholder on the basis of such shares has been temporarily registered into the shareholders' register held by Euroclear Finland Oy at the latest by 23 August 2023 by 10.00 hours (EEST). As regards nominee registered shares, this constitutes due registration for the General Meeting. Changes in shareholding 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 is advised to request without delay the necessary instructions regarding the temporary registration into the shareholder's register, the issuing of proxy documents and voting instructions and the registration for the General Meeting as well as the remote participation and advance voting from his or her custodian bank.

The account manager of the custodian bank shall temporarily register the holder of nominee registered shares, who wants to participate in the General Meeting, into the shareholders' register of the company at the latest by the time stated above and, if necessary, arrange for advance voting on behalf of the holder of nominee registered shares before the end of the registration period for holders of nominee registered shares. Further information is also available on the company's website at <https://investors.kempower.com/governance/>.

3. Proxy representatives and powers of attorney

Shareholders may participate in the General Meeting and exercise their rights at the meeting by way of proxy representation. A shareholder's proxy may also vote in advance as described in this notice if he or she so wishes. The proxy representative must authenticate to the electronic registration service and advance voting personally with strong authentication, after which he or she will be able to register and vote in advance on behalf of the shareholder that he or she represents. The shareholder's proxy must present dated proxy documents, or otherwise in a reliable manner prove that he or she is entitled to represent the shareholder at the General Meeting. It is possible to prove the right to representation by using the suomi.fi e-Authorisations service available in the electronic registration service.

A model proxy document and voting instructions are available on the company's website <https://investors.kempower.com/governance/>. If a shareholder participates in the General Meeting through several proxies representing the shareholder with shares held in different securities accounts, the shares on the basis of which each proxy represents the shareholder shall be identified in connection with the registration.

Any proxy documents are requested to be submitted preferably as an attachment with the electronic registration or alternatively by mail to Innovatics Oy, General Meeting / Kempower Corporation, Ratamestarinkatu 13 A, 00520 Helsinki, Finland or by e-mail to egm@innovatics.fi before the end of the registration period. In addition to submitting the proxy documents, the shareholder or his or her proxy shall register for the General Meeting in a manner described above in this notice.

4. Instructions for participation

Shareholders who have the right to participate in the General Meeting will participate in the meeting and exercise their rights during the meeting in full and in real time using a remote connection.

The remote connection to the General Meeting will be arranged through Inderes' Virtual General Meeting service on the Videosync-platform, which includes a video and audio connection to the General Meeting. Participation in the remote meeting does not require any paid software or downloads. In addition to an internet connection, participation requires a computer, smartphone or tablet which has speakers or headphones for sound reproduction and a microphone for asking oral questions or addressing the meeting. For participation, it is recommended to use the latest versions of the most common browsers in use, such as Chrome, Firefox, Edge, Safari or Opera.

A participation link and a password for remote participation will be sent by e-mail and/or text message to the e-mail address and/or mobile phone number provided in connection with the registration at the latest on the day before the date of the General Meeting. It is recommended to log into the meeting system already in good time before the starting time of the meeting.

Shareholders who have voted in advance may participate to the General Meeting through a remote connection if they so choose. The votes given by the advance voters will be taken into account regardless of whether the respective shareholder participates to the General Meeting through a remote connection or not. If such shareholder participates to the General Meeting, they have the option to change their vote from the advance votes given during the General Meeting in case of a vote.

More detailed information about the general meeting service, additional instructions for a proxy representing several shareholders, the service provider's contact information and instructions for possible disruptions can be found from the company's website <https://investors.kempower.com/governance/>. A link for testing the compatibility of the computer, smartphone or tablet and the internet connection can be found at <https://videosync.notion.site/Yhteensopivuuden-testaaminen-aaa448d1a9304ed584e2173a27c11efe>. It is recommended to familiarize oneself with the more detailed participation instructions and to test the compatibility of the devices and internet connection in good time before the start of the General Meeting.

5. Advance voting

Shareholders whose shares in the company are registered in his or her personal Finnish book-entry account may vote in advance between 28 July 2023 and 23 August 2023 at 10.00 hours (EEST) on items 6 and 7 on the agenda.

a) via the company's website <https://investors.kempower.com/governance/>

Login to the service is done in the same way as for registration in Part C.1. of this notice.

b) by e-mail by submitting the advance voting form available on the company's website or equivalent information to Innovatics Oy at Innovatics Oy, General Meeting / Kempower Corporation, Ratamestarinkatu 13 A, 00520 Helsinki, Finland or by e-mail at egm@innovatics.fi. Advance votes must be received by the time the advance voting ends. The submission of votes in this way before the end of the registration and advance voting period shall be considered as registration for the General Meeting, provided that it contains the above-mentioned information required for registration.

A shareholder who has voted in advance cannot exercise the right to ask questions during the meeting or to demand a vote in accordance with the Finnish Limited Liability Companies Act unless he or she participates in the General Meeting himself or herself or by proxy using the remote connection.

With respect to holders of nominee registered shares, the advance voting is carried out by the account manager. The account manager may vote in advance on behalf of the holders of nominee registered shares whom he or she represents in accordance with the voting instructions given by them during the registration period set for the holders of nominee registered shares.

Proposals for resolutions that are subject to the advance voting are deemed to have been made without any changes at the General Meeting. The conditions and other instructions of the electronic advance voting are available on the company's website at <https://investors.kempower.com/governance/>.

6. Other instructions/information

The language of the meeting is Finnish.

Shareholders present at the General Meeting have the right to ask questions at the General Meeting about the matters to be considered at the meeting in accordance with Chapter 5, Section 25 of the Finnish Limited Liability Companies Act.

On the date of the notice of the meeting 25 July 2023, Kempower Corporation has a total of 55.542.920 shares representing as many votes. The company holds on 25 July 2023 directly and through subsidiaries a total of 125.174 of its own shares which are not entitled to vote at the General Meeting.

Helsinki, 25 July 2023

KEMPOWER CORPORATION

THE BOARD OF DIRECTORS

Attachments

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