



# Proposals by Loihde Plc's Shareholders' Nomination Board to the 2022 Annual General Meeting

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Loihde Plc Company announcement 28 January 2022 at 11.00 am (EET)

## Proposals by Loihde Plc's Shareholders' Nomination Board to the 2022 Annual General Meeting

The Shareholders' Nomination Board of Loihde Plc presents the following proposals to the Annual General Meeting that is planned to be held on 5 May 2022. The proposals will be a part of the notice of the General Meeting, which will be published later.

### 1. The number of members and composition of the Board of Directors

The Shareholders' Nomination Board proposes that five members shall be elected to the Board of Directors (six members in 2021).

The Nomination Board proposes that the following current members of the Board of Directors shall be re-elected: Kaj Hagros, Timo Kotilainen, Elina Piispanen, Matti Piri and Stefan Wikman. Of the current members of the Board of Directors, Jussi Hattula has declared that he is no longer available for re-election by the 2022 Annual General Meeting.

All of the proposed members of the Board of Directors are independent of the company and its major shareholders and they have given their consent to the position.

In addition, the Shareholders' Nomination Board proposes to the General Meeting that Timo Kotilainen shall be elected Chairperson of the Board of Directors.

Further information about the persons proposed to become members of the Board of Directors can be found on the company's website [www.loihde.com](http://www.loihde.com) under *For shareholders*.

### 2. Remuneration of the Board of Directors

The Shareholders' Nomination Board proposes the following remuneration of the members of the Board of Directors:

- The Chairperson of the Board of Directors shall be paid an annual fee of EUR 39,600 (EUR 36,000 in 2021) and a meeting fee of EUR 700 per meeting.
- Each member of the Board of Directors shall be paid an annual fee of EUR 16,500 (EUR 15,000 in 2021) and a meeting fee of EUR 600 per meeting.
- The meeting fee shall be EUR 700 per meeting for the Chairperson of a committee and EUR 600 per meeting for the members of a committee (no change).

The travel expenses of the members of the Board of Directors shall according to the proposal be reimbursed in accordance with the company's travel rules.

### 3. Changes to the terms of the incentive scheme for the Board of Directors and a third vesting period

The General Meeting of Loihde Plc has on 25 June 2020 decided to approve and introduce a long-term share-based incentive scheme for the members of the company's Board of Directors (below "Scheme").

#### Changes to the terms

The Shareholders' Nomination Board proposes that the General Meeting decides to change the terms of the Scheme due to the listing of the company and the changes in the company's corporate governance model and adopts the changed terms of the Scheme as presented in Appendix 1.

#### Timing of the vesting period

The Shareholders' Nomination Board proposes that the General Meeting confirms that the third vesting period according to the terms of the Scheme is 6 May 2022–31 December 2024 (below "Vesting period").

#### Persons entitled to participate in the Vesting period

The Shareholders' Nomination Board proposes that the General Meeting confirms that the following proposed members of the Board of Directors of Loihde Plc shall be entitled to participate in the Vesting period: Kaj Hagros, Timo Kotilainen, Elina Piispanen, Matti Piri and Stefan Wikman.

#### **4. Directed share issue against payment relating to the share-based incentive scheme for the Board of Directors**

The Shareholders' Nomination Board proposes to the General Meeting that a directed share issue against payment to the Board of Directors of Loihde Plc shall be decided on based on the Scheme.

The proposed terms to be applied to the share issue and the proposed persons to be entitled to participate in the share issue and their maximum subscription rights are shown in Appendix 2 that consist of proposed terms of the share issue and in the separate list of subscription rights that is enclosed with the terms of the share issue.

Following members have been nominated to Loihde's Shareholders' Nomination Board in October 2021: Kalervo Haapoja, Piia Uusi-Kakkuri and Christian Wetterstrand appointed by Virian pienesakkaat ry, Jussi Hattula appointed by Finnish Industry Investment Ltd, Juha Malm appointed by LähiTapiola, and Antti Pelkonen appointed by Katja Ahola and Janne Tuomikoski. In addition, the Chairperson of the company's Board of Directors Timo Kotilainen acts as an expert member of the Nomination Board without right to participate in the decision making. The Chairperson of Loihde's Shareholders' Nomination Board is Christian Wetterstrand.

#### **Further information**

Chairperson of the Shareholders' Nomination Board Christian Wetterstrand, tel. +358 40 544 2301

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*Loihde is an expert organisation specialising in digital development and security solutions. We help our customers create growth and competitiveness through digitalisation, while ensuring the security of people and information and the continuity of business. Loihde consists of two business areas: security solutions with the brand Loihde Trust, and digital development with the brands Loihde Advisory, Loihde Analytics and Loihde Factor. The Group has approximately 729 employees and its revenue in 2020 amounted to EUR 106.8 million.*

#### **Attachments**

- [Download announcement as PDF.pdf](#)
- [Liite \(appendix\) 1 - Loihde Oyj Hallituksen palkkiojärjestelmän ehdot 2022 nimitystmk ehdotus.pdf](#)
- [Liite \(appendix\) 2 - Loihde Oyj - Hallituksen palkkiojärjestelmä Osakeantiehdot 2022 nimitystmk ehdotus.pdf](#)