



## **Resolutions of Loihde Plc's Annual General Meeting and the organizational meeting of the Board of Directors**

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### **Resolutions of Loihde Plc's Annual General Meeting and the organizational meeting of the Board of Directors**

Loihde Plc's Annual General Meeting was held in Vaasa today, on 5 May 2022. The Annual General Meeting adopted the financial statements for 2021 and discharged the members of the Board of Directors, the members of the Supervisory Board and the CEO from liability for the financial year 2021.

#### **Payment of dividend**

The General Meeting resolved to pay a dividend of EUR 0.14 per share and an additional dividend of EUR 0.41 per share, in total EUR 0.55 per share for the financial period that ended on 31 December 2021. The dividend is paid to shareholders who on the dividend record date 9 May 2022 are registered in the company's shareholder register held by Euroclear Finland Oy. The dividend is paid on 17 May 2022.

#### **Remuneration policy and report**

The General Meeting adopted the remuneration policy for governing bodies and the remuneration report for 2021.

#### **Composition and remuneration of the Board of Directors**

The General Meeting confirmed the number of members of the Board of Directors as five and re-elected the following current members of the Board of Directors: Kaj Hagros, Timo Kotilainen, Elina Piispanen, Matti Piri and Stefan Wikman. Timo Kotilainen was re-elected as Chairperson of the Board of Directors.

The General Meeting decided that the Chairperson of the Board of Directors shall be paid an annual fee of EUR 39,600 and a meeting fee of EUR 700 per meeting, that the members of the Board of Directors shall be paid an annual fee of EUR 16,500 and a meeting fee of EUR 600 per meeting and that 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. The General Meeting also decided that the travel expenses of the members of the Board of Directors will be reimbursed in accordance with the company's travel rules.

The General Meeting adopted the suggested changes to the terms of the long-term share-based incentive scheme for the Board of Directors. The changes were due to the listing of the company and the changes in the company's corporate governance model. The General Meeting confirmed that the third vesting period for the incentive scheme is 6 May 2022–31 December 2024 and confirmed that the persons that were elected to the Board of Directors are entitled to participate in the vesting period. In addition, the General Meeting resolved on a directed share issue against payment related to the incentive scheme, in which a maximum of 3,667 shares in the company can be issued at a subscription price of EUR 13.98.

#### **Auditor**

KPMG Oy Ab, authorised public accountants firm, was elected as the company's auditor and they have informed the company that the auditor with principal responsibility is Esa Kailiala, auditor approved by the Finnish Central Chamber of Commerce. Remuneration is paid to the auditor in accordance with the auditor's invoice approved by the company.

#### **Authorisation to decide on the issuance of shares**

The General Meeting decided to authorise the Board of Directors to decide on the issuance of shares in one or more tranches. Based on a counterproposal made at the meeting, the Board of Directors changed their proposal, and according to the adopted authorisation, a maximum of 683,000 shares can be issued. The shares can be used for financing acquisitions or restructuring, a maximum of 483,000 shares, as part of the personnel's incentive schemes, a maximum of 200,000 shares, or for other purposes in the way and to the extent decided by the Board of Directors.

The authorisation concerns issuing new shares as well as transferring treasury shares held by the company (share issue). The authorisation entitles the Board of Directors to decide on all other terms of the issuance of shares. The Board of Directors may decide to issue shares otherwise than in proportion to the shareholdings of the shareholders (directed share issue).

The share issue authorisation with regard to shares used for acquisitions and restructuring is valid until the end of the next Annual General Meeting, but until 30 June 2023 at the latest, while the share issue authorisation with regard to shares related to incentive schemes for the company's personnel is valid for four years from the decision of the Annual General Meeting. The authorisation does not revoke the previous authorisations granted by the Annual General Meeting to the Board of Directors on 25 June 2020 and 6 May 2021 to the extent that the previous authorisations concern shares issued as part of the personnel incentive schemes.

### **Authorisation to decide on donations**

The General Meeting authorised the Board of Directors to decide on donations of at most EUR 100,000 in total to training and research activities that support the company's business or non-profit or comparable causes.

### **Minutes of the General Meeting**

The minutes of the General Meeting will be available on the company's website by 19 May 2022 at the latest.

### **Resolutions of the organizational meeting of the Board of Directors**

At the organizational meeting after the Annual General Meeting, the Board of Directors elected Elina Piispanen as Vice-Chairperson and also elected committee members.

The Audit Committee consists of Matti Piri (Chairperson), Timo Kotilainen and Stefan Wikman.

The Personnel Committee consists of Elina Piispanen (Chairperson), Kaj Hagros and Timo Kotilainen.

The Board of Directors noted that all members of the Board of Directors are independent of the company and its major shareholders. The company complies with the Finnish Corporate Governance Code for listed companies when defining the independence of the members of the Board of Directors.

### **Further information**

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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 750 employees and its revenue in 2021 amounted to EUR 108.1 million.*

### **Attachments**

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