



Proposals by Loihde Plc's Shareholders' Nomination Board to the 2023 Annual General Meeting

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Proposals by Loihde Plc's Shareholders' Nomination Board to the 2023 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 4 May 2023. 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 seven members shall be elected to the Board of Directors (five members in 2022).

The Nomination Board proposes that the following current members of the Board of Directors shall be re-elected: Kaj Hagros, Timo Kotilainen, Matti Piri and Stefan Wikman and that Juha Murtopuro, Anni Ronkainen and Matti Vikkula shall be elected as new members.

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 new members of the Board of Directors is available in Appendix 1.

2. Remuneration of the Board of Directors

The Shareholders' Nomination Board proposes that the remuneration of the Board of Directors is kept unchanged:

- 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.
- Each member of the Board of Directors shall be paid an annual fee of EUR 16,500 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.

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. Proposals related to the share-based incentive scheme for the Board of Directors

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 sections 4 and 7 of the terms of the Scheme so that in order to receive commitment shares, the person has to be a member of the board when the vesting period ends (according to the current terms, the person has to be a member of the board at the time of payment of the commitment shares) and that the General Meeting accepts the changed terms of the Scheme as presented in Appendix 2.

Payment of share bonuses

The Shareholders' Nomination Board proposes that the General Meeting decides on a directed share issue without payment in order to implement the payment of commitment shares for the first vesting period of the Scheme 26 June 2020–31 December 2022. The Nomination Board proposes that Timo Kotilainen and Elina Piispanen that participated in the vesting period in question and fulfil the terms of the Scheme shall, in accordance with the terms of the Scheme, receive one commitment share free of charge for each share that they have subscribed for in the share issue and still hold, which means they shall receive 120 commitment shares each. The bonus shall be paid entirely in shares.

Timing of the fourth vesting period

The Shareholders' Nomination Board proposes that the General Meeting confirms that the fourth vesting period according to the terms of the Scheme is 5 May 2023–31 December 2025.

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 fourth vesting period: Kaj Hagros, Timo Kotilainen, Juha Murtopuro, Matti Piri, Anni Ronkainen, Matti Vikkula and Stefan Wikman.

Directed share issue against payment

The Shareholders' Nomination Board proposes to the General Meeting that a directed share issue against payment to the members of 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 3 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.

Composition of the Nomination Board

The following members have been appointed to Loihde's Shareholders' Nomination Board in September 2022: Tuulia Holkkola, Matti Kulmakorpi and Christian Wetterstrand appointed by Virian pienosakkaat ry, Jussi Hattula appointed by Finnish Industry Investment Ltd, Juha Malm appointed by LocalTapiola and Juha Koivisto 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 the Nomination Board is Christian Wetterstrand.

Further information

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

Director of Communications Tiina Nieminen, tel. +358 44 411 3480, tiina.nieminen@loihde.com

Certified Adviser Aktia Alexander Corporate Finance Oy, tel. +358 50 520 4098

Loihde enables business continuity. We help our customers to create growth and competitiveness through digitalisation and to protect themselves from physical and cyber threats. Loihde consists of two business areas: security solutions with the brand Loihde Trust, and digital development with the brands Loihde Advance and Loihde Factor. Cloud solutions are produced by our subsidiary Onrego. The Group has approximately 880 employees and its revenue in 2021 amounted to EUR 108.1 million.

Attachments

- [Download announcement as PDF.pdf](#)
- [Liite \(Appendix\) 1 - Hallituksen uusien jäsen ehdokkaiden esittelyt.pdf](#)
- [Liite \(Appendix\) 2 - Loihde Oyj Hallituksen palkkiojärjestelmän ehdot nimitystoimikunnan ehdotus.pdf](#)
- [Liite \(Appendix\) 3 - Loihde Oyj Hallituksen osakepalkkiojärjestelmä Osakeantiehdot 2023 nimitystoimikunnan ehdotus.pdf](#)