



Proposals by Loihde Plc's Shareholders' Nomination Board to the 2026 Annual General Meeting

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Proposals by Loihde Plc's Shareholders' Nomination Board to the 2026 Annual General Meeting

The Shareholders' Nomination Board of Loihde Plc presents the following proposals to the Annual General Meeting (AGM) that is planned to be held on 28 April 2026. The proposals will be a part of the notice of the AGM, which will be published later.

1. Number of members and composition of the Board of Directors

The Shareholders' Nomination Board proposes that six members shall be elected to the Board of Directors (seven members in 2025).

The Shareholders' Nomination Board proposes that the following current members of the Board of Directors shall be re-elected: Marko Kauppi, Tuulia Kuoppamäki, Juha Murtopuro, Jari Niska, Anni Ronkainen, and Christian Wetterstrand.

All 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 AGM that Marko Kauppi shall be re-elected Chair of the Board of Directors and Jari Niska Vice-Chair of the Board.

2. Remuneration of the Board of Directors

The Shareholders' Nomination Board proposes the following annual fees for the members of the Board of Directors:

- Chair of the Board of Directors: EUR 60,000 per year (now EUR 55,000)
- Vice-Chair of the Board: EUR 41,500 per year (now EUR 40,000)
- Member of the Board: EUR 28,500 per year (now EUR 27,500)
- Chair of a committee: EUR 7,300 per year (now EUR 7,000)
- Member of a committee: EUR 3,600 per year (now EUR 3,500)

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. Payment of bonus shares related to the share-based incentive scheme for the Board of Directors

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

The Shareholders' Nomination Board proposes that the AGM decides on a directed share issue without payment in order to implement the payment of commitment shares for the fourth vesting period of the Scheme, 5 May 2023-31 December 2025. The Nomination Board proposes that those who 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 every four shares they subscribed for in the share issue and still hold. This means that Juha Murtopuro and Anni Ronkainen shall receive 139 commitment shares each. The bonus is paid entirely in shares.

4. Fees of the Shareholders' Nomination Board

The Shareholders' Nomination Board proposes the following annual fees for its members:

- Chair: EUR 4,200 per year (now EUR 4,000)
- Member: EUR 2,600 per year (now EUR 2,500)

Composition of the Nomination Board

In September 2025, Jussi Hattula, Juha Koivisto, Matti Kulmakorpi, Johannes Piha and Petri Tuutti were appointed to Loihde's Shareholders' Nomination Board. In addition, the Chair of the company's Board of Directors Marko Kauppi acts as an expert member of the Nomination Board without right to participate in the decision-making. Petri Tuutti chairs the Nomination Board.

Further information

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Attachments

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