



Resolutions of Loihde Plc's Annual General Meeting and the organisational meeting of the Board of Directors

28.4.2026 15:45:23 EEST | Loihde Oyj | Decisions of general meeting

Loihde Plc Company announcement 28 April 2026 at 3:45 p.m. EEST

Resolutions of Loihde Plc's Annual General Meeting and the organisational meeting of the Board of Directors

Loihde Plc's Annual General Meeting (AGM) was held in Vaasa today, on 28 April 2026. The AGM adopted the financial statements for 2025 and discharged the members of the Board of Directors and the CEO from liability for the financial year 2025.

Payment of dividend

The AGM decided to pay a dividend of EUR 1.00 per share for the financial year that ended on 31 December 2025. The dividend will be paid to shareholders who on the dividend record date 30 April 2026 are registered in the company's shareholder register held by Euroclear Finland Oy. The dividend will be paid on 8 May 2026.

Remuneration Report

The AGM adopted the Remuneration Report for 2025.

Composition and remuneration of the Board of Directors

The AGM confirmed the number of Board members as six, re-elected the current Board members Marko Kauppi, Tuulia Kuoppamäki, Juha Murtopuro, Jari Niska, Anni Ronkainen, and Christian Wetterstrand. Marko Kauppi was re-elected Chair of the Board and Jari Niska Vice-Chair.

The AGM decided that the Chair of the Board shall be paid an annual fee of EUR 60,000, the Vice-Chair an annual fee of EUR 41,500 and the members an annual fee of EUR 28,500. Also, the AGM decided that the Chair of a committee shall be paid an annual fee of EUR 7,300 and the members an annual fee of EUR 3,600. The AGM 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 AGM decided on a directed share issue without payment in order to pay the commitment shares earned in the vesting period of the share-based incentive scheme for the Board of Directors, which began on 5 May 2023 and ended on 31 December 2025. In accordance with the terms of the scheme, Juha Murtopuro and Anni Ronkainen will receive one new share free of charge for each four shares they subscribed for in the share issue of the vesting period and still hold, in total 278 shares.

Auditor

The audit firm Ernst & Young Oy was elected as the company's auditor, and they have informed the company that the auditor with principal responsibility will be Maria Onniselkä, auditor approved by the Finnish Central Chamber of Commerce. The auditor's fee is paid in accordance with a reasonable invoice approved by the company.

Authorisation to decide on the acquisition of own shares

The AGM authorised the Board of Directors to decide on a share buyback programme, where at most 550,000 of the company's shares would be acquired, in one or more instalments, using the company's unrestricted equity. The authorisation entitles the Board of Directors to decide on the acquisition of shares also otherwise than in proportion to the shareholdings of the shareholders (directed acquisition). The authorisation covers the acquisition of shares either on the Nasdaq First North Growth Market Finland in accordance with its rules and guidelines, in which case the purchase price will be determined by the share price at the time of acquisition, or by means of a purchase offer to the shareholders, in which case the purchase price must be the same for all shareholders.

The company's own shares will be purchased to be used for conducting acquisitions or other arrangements related to the company's business, to improve the company's financing structure, as part of the implementation of the company's incentive schemes or to be transferred or cancelled. The authorisation includes the right for the Board of Directors to decide on all other terms and conditions pertaining to the acquisition of the company's own shares. The authorisation is valid until the end of the next AGM, but until 30 June 2027 at the latest.

Authorisations to decide on a share issue

The AGM decided to authorise the Board of Directors to decide on two share issues:

The AGM decided to authorise the Board of Directors to decide on the issuance of shares and the issuance of options and other special rights entitling to shares. The number of shares to be issued based on the authorisation can be 580,000 at the most (including issuance of options and other special rights entitling to shares), of which a maximum of 200,000 shares as part of the company's incentive schemes. The shares can be used for financing acquisitions or restructuring, or for other purposes in the way and to the extent decided by the Board of Directors, and as part of the personnel's incentive schemes. Options and special rights entitling to shares can be issued as part of the company's incentive schemes.

Additionally, the AGM authorized the Board of Directors to decide on the issuance of a maximum of 644,000 shares for subscription to Savonlinnan BLC-Osuuskunta as consideration for the shares in BLC Turva Oy. The share subscription price is EUR 11.69 per share. The shares will be paid by transferring shares in BLC Turva Oy to the company as contribution in kind.

The authorisations concern issuing new shares as well as transferring treasury shares held by the company. The authorisations entitle the Board of Directors to decide on all other terms and conditions of the share issue.

The share issue authorisations are valid until the end of the next AGM, but until 30 June 2027 at the latest. The authorisations revoke the previous authorisations granted by the AGM to the Board of Directors.

Remuneration of the members of the Shareholders' Nomination Board

The AGM decided that the annual fee of the Chair of the Shareholders' Nomination Board will be EUR 4,200 and that the annual fee of the members will be EUR 2,600.

Minutes of the AGM

The minutes of the AGM will be available in Finnish on the company's website by 12 May 2026 at the latest.

Resolutions of the organisational meeting of the Board of Directors

At the organisational meeting after the AGM, the Board of Directors elected committee members.

The Audit Committee consists of Christian Wetterstrand (Chair), Marko Kauppi and Juha Murtopuro.

The Personnel Committee consists of Anni Ronkainen (Chair), Tuulia Kuoppamäki and Jari Niska.

The Board of Directors noted that all members of the Board 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 enables business continuity. We help our customers to gain a sustainable competitive edge through data, AI and digitalisation, to harness the potential of the cloud and to protect themselves against both physical and cyber threats. The combining of these skills is what makes Loihde a unique and comprehensive partner. We are approximately 780 skilled professionals, and our revenue in 2025 amounted to EUR 144 million.

Attachments

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