



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

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### **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 7 May 2024. The AGM adopted the financial statements for 2023 and discharged the members of the Board of Directors and the CEO from liability for the financial year 2023.

#### **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 2023. The dividend will be paid to shareholders who on the dividend record date 10 May 2024 are registered in the company's shareholder register held by Euroclear Finland Oy. The dividend will be paid on 17 May 2024.

#### **Remuneration Report**

The AGM adopted the Remuneration Report for 2023.

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

The AGM confirmed the number of Board members as six, re-elected the current Board members Juha Murtopuro, Anni Ronkainen and Matti Vikkula, and elected Marko Kauppi, Jari Niska and Christian Wetterstrand as new Board members. Marko Kauppi was 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 55,000, the Vice-Chair an annual fee of EUR 40,000 and the members an annual fee of EUR 27,400. Also, the AGM decided that the Chair of a committee shall be paid an annual fee of EUR 7,000 and the members an annual fee of EUR 3,500. No separate meeting fees will be paid. 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 second vesting period of the share-based incentive scheme for the Board of Directors, which began on 7 May 2021 and ended on 31 December 2023. In accordance with the terms of the scheme, Timo Kotilainen, Kaj Hagros, Matti Piri and Stefan Wikman 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 578 shares. The new shares are estimated to be registered in the Trade Register on 20 May 2024 and trading in the new shares on Nasdaq First North Growth Market Finland, together with the old shares, is estimated to commence on 21 May 2024. As a result of the share issue, the total number of shares in Loihde Plc will increase to 5,732,381 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 350,000 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 2025 at the latest.

### **Authorisation to decide on a share issue**

The AGM decided to authorise the Board of Directors to decide on the share issue of a maximum of 583,000 shares in one or more tranches. 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, a maximum of 483,000 shares, and as part of the personnel's incentive schemes, a maximum of 100,000 shares.

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 and conditions of the share issue. 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 AGM, but until 30 June 2025 at the latest, while the authorisation with regard to shares related to incentive schemes for the company's personnel is valid for four years from the decision of the AGM. The authorisation does not revoke the previous authorisations granted by the AGM to the Board of Directors on 6 May 2021, 5 May 2022 and 4 May 2023, to the extent that the previous authorisations concern shares issued as part of the personnel incentive schemes.

### **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 4,000 and that the annual fee of the members will be EUR 2,500.

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

The AGM authorised the Board of Directors to decide on donations of at most EUR 50,000 in total to training and research activities that support the company's business or to non-profit or comparable causes.

### **Minutes of the AGM**

The minutes of the AGM will be available in Finnish on the company's website by 21 May 2024 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 Matti Vikkula (Chair), Marko Kauppi and Christian Wetterstrand.

The Personnel Committee consists of Anni Ronkainen (Chair), Juha Murtopuro 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 850 skilled professionals, and our revenue in 2023 amounted to EUR 133 million.*

## **Attachments**

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