

## Notice to the Extraordinary General Meeting of Nordic Lights Group Corporation

24.4.2023 17:30:00 EEST | Nordic Lights Group Oyj | Notice to convene extra. general meeting

Nordic Lights Group Corporation COMPANY RELEASE April 24, 2023 at 5:30 p.m. EEST

### Notice to the Extraordinary General Meeting of Nordic Lights Group Corporation

Notice is given to the shareholders of Nordic Lights Group Corporation (“Nordic Lights” or the “Company”) to the Extraordinary General Meeting to be held on Monday 15 May 2023 at 2 p.m. (EEST) at event venue Symposion, Hotel Kämp, Pohjoisesplanadi 29, 00100 Helsinki, Finland. The reception of persons who have registered for the Extraordinary General Meeting and the distribution of ballots will commence at 1 p.m. (EEST) at the meeting venue.

Shareholders may also exercise their voting rights by way of proxy representation. Instructions for the authorization of proxy representatives are presented in section C. “Instructions for the participants in the extraordinary general meeting” of this notice.

Montana BidCo Oy (the “Offeror”), a private limited liability company incorporated and existing under the laws of Finland, that is indirectly wholly owned by Methode Electronics, Inc., and Nordic Lights have on February 28, 2023, entered into a combination agreement (the “Combination Agreement”) pursuant to which the Offeror has made a voluntary recommended public offer for all of the issued and outstanding shares in Nordic Lights (the “Offer”).

The Offer was commenced on 15 March 2023. On 19 April 2023, the Offeror announced that it will complete the Offer in accordance with its terms and conditions. As at the date of this notice, the Offeror’s shareholding in Nordic Lights represents more than 90 per cent of all the shares and votes in Nordic Lights.

Pursuant to the Combination Agreement, as soon as the Offeror has publicly confirmed that it will complete the Offer, the Board of Directors of Nordic Lights shall, at the Offeror’s written request, convene an Extraordinary General Meeting of the Company. This notice, including the matters to be considered at the Extraordinary General Meeting, is based upon that written request by the Offeror.

#### **A. MATTERS ON THE AGENDA OF THE EXTRAORDINARY GENERAL MEETING**

At the Extraordinary General Meeting, the following matters will be considered:

1. Opening of the meeting
2. Calling the meeting to order
3. Election of persons to scrutinize the minutes and to supervise the counting of votes
4. Recording the legality of the meeting
5. Recording the attendance at the meeting and adoption of the list of votes
6. Resolution on the remuneration of the members of the Board of Directors

The Annual General Meeting of the Company held on 20 April 2023 resolved on the remuneration of the members of the Board of Directors as follows:

- Chair of the Board of Directors: EUR 4,000;
- Other members of the Board of Directors: EUR 2,000 each; and
- Reasonable travel costs are reimbursed according to an invoice.

It is proposed to the Extraordinary General Meeting that the monthly remuneration to the members of the Board of Directors elected by the Annual General Meeting of the Company held on 20 April 2023 be paid in proportion to the length

of their term.

It is further proposed that no remuneration is paid to the members of the Board of Directors to be elected for the term of office commencing at the closing of the Extraordinary General Meeting and ending at the closing of the next Annual General Meeting.

7. Resolution on the number of members of the Board of Directors

It is proposed to the Extraordinary General Meeting that the number of members of the Board of Directors would be confirmed as four (4).

8. Election of the members of the Board of Directors

It is proposed to the Extraordinary General Meeting that Amit Patel, Damian Olesnycky, Kerry A. Vyverberg and Peter Bonavia be elected as members of the Board of Directors for a term of office commencing at the closing of the Extraordinary General Meeting and ending at the closing of the next Annual General Meeting. The term of office of the Company's current Board members would end upon the commencement of the term of the aforementioned Board members.

All persons mentioned above have given their consent to the position. The biographical details of the members of the Board of Directors proposed for election can be found on Nordic Lights' website at [investors.nordiclights.com/gm](https://investors.nordiclights.com/gm).

9. Closing of the Meeting

## **B. DOCUMENTS OF THE EXTRAORDINARY GENERAL MEETING**

This notice, including all of the proposals for decisions on the agenda of the Extraordinary General Meeting, is available on the Company's website at [investors.nordiclights.com/gm](https://investors.nordiclights.com/gm). The above-mentioned proposals will also be available at the Extraordinary General Meeting. The minutes of the meeting will be available on the above-mentioned website as from Monday 29 May 2023, at the latest.

## **C. INSTRUCTIONS FOR THE PARTICIPANTS IN THE EXTRAORDINARY GENERAL MEETING**

1. Shareholders registered in the shareholders' register and registration

Each shareholder that on the record date of the Extraordinary General Meeting, on Wednesday 3 May 2023, is registered in the shareholders' register of the Company held by Euroclear Finland Oy has the right to participate in the Extraordinary General Meeting. Shareholders, whose shares are registered on their personal Finnish book-entry account (including equity savings account), are registered in the shareholders' register of the Company.

The registration period for the Extraordinary General Meeting commences on Tuesday 25 April 2023 at 12:00 noon (EEST). A shareholder that is registered in the shareholders' register of the Company and that wants to participate in the Extraordinary General Meeting, shall register for the meeting by giving a prior notice of participation no later than by Wednesday 10 May 2023 by 10:00 a.m. (EEST), by which time the registration must be received.

You can register for the Extraordinary General Meeting:

- on the Company's website at [investors.nordiclights.com/gm](https://investors.nordiclights.com/gm)

Electronic registration requires strong electronic authentication of the shareholder or the shareholder's proxy representative or legal representative with a Finnish or Swedish bank ID or mobile certificate.

- by e-mail or regular mail

Shareholders registering by e-mail or mail shall submit the registration form available on the Company's website at [investors.nordiclights.com/gm](https://investors.nordiclights.com/gm) or equivalent information to Innovatics Oy by mail to Innovatics Oy, General Meeting / Nordic Lights Group Corporation, Ratamestarinkatu 13 A, FI-00520 Helsinki or by e-mail to [egm@innovatics.fi](mailto:egm@innovatics.fi).

When registering, please provide the requested information, such as the shareholder's name, date of birth or business ID, contact details, the name of any assistant or proxy representative and the proxy's date of birth. The personal data provided by shareholders to Nordic Lights and Innovatics Oy will only be used in connection with the Extraordinary General Meeting and the processing of the necessary registrations related thereto.

Shareholders, their legal representatives or authorized proxy representatives shall, where necessary, be able to prove their identity and/or right of representation.

Further information on registration is available by telephone during the registration period of the Extraordinary General Meeting by calling Innovatics Oy at +358 10 2818 909 on weekdays from 9.00 a.m. to 12.00 noon and from 1.00 p.m. to 4.00 p.m (EEST).

## 2. Holders of nominee-registered shares

Holders of nominee-registered shares have the right to participate in the Extraordinary General Meeting by virtue of such shares, based on which they on the record date of the Extraordinary General Meeting, on Wednesday 3 May 2023, would be entitled to be registered in the shareholders' register of the Company held by Euroclear Finland Oy. The right to participate in the Extraordinary General Meeting requires, in addition, that the shareholder on the basis of such shares has been temporarily registered in the shareholders' register held by Euroclear Finland Oy at the latest on Wednesday 10 May 2023 by 10:00 a.m. (EEST). As regards nominee-registered shares, this constitutes valid registration for the Extraordinary General Meeting.

Holders of nominee-registered shares are advised to request without delay the necessary instructions regarding the temporary registration in the shareholders' register, the issuing of proxy documents and voting instructions and registration for and attendance at the Extraordinary General Meeting from their custodian. The account manager of the custodian has to temporarily register a holder of nominee-registered shares, that wants to participate in the Extraordinary General Meeting, into the shareholders' register of the Company at the latest by the time stated above prior to the end of the registration period concerning holders of nominee-registered shares, i.e. by Wednesday 10 May 2023 by 10:00 a.m. (EEST) at the latest. For the sake of clarity, it is noted that holders of nominee-registered shares cannot register directly for the Extraordinary General Meeting on the Company's website, but they must be registered by their custodians instead.

## 3. Proxy representatives and powers of attorney

Shareholders may participate in the Extraordinary General Meeting and exercise their rights at the meeting by way of proxy representation. If proxy representatives register electronically, such proxy representatives must personally identify themselves through strong electronic authentication in the electronic registration service, after which they can register on behalf of the shareholder they represent.

Proxy representatives of shareholders shall produce a dated proxy document or otherwise in a reliable manner demonstrate their right to represent a shareholder at the Extraordinary General Meeting.

When a shareholder participates in the Extraordinary General Meeting by means of several proxy representatives representing the shareholder with shares in different securities accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the Extraordinary General Meeting.

A template for the proxy authorization document will be available at the Company's website at [investors.nordiclights.com/gm](https://investors.nordiclights.com/gm). Proxy documents are requested to be delivered primarily as attachments in connection with the electronic registration or alternatively by mail to Innovatics Oy, General Meeting / Nordic Lights Group Corporation, Ratamestarinkatu 13 A, FI-00520 Helsinki or by e-mail to [egm@innovatics.fi](mailto:egm@innovatics.fi) before the end of the registration period. In addition to the delivery of proxy documents, shareholders or their proxy representative shall register for the Extraordinary General Meeting as described in this notice.

Shareholders that are legal entities may also, as an alternative to traditional proxy documents, use the electronic [Suomi.fi](https://www.suomi.fi) authorization service for authorizing their proxy representatives. The representative is mandated in the [Suomi.fi](https://www.suomi.fi/e-authorizations) service at [www.suomi.fi/e-authorizations](https://www.suomi.fi/e-authorizations) (using the authorization topic "Representation at the General Meeting"). In the general meeting service, authorized representatives shall identify themselves through strong electronic authentication, after which the electronic mandate is automatically verified. The strong electronic authentication takes place with personal online banking credentials or a mobile certificate. For more information, see [www.suomi.fi/e-authorizations](https://www.suomi.fi/e-authorizations).

## 4. Other information

The meeting language of the Extraordinary General Meeting will be Finnish. The Extraordinary General Meeting may also be addressed in English.

Pursuant to Chapter 5, Section 25 of the Finnish Companies Act, a shareholder that is present at the Extraordinary General Meeting has the right to request information with respect to the matters to be considered at the meeting.

The information concerning the Extraordinary General Meeting required under the Finnish Companies Act and the Finnish Securities Markets Act is available on the Company's website at [investors.nordiclights.com/gm](https://investors.nordiclights.com/gm).

Changes in shareholding occurring after the record date of the Extraordinary General Meeting will not affect the right to participate in the Extraordinary General Meeting or the number of votes of such shareholder at the Extraordinary General Meeting.

On the date of this notice to the Extraordinary General Meeting, 24 April 2023, the total number of shares and votes in Nordic Lights is 20,957,962. Neither the Company nor any of its subsidiaries hold any shares in Nordic Lights.

In Pietarsaari, 24 April 2023

NORDIC LIGHTS GROUP CORPORATION

BOARD OF DIRECTORS

### **Further enquiries**

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### **About Nordic Lights**

Nordic Lights, based in Pietarsaari, Finland, has paved its way as a global premium supplier of high-quality lighting solutions for heavy-duty equipment in several demanding industrial sectors. Nordic Lights' mission is to enable the safe and efficient use of equipment. With three decades of experience Nordic Lights works with the most demanding manufacturers of machinery from design to production and aftermarket support. Nordic Lights' revenue in 2022 was EUR 82 million. The company employs around 300 employees globally. Nordic Lights' share is listed on Nasdaq Helsinki's First North marketplace. [www.nordiclights.com](http://www.nordiclights.com)

### **Attachments**

- [Download announcement as PDF.pdf](#)