

## Notice to the Extraordinary General Meeting of Eagle Filters Group Plc

15.12.2022 10:00:00 EET | Eagle Filters Group Oyj | Company Announcement

Eagle Filters Group Plc  
Company Announcement  
15 December 2022 at 10:00 (EET)

### Notice to the Extraordinary General Meeting of Eagle Filters Group Plc

Notice is given to the shareholders of Eagle Filters Group Plc to the Extraordinary General Meeting to be held on 18 January 2023 at 10.00 am (EET) at Eagle Filters Group Plc office, address Fredrikinkatu 71 A 11, 00100 Helsinki, Finland. The reception of persons who have registered for the meeting and the distribution of voting tickets will commence at 9.30 (EET).

#### A. Matters on the agenda of the General Meeting

At the 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. Combination of share classes and amendment to the Articles of Association

The Board of Directors proposes to the General Meeting combination of share classes and amendments required by the combination to the company's Articles of Association. The Board of Directors proposes combination of share classes in a way that company's existing class K shares are converted into shares that have corresponding rights as the existing class A shares with a conversion ratio of 1:1. Class K shares have carried 20 votes in the General Meetings and class A shares one vote. Company's class A share is traded on First North Growth Market Finland and First North Growth Market Sweden. Class K shares are not subject to trading on regulated market or on a multilateral trading facility. After combination, the company would have only one class of shares.

The Board of Directors considers that the combination of share classes would simplify and clarify company's ownership structure. By combining the share classes also investors' interest towards the company's share and therefore also liquidity of the share on the markets could be increased. The Board of Directors considers that combination of share classes is in the best interest of the company and all its shareholders.

In relation to combination of share classes, the holders of class K shares, who own majority of class K shares, have provided their consent for the combination of share classes in accordance with Chapter 5, Section 28 of the Limited Liability Companies Act. Furthermore, the holders of class K shares, who own 82% of class K shares, have informed the board that they support the combination of share classes.

In relation to combination of share classes, the Board of Directors proposes that Section 3 (Shares) of the company's Articles of Association be amended to read as follows:

*"3 § Shares*

*Shares in the company belong to book-entry system. Each share carries one (1) vote in the General Meeting."*

#### 7. Closing of the meeting

#### B. Documents of the General Meeting

This notice including all the proposals relating to the agenda of the Extraordinary General Meeting is available on Eagle Filters Group Plc's website at [www.eaglefiltersgroup.com](http://www.eaglefiltersgroup.com). The documents mentioned above are also available at the meeting. Minutes of the Extraordinary General Meeting are available on the above-mentioned website as from 1 February 2023 at the latest.

#### C. Instructions for the participants

##### 1. Shareholder registered in the shareholders' register

Each shareholder who is registered on 5 January 2023 in the shareholders' register of the company held by Euroclear Finland Oy has the right to participate in the Extraordinary General Meeting. A shareholder, whose shares are registered on

his/her/its personal Finnish book-entry account, is registered in the shareholders' register of the company.

A shareholder, who wants to participate in the Extraordinary General Meeting, shall register for the meeting no later than 13 January 2023 at 16.00, by which time the registration shall be received. The registration may take place by e-mail to address:

[ir@eaglefilters.com](mailto:ir@eaglefilters.com)

In connection with the registration a shareholder shall notify his/her/its name, personal identification number, address, telephone number email address and the name of a possible assistant or proxy representative and the personal identification number of a proxy representative. The personal data given to Eagle Filters Group Plc is used only in connection with the Extraordinary General Meeting and the processing of related necessary registrations. Shareholder, his/her/its representative or proxy representative shall, when necessary, be able to prove his/her/its identity and/or right of representation.

## **2. Holders of nominee-registered shares**

A holder of nominee registered shares has the right to participate in the Extraordinary General Meeting by virtue of shares based on which he/she/it on the record date of the meeting, i.e. on 5 January 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 has on the basis of such shares been registered into the temporary shareholders' register of the company held by Euroclear Finland Oy at the latest on 13 January 2023 by 10.00 (EET). As regards nominee registered shares this constitutes due registration for the Extraordinary General Meeting.

A holder of nominee registered shares is advised without delay to request necessary instructions regarding the registration in the temporary shareholder's register of the company, the issuing of proxy documents and registration for the Extraordinary General Meeting from his/her/its custodian bank. The account management organization of the custodian bank has to register a holder of nominee registered shares, who wants to participate in the Extraordinary General Meeting, into the temporary shareholders' register of the company at the latest on the date and time mentioned above.

## **3. Shares registered in Euroclear Sweden AB**

A shareholder with shares registered in Euroclear Sweden AB's securities system who wishes to attend and vote at the Extraordinary General Meeting must be registered in the shareholders' register maintained by Euroclear Sweden AB no later than on 5 January 2023.

Shareholders, whose shares are registered in the name of a nominee must, in order to be eligible to request a temporary registration in the shareholders' register of Eagle Filters Group Plc maintained by Euroclear Finland Oy, request that their shares are re-registered in their own names in the register of shareholders maintained by Euroclear Sweden AB and procure that the nominee sends the above mentioned request for temporary registration to Euroclear Sweden AB on their behalf. Such registration must be made at the latest by 5 January 2023 and the nominee should therefore be notified well in advance before said date.

A shareholder with shares registered in Euroclear Sweden AB's securities system who wishes to attend and vote at the Extraordinary General Meeting must request temporary registration in the shareholders' register of Eagle Filters Group Plc maintained by Euroclear Finland Oy. Such request shall be submitted in writing to Eagle Filters Group Plc no later than on 9 January 2023 at 10.00 Swedish time. This temporary registration made through written request to Eagle Filters Group Plc is considered a notice of attendance at the Extraordinary General Meeting.

## **4. Proxy representative and powers of attorney**

A shareholder may participate in the Extraordinary General Meeting and exercise his/her/its rights at the meeting by way of proxy representation.

A proxy representative shall produce a dated proxy document or otherwise provide reliable evidence of the right to represent the shareholder. The authorization applies to one meeting, unless otherwise stated. When a shareholder participates in the Extraordinary General Meeting by means of several proxy representatives representing the shareholder with shares at 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.

Possible proxy documents should be delivered to in originals to Eagle Filters Group Plc, Extraordinary General Meeting, Fredrikinkatu 71 A 11, 00100 Helsinki, Finland before the end of the registration period.

## **5. Other instructions and information**

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

The meeting will be conducted in Finnish language.

On the date of the notice to the Extraordinary General Meeting, 15 December 2022, the total number of shares in Eagle Filters Group Plc is 100,199,011, of which 96,182,351 are class A shares and 4,016,660 class K shares. Each class K share carries 20 votes and each class A share one vote at General Meetings. The shares have a total of 176,515,551 votes.

In Helsinki, 15 December 2022

EAGLE FILTERS GROUP PLC  
Board of Directors

**Contact information:**

Jarkko Joki-Tokola, CEO, Eagle Filters Group Plc, [jarkko@eaglefilters.com](mailto:jarkko@eaglefilters.com)  
Erik Penser Bank AB, Certified advisor, [certifiedadviser@penser.se](mailto:certifiedadviser@penser.se)

**About Eagle Filters Group Oyj**

*Eagle Filters Group is a material science company that aims to enable a green and healthy environment.*

*Eagle provides high performance filtration solutions that cut CO2 emissions and increase profitability of the energy industry. Eagle's technology improves performance and energy efficiency while cutting costs. The technology is being used by some of the world's largest energy utilities.*

*Eagle's advanced filtration media enables improved and reliable filtration efficiency with significantly reduced pressure loss, at a competitive cost. These proprietary materials provide opportunities to expand to several new filtration application areas, including HVAC, automotive as well as industrial filtration, providing further opportunities for improving performance and energy efficiency, as well as cutting CO2 emissions.*

*The company group is listed on First North Growth Market Finland under the ticker EAGLE and on First North Growth Market Stockholm under the ticker EAGLES.*

**Attachments**

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