

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

7.6.2023 17:00:00 EEST | Eagle Filters Group Oyj | Company Announcement

Eagle Filters Group Oyj  
Company announcement  
7.6.2023, 17:00 (EET)

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

Notice is given to the shareholders of Eagle Filters Group Plc to the Annual General Meeting to be held on Thursday, 29 June 2023 at 10.00 (EET) at VillageWorks | Ballroom, address Lönnrotinkatu 5, 00120 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 Annual General Meeting

At the Annual 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. Presentation of the annual accounts and the auditor's report for the year 2022**

Review by the CEO

- 7. Adoption of the annual accounts**
- 8. Result for the financial period**

The Board of Directors proposes to the Annual General Meeting that company's loss for the financial period of EUR -1 231 716,48 shall be transferred to the accrued earnings account, and that it would resolve not to distribute any dividend to the shareholders for the financial period 2022.

#### **9. Resolution on the discharge from liability of the members of the Board of Directors and the CEO**

#### **10. Resolution on the remuneration of the members of the Board of Directors**

Shareholders representing approximately 64,35 per cent of the company's shares and votes propose to the Annual General Meeting that the members of the Board of Directors be paid EUR 400 per month. In addition, the Chairman of the Board would be granted 25,000, Vice Chairman 20,000 and other Board members 15,000 stock options as annual remuneration.

The stock options would be issued based on the authorization proposed to the Annual General Meeting.

The remuneration of the members of the Board of Directors is not paid to persons working for the company. It is also proposed that the members of the Board of Directors be reimbursed for reasonable travel and lodging costs. Travel and lodging costs would not be compensated to those members of the Board of Directors who reside in the greater Helsinki area when the meetings are held in the greater Helsinki area.

#### **11. Resolution on the number of members of the Board of Directors**

Shareholders representing approximately 64,35 per cent of the company's shares and votes have notified that they will make a proposal on the number of members of the Board of Directors on 22 June 2023 at latest.

#### **12. Election of members of the Board of Directors**

Shareholders representing approximately 64,35 per cent of the company's shares and votes have notified that they will make a proposal on election of members of the Board of Directors on 22 June 2023 at latest.

#### **13. Resolution on the remuneration of the auditor**

The Board of Directors proposes to the Annual General Meeting that the auditor's fees be paid according to the auditor's invoice approved by the company.

#### **14. Election of auditor**

The Board of Directors proposes to the Annual General Meeting that auditing firm BDO Oy be elected as the company's auditor. BDO Oy has informed that the principal auditor will be Timo Helle, Authorised Public Accountant. The term of office of the auditor ends at the closing of the Annual General Meeting following the election.

#### **15. Authorizing the Board of Directors to decide on issuances of shares, options and other special rights entitling to shares**

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors to decide, in one or more transactions, on issuance of shares and issuance of options and other special rights entitling to shares referred to in Chapter 10 Section 1 of the Companies Act as follows:

The number of shares to be issued based on the authorization may in total amount to a maximum of 40,000,000 shares.

The Board of Directors decides on all the terms and conditions of the issuances of shares and of options and other special rights entitling to shares. The issuance of shares and of options and other special rights entitling to shares may be carried out in deviation from the shareholders' pre-emptive rights (directed issue) if there is a weighty financial reason for the company.

Shares may be conveyed either against payment or free of charge in the company's share issues. A directed share issue may be a share issue without payment only if there is an especially weighty reason for the same both for the company and in regard to the interests of all shareholders in the company.

The authorization cancels the authorization granted by the Extraordinary General Meeting on 23 March 2023.

The authorization is valid until 29 June 2027.

#### **16. Authorizing the Board of Directors to decide on issuance of options**

Shareholders representing approximately 64,35 per cent of the company's shares and votes propose that the Annual General Meeting authorizes the Board of Directors to decide, in one or more transactions, on the issuance of options as follows:

The number of new shares that can be subscribed to based on the options that can be issued on basis of the authorization may in total amount to a maximum 2,000,000 shares.

The options may be issued to the key personnel, including members of the Board of Directors of the company, and to cooperation partners and advisors of the company as part of the company's incentive scheme to be established by the Board of Directors.

The following terms and conditions are applied to the options:

- The original share subscription price for the options is EUR 0.104 per share and it is equal to the subscription price used in the company's previous stock option plans and approximately 23.8 percent higher than the closing price of company's share on First North Growth Market Finland on 6 June 2023.
- Should the company distribute dividends or assets from reserves of unrestricted equity, the original share subscription price of the stock options shall be decreased by the amount of the dividend and the amount of the distributable unrestricted equity decided before share subscription, as per the dividend record date or the record date of the repayment of equity.
- Should the company reduce its share capital by distributing share capital to the shareholders, the original share subscription price of the stock options shall be decreased by the amount of the distributable share capital decided before share subscription, as per the record date of the repayment of share capital.
- The Board of Directors decides on the effects of a potential partial demerger on the options and the terms and conditions of the options, including the share subscription price.
- Subscription period for shares based on the options granted to the members of the Board of Directors begins on the date of Board of Directors' resolution on issuance of options and ends on 31 December 2032. The Board of Directors resolves on possible vesting targets and schedule for the options to be granted to other key personnel.

The Board of Directors resolves the persons receiving the options and all other terms and conditions of the options. However, the General Meeting resolves on granting of options to members of the Board of Directors should the options be remuneration for membership in the Board of Directors. For the avoidance of doubt, the Board of Directors may resolve on granting of options to members of the Board of Directors who are also working for the company in an operative role or as an advisor, if the options are granted based on their operative or advisor role in the company.

The authorization is valid until 30 June 2024.

## **17. Closing of the meeting**

### **B. Documents of the Annual General Meeting**

This notice including all the proposals relating to the agenda of the Annual General Meeting, and the annual accounts of Eagle Filters Group Plc for the financial year 2022 and the auditor's report are 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 Annual General Meeting are available on the above-mentioned website as from 13 July 2023 at the latest.

### **C. Instructions for the participants**

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

Each shareholder who is registered on 16 June 2023 in the shareholders' register of the company held by Euroclear Finland Oy has the right to participate in the Annual 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 Annual General Meeting, shall register for the meeting no later than 26 June 2023, at 16.00, by which time the registration shall be received. The registration may take place by email to the address:

[gm@eaglefilters.com](mailto:gm@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 Annual 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 Annual General Meeting by virtue of shares based on which he/she/it on the record date of the meeting, i.e. on 16 June 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 Annual 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 26 June 2023 by 10.00 (EET). As regards nominee registered shares this constitutes due registration for the Annual 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 Annual 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 Annual 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 Annual General Meeting must be registered in the shareholders' register maintained by Euroclear Sweden AB no later than on 16 June 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 20 June 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 Annual 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 19 June 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 Annual General Meeting.

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

A shareholder may participate in the Annual 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 Annual 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 Annual General Meeting.

Possible proxy documents should be delivered to in originals to Eagle Filters Group Plc, Annual 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 Annual 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. Part of the material presented at the meeting may be in English language.

On the date of the notice to the Annual General Meeting, dated 7 June 2023, the total number of shares and votes in Eagle Filters Group Oyj is 142,297,858.

In Helsinki, 7 June 2023

Eagle Filters Group Oyj  
Board of Directors

### **For more information:**

Jarkko Joki-Tokola, CEO, Eagle Filters Group Oyj. [jarkko@eaglefilters.com](mailto:jarkko@eaglefilters.com)

Erik Penser Bank AB, Certified Adviser, [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.*

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

[www.eaglefiltersgroup.com](http://www.eaglefiltersgroup.com)

## **Attachments**

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