



Loihde Plc's Annual General Meeting 8 May 2025

Agenda and proposals

- 1. Opening of the meeting**
- 2. Calling the meeting to order**
- 3. Election of persons to scrutinise the minutes and to supervise the counting of votes**
- 4. Recording the legality of the meeting**
- 5. Recording the attendance at the meeting and adopting the list of votes**
- 6. Presentation of the Financial Statements, the Consolidated Financial Statements, the Report of the Board of Directors and the Auditor's Report for the year 2024**

Review by the CEO
- 7. Adoption of the Financial Statements and the Consolidated Financial Statements**
- 8. Resolution on the use of the profit shown on the balance sheet and the distribution of dividend**

The Board of Directors proposes to the AGM that in accordance with the dividend policy a dividend of EUR 0.23 per share and an additional dividend of EUR 0.52 per share, i.e. a total of EUR 0.75 per share, be paid from the parent company's distributable funds (EUR 82,818,276.42), of which the parent company's loss for the period is EUR 15,880,926.49. Based on the situation on the date of the notice, the dividend and additional dividend would correspond to EUR 4,280,705.25 in total. No material changes have taken place in the company's financial position after the end of the financial year. No dividend is paid on treasury shares. The dividend is paid to shareholders who on the dividend record date 12 May 2025 are registered in the company's shareholder register held by Euroclear Finland Oy. The Board of Directors proposes that the dividend be paid on 19 May 2025.

In addition to this, the Board of Directors proposes to the AGM that the AGM authorises the Board to, at its discretion, decide on the distribution of a potential additional dividend in one or more instalments in such a way that the total amount of the additional dividend to be distributed does not exceed EUR 0.75 per share. Based on the authorisation, the Board of Directors is entitled to decide on the amount of the additional dividend within the limits of the above-mentioned maximum amount, the record and payment dates of the additional dividend, and other measures required by the matter. For the sake of clarity, the Board of Directors may also decide that no additional dividend will be paid based on the authorisation. Any additional



dividend to be distributed based on the decision of the Board of Directors will be paid to shareholders who are registered in the company's shareholder register held by Euroclear Finland Oy on the record date for the payment of the additional dividend in question. The authorisation would be valid until 31 December 2025. The company will publish such a decision of the Board of Directors separately and will at the same time confirm the final record and payment dates.

If the Board of Directors decides to distribute an additional dividend based on the authorisation, it must assess, as required by the Finnish Limited Liability Companies Act, whether the company's solvency and/or financial position has changed after the decision of the AGM in such a way that the conditions for dividend distribution under the Finnish Limited Liability Companies Act would no longer be met. The fulfilment of the conditions set out in the Finnish Limited Liability Companies Act is a prerequisite for the distribution of additional dividends based on the authorisation.

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

10. Non-binding discussion of the Remuneration Policy for governing bodies

The new Remuneration Policy for governing bodies is available on the company's website at www.loihde.com/agm. The resolution of the AGM is advisory under the Finnish Limited Liability Companies Act.

11. Non-binding discussion of the Remuneration Report for governing bodies

The Remuneration Report for governing bodies is available on the company's website at www.loihde.com/agm. The resolution of the AGM is advisory under the Finnish Limited Liability Companies Act.

12. Resolution on the remuneration of the members and the Chair of the Board of Directors and the reimbursement of their travel expenses

The Shareholders' Nomination Board proposes to keep the annual fees for the members of the Board of Directors and its committees unchanged:

- Chair of the Board of Directors: EUR 55,000 per year
- Vice-Chair of the Board: EUR 40,000 per year
- Member of the Board: EUR 27,400 per year
- Chair of a committee: EUR 7,000 per year
- Member of a committee: EUR 3,500 per year

The travel expenses of the members of the Board of Directors will according to the proposal be reimbursed in accordance with the company's travel rules.

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

The Shareholders' Nomination Board proposes that seven members shall be elected to the Board of Directors (six members in 2024).



14. Election of the members and the Chair of the Board of Directors

The Shareholders' Nomination Board proposes that the following current members of the Board of Directors shall be re-elected: Marko Kauppi, Juha Murtopuro, Jari Niska, Anni Ronkainen, Matti Vikkula, and Christian Wetterstrand, and that Tuulia Holkkola shall be elected as a new member.

All the proposed members of the Board of Directors are independent of the company and its major shareholders, and they have given their consent to the position.

In addition, the Shareholders' Nomination Board proposes to the AGM that Marko Kauppi shall be re-elected as Chair and Jari Niska as Vice-Chair of the Board.

Further information about the persons proposed to become members of the Board of Directors can be found on the company's website at www.loihde.com/agm.

15. Resolution on the remuneration of the auditor

In accordance with the recommendation of the Audit Committee, the Board of Directors proposes to the AGM that the remuneration to the auditor be paid in accordance with the auditor's reasonable invoice approved by the company.

16. Election of auditor

In accordance with the recommendation of the Audit Committee, the Board of Directors proposes to the AGM that the audit firm Ernst & Young Oy shall be elected as the company's auditor for the term that ends with the conclusion of the 2026 AGM. Ernst & Young has informed the company that the auditor with principal responsibility would be Maria Onnisekka, auditor approved by the Finnish Central Chamber of Commerce.

17. Authorising the Board of Directors to decide on the acquisition of own shares

The Board of Directors proposes that the AGM decides to authorise the Board to decide on a share buyback programme where at most 350,000 of the company's shares will be acquired, in one or more instalments, using the company's unrestricted equity. The maximum number of shares would correspond to approximately 6.1% of all shares in the company. 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 Helsinki 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. According to the proposal, the authorisation is valid until the end of the next AGM, but



until 30 June 2026 at the latest, and it revokes the authorisation granted by the AGM on 7 May 2024.

18. Authorising the Board of Directors to decide on the issuance of shares

The Board of Directors proposes that the AGM authorises the Board to decide on the issuance of shares in one or more tranches in accordance with the following terms and conditions:

- The authorisation concerns issuing new shares as well as transferring treasury shares held by the company (share issue).
- The Board of Directors is authorised to decide on the issuance of a maximum of 570,000 shares, which corresponds to approximately 9.9% of all shares in the company.
- The Board of Directors is authorised to decide on to whom and in which order shares are issued. The Board of Directors may decide to issue shares otherwise than in proportion to the shareholdings of the shareholders (directed share issue).
- Based on the authorisation, the Board of Directors may use the shares in financing acquisitions, or for other purposes in the way and to the extent decided by the Board, and as part of the personnel's incentive schemes. The total number of shares to be issued in the incentive plans may not exceed 100,000 shares (approximately 1.7% of all the shares in the company).
- The authorisation entitles the Board of Directors to decide on all other terms of the share issue.
- The authorisation of the Board is valid until the end of the next AGM, but until 30 June 2026 at the latest. The authorisation revokes the previous authorisations granted by the AGM to the Board of Directors on 6 May 2021, 5 May 2022, 4 May 2023, and 7 May 2024.

19. Closing of the meeting