



# Notice to the Annual General Meeting of Loudspring Plc

Loudspring Plc

Company Release

29 March 2021 at 14.00 (EEST)

## Notice to the Annual General Meeting of Loudspring Plc

The Annual General Meeting of Loudspring Plc will be held on 23 April 2021 at 16.00 (EEST) Loudspring's office, Fredrikinkatu 71 A, 00100 Helsinki, Finland. Shareholders and their proxy representatives can participate in the meeting and exercise their shareholder rights only by voting in advance and/or by making counterproposals and/or presenting questions in advance. Instructions for shareholders are presented in this notice under section C "Instructions for the participants". It is not possible to participate in the General Meeting at the meeting venue.

The Board of Directors of the company has resolved on an exceptional meeting procedure based on the temporary act, which entered into force on 3 October 2020. In order to limit the spread of the Covid-19 pandemic, the Annual General Meeting will be held without shareholders' or their proxy representatives' presence at the meeting venue. This is necessary in order to organize the General Meeting in a predictable way while taking into account the health and safety of the company's shareholders, personnel and other stakeholders.

### 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

LL.M., M.Sc. (Econ.) Tuomas Lehtimäki, will act as the chairman. If Tuomas Lehtimäki is not able to act as chairman due to a weighty reason, the Board of Directors will appoint a person it deems most suitable to act as chairman. The chairman may appoint a secretary for the meeting.

### **3. Election of persons to scrutinize the minutes and to supervise the counting of votes**

The company's controller Alf-Oskar Witting will act as the person to scrutinize the minutes and supervise the counting of votes. If Alf-Oskar Witting is unable to act as the person to scrutinize the minutes and supervise the counting of votes due to a weighty reason, the Board of Directors will appoint a person it deems most suitable to act as the person to scrutinize the minutes and 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**

Shareholders who have voted in advance within the advance voting period and have the right to attend the Annual General Meeting under Chapter 5, Sections 6 and 6a of the Finnish Companies Act will be deemed to have participated at the Annual General Meeting. The list of votes will be adopted based on shareholders' register formed by Euroclear Finland Oy.

### **6. Presentation of the annual accounts and the auditor's report for the year 2020**

The company's annual report, which includes the company's annual accounts, the report of the Board of Directors and the auditor's report and which is available on the company's website no later than 31 March 2021, will be deemed to have been presented to the Annual General Meeting under this item.

### **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 1 338 484,81 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 2020.

### **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 20,7 per cent of the company's shares and approximately 63,6 per cent of the 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 from the company's stock option plan 1-2021.

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 20,7 per cent of the company's shares and approximately 63,6 per cent of the votes propose to the Annual General Meeting that five (5) members be elected to the Board of Directors.

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

Shareholders representing approximately 20,7 per cent of the company's shares and approximately 63,6 per cent of the votes propose to the Annual General Meeting that the current members of the Board of Directors Matti Vuoria, Lassi Noponen, James Penney, Johan Strömberg and Anders Lundström be re-elected as members of the Board of Directors according to their consents.

In accordance with the Articles of Association of the company, the term of office of the members of the Board of Directors ends at the closing of the Annual General Meeting following the election.

## **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 KPMG Oy Ab be elected as the company's auditor. KPMG Oy Ab has informed that the principal auditor will be Petri Kettunen, 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 class A 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 class A shares to be issued based on the authorization may in total amount to a maximum of 10,000,000 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 25 February 2021.

The authorization is valid until 30 June 2023.

## **16. Authorizing the Board of Directors to decide on acquisition of the company's own shares**

The Board of Directors proposes that the Annual General Meeting decide to authorize the Board of Directors to decide on acquisition of the company's own shares on the following terms and conditions:

The Board of Directors is authorized to repurchase a maximum of 2,163,000 company's own class A shares and/or accept company's own class A shares as pledge on the company's unrestricted equity. This amount corresponds to approximately 5.0 per cent of the company's shares.

The acquisition may take place in one or more instalments. The purchase price shall not be lower than the lowest price paid for the company's class A shares in multilateral trading on the acquisition date and shall not be higher than the highest price paid for the company's class A shares in multilateral trading on the acquisition date. In connection with the execution of the acquisition of own shares derivatives, share lending or other contracts customary to capital markets and permitted by laws and regulations may be entered into at price determined by the markets. The authorization entitles the Board of Directors to decide on the acquisition in deviation from the shareholders' shareholding (directed acquisition).

Shares may be repurchased to be used as consideration in possible acquisitions or other business arrangements of the company, to finance investments, as part of the company's incentive scheme or to be retained, otherwise conveyed or cancelled.

The Board of Directors shall decide on other terms and conditions relating to acquisition of own shares. The authorization is valid for eighteen (18) months from the decision of the General Meeting.

## **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 is available on Loudspring Plc's website at [www.loudspring.earth](http://www.loudspring.earth). The documents related to the annual accounts of Loudspring Plc will be available on the abovementioned website on 31 March 2021 at the latest. 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 7 May 2021 at the latest.

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

In order to limit the spread of the Covid-19 pandemic, the Annual General Meeting will be arranged in such a way that neither shareholders nor their proxy representatives may arrive at the meeting venue. The company's shareholders and their proxy representatives can participate in the General Meeting and exercise their rights only by voting in advance and by making counterproposals and presenting questions in advance considering the limitations set out in the temporary act.

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

Each shareholder who is registered on 13 April 2021 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.

## **2. Notice of participation of a shareholder registered in the shareholders' register and voting in advance**

Registration for the meeting and advance voting begin on 7 April 2021 at 9:00 EET, when the deadline for delivering counterproposals has expired and the company has published the possible counterproposals to be put to a vote on the company's website. A shareholder entered in the company's shareholder register, who wishes to participate in the Annual General Meeting by voting in advance, must register for the Annual General Meeting and deliver his/her votes in advance on 20 April 2021 at 16:00 EET at the latest, by which time the notice of participation and the votes must be received.

Shareholders with a Finnish book-entry account can register and vote in advance on certain items on the agenda of the Annual General Meeting during the period 7 April 2021 at 9:00 EET- 20 April 2021 at 16:00 EET by regular mail or e-mail in the following means:

A shareholder voting in advance must deliver an advance voting form available at latest on 7<sup>th</sup> of April 2021 on the company's website at <https://www.loudspring.earth/general+meetings> or corresponding information to the company by regular mail to Loudspring Plc, Annual General Meeting, Fredrikinkatu 71 A, 00100 Helsinki, Finland or by e-mail to [gm@loudspring.earth](mailto:gm@loudspring.earth).

If a shareholder participates in the Annual General Meeting by delivering votes in advance by regular mail or e-mail to the company, the delivery of the votes before the deadline for delivering the notice of participation and the advance voting period has expired shall constitute a registration for the Annual General Meeting provided that the shareholder's message includes the above-mentioned information required for registration.

A shareholder must in connection with the registration submit the requested information, such as the identification and contact details of the shareholder or his/her representative or proxy representative. Personal data disclosed in connection with the shareholders' registration will be used only in connection with the Annual General Meeting and the thereto related necessary processing of registrations.

Instructions regarding the voting are available to all shareholders on the company's website as from 7<sup>th</sup> April 2021 at the latest at <https://www.loudspring.earth/general+meetings>. Additional information is also available by telephone at +358 50 46 86 347 on business days during 10:00 - 16:00 EET.

## **3. 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.

A template for a proxy document and voting instructions will be available on the company's website at <https://www.loudspring.earth/general+meetings> as of 7 April 2021 at the latest when the deadline for delivering counterproposals to be put to a vote has

expired and when the company has published possible counterproposals to be put to a vote on the company's website.

A shareholder, who will not vote in advance himself/herself, may without any cost to the shareholder use the company's proxy authorization service and authorize Aino Ijäs, LL.M at Smartius Ltd., or another of the company independent lawyer appointed by her to act as a proxy representative and exercise the shareholder's voting rights at the Annual General Meeting in accordance with the voting instructions given by the shareholder. A signed proxy document including an advance voting form must be delivered to Aino Ijäs, LL.M, by regular mail or e-mail (contact details below) before the end of the registration and advance voting period, by which time the documents must be received.

Further information on the designated proxy representative is available on the website <https://www.smartius.fi/people/aino-ijas/> and her contact details are:

postal address: Smartius Ltd, Aino Ijäs, Lapiosaarenkatu 3 S, 33250 Tampere, Finland

e-mail: [aino.ijas@smartius.fi](mailto:aino.ijas@smartius.fi)

A shareholder may participate in the Annual General Meeting and exercise his/her rights thereat also by appointing another proxy representative of his/her choice. A proxy representative appointed by a shareholder must also vote in advance in the herein described manner. A proxy representative must deliver a signed proxy document given to him/her including an advance voting form by regular mail to Loudspring Plc, Annual General Meeting, Fredrikinkatu 71 A, 00100 Helsinki, Finland or by e-mail to [gm@loudspring.earth](mailto:gm@loudspring.earth) before the end of the registration and advance voting period, by which time the documents or corresponding information must be received, or deliver a proxy document in connection with the electronic registration and advance voting. Delivery of a proxy document to the company before the expiration of the registration period constitutes due registration for the Annual General Meeting provided that a proxy representative delivers the advance voting form or corresponding information to the company in connection with the delivery of a proxy document or later before the end of the registration and advance voting period.

#### **4. 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 13 April 2021, 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 20 April 2021 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 and arrange voting on behalf of a holder of nominee registered shares.

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

Shareholder whose shares are registered in the securities system of Euroclear Sweden AB and who wants to participate in the Annual General Meeting and use his/her/its voting right, shall be registered at the shareholder's register held by Euroclear Sweden AB on 13 April 2021 at the latest.

In order to be entitled to request for temporary registration in the shareholder's register of Loudspring Plc held by Euroclear Finland Oy, a shareholder of nominee-registered shares shall request that his/her/its shares are temporarily registered under his/her/its own name in the shareholder's register held by Euroclear Sweden AB and to ensure that the custodian bank will send the above-mentioned request for temporary registration to Euroclear Sweden AB. The registration shall be made on 13 April 2021 at the latest, and therefore a shareholder shall give the request to his/her/its custodian bank in good time prior to the above date.

Shareholder, whose shares are registered in the securities system of Euroclear Sweden AB and who intends to participate in the Annual General Meeting and use his/her/its voting right, shall request for a temporary registration of his/her shares to the shareholder's register of Loudspring Plc held by Euroclear Finland Oy. The request to Loudspring Plc shall be made in written at the latest on 14 April 2021 at 10:00 Swedish time. The temporary registration through Loudspring Plc constitutes a due registration to the Annual General Meeting.

Shareholder whose shares are registered in the securities system of Euroclear Sweden AB and who wants to participate in the Annual General Meeting and use his/her/its voting right, shall also comply with what has been stated in section 2 above regarding advance voting.

## **6. Making counterproposals to the proposed resolutions and presenting questions in advance**

Shareholders holding at least one hundredth (1/100) of all shares in the company within the meaning of the temporary act have a right to make a counterproposal to the proposed resolutions on the agenda of the Annual General Meeting, which will be put to a vote. Such counterproposals must be delivered to the company by e-mail to gm@loudspring.earth by no later than 5 April 2021 at 16:00 EET. Shareholders making a counterproposal must in connection with delivering the counterproposal present evidence of their shareholdings. A counterproposal will be considered at the Annual General Meeting provided that the shareholder has the right to participate in the Annual General Meeting, he/she has registered for Annual General Meeting and that the shareholder holds shares corresponding to at least one hundredth of all shares in the company on the record date of the Annual General Meeting. If the counterproposal is not taken up for consideration at the Annual General Meeting, the votes given in favour of the counterproposal will not be taken into consideration. The company will publish possible counterproposals to be put to a vote on the company's website at <https://www.loudspring.earth/general+meetings> by no later than 6 April 2021.

Pursuant to Chapter 5, Section 25 of the Finnish Companies Act, a shareholder may present questions with respect to the matters to be considered at the Annual General Meeting until 8 April 2021 at 16:00 EET by e-mail to gm@loudspring.earth. Such questions by shareholders, the company's responses to such questions as well as other counterproposals than those put to a vote are available on the company's website at <https://www.loudspring.earth/general+meetings> by no later than 16 April 2021. As a prerequisite for presenting questions, a shareholder must present evidence to the company of his/her shareholding upon request.

## 7. Other instructions and information

On the date of the notice to the Annual General Meeting, 29 March 2021, the total number of shares in Loudspring Plc is 43,261,691, of which 38,597,797 are class A shares and 4,663,894 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 131,875,677 votes.

In Helsinki, 29 March 2021

LOUDSPRING PLC

Board of Directors

### **Contact information:**

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jarkko@loudspring.earth

Erik Penser Bank AB, Certified Adviser. Tel. +46 8 463 83  
00, [certifiedadviser@penser.se](mailto:certifiedadviser@penser.se)

### ***Loudspring in brief***

*Loudspring is an investment company focused on saving natural resources. We own and operate Nordic growth businesses that are fighting climate change and making a big environmental impact. We have a diversified business portfolio with technologies that save energy, water and materials in industry, real estate and in everyday life.*

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

[www.loudspring.earth](http://www.loudspring.earth)

LinkedIn: <https://www.linkedin.com/company/loudspring/>

Twitter: [@loudspring](https://twitter.com/loudspring)

IG: [@loudspring\\_earth](https://www.instagram.com/loudspring_earth)

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