



**loudspring**

# **Notice to the Annual General Meeting of Loudspring Plc**

Loudspring Plc

Company Release

30 May 2022 at 9.00 (EET)

## **Notice to the Annual General Meeting of Loudspring Plc**

Notice is given to the shareholders of Loudspring Plc to the Annual General Meeting to be held on Monday, 20 June 2022 at 10.00 (EET) at Radisson Blu Royal, address Runebergikatu 1, 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 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 2021**
  - 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 -1,630,544.11 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 2021.

### **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 19.29 per cent of the company's shares and approximately 49.10 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 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 19.29 per cent of the company's shares and approximately 49.10 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 19.29 per cent of the company's shares and approximately 49.10 per cent of the votes propose to the Annual General Meeting that Matti Vuoria, Lassi Nojonen and James Penney of the current members of the Board of Directors be re-elected and Markku Hämäläinen and Jarkko Joki-Tokola be elected as new members of the Board of Directors according to their consents.

Markku Hämäläinen has extensive experience of building and managing material science companies. Markku acted as the CEO of Kotkamills Oy, a Finnish paper industry company located in south-east Finland, until the company was sold for appx EUR 425 million in 2021. Prior to this he was the Managing Director of Papierfabrik Scheufelen GmbH in Germany and, before that, employed by Stora Enso Oyj in various production and R&D positions in Finland. He has also been running his own private consulting firm since 2008. Markku has a doctoral degree in Paper Technology from the University of Lappeenranta in Finland.

Jarkko Joki-Tokola, (M.Sc. Eng.) is the CEO of Loudspring Plc. He has previously worked as a Co-Founder in CRF Health and Lifeline Ventures. He has been employed in new business development roles in his early career at Fortum and Teliasonera, and has lived and worked in the US for nearly 10 years.

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 will publish its proposal on election of auditor on 13 June 2022 at the latest.

### **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 30,000,000 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 16 February 2022.

The authorization is valid until 20 June 2027.

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

Shareholders representing approximately 19.29 per cent of the company's shares and approximately 49.10 per cent of the 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 class A 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 share issue in

February 2022.

- 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 2030. 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 2023.

## **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 Loudspring Plc for the financial year 2021 and the auditor's report are available on Loudspring Plc's website at [www.loudspring.earth](http://www.loudspring.earth). 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 4 July 2022 at the latest.

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

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

Each shareholder who is registered on 8 June 2022 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 15 June 2022 at 16.00, by which time the registration shall be received. The registration may take place by email to address:

[gm@loudspring.earth](mailto:gm@loudspring.earth)

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 Loudspring 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 8 June 2022, 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 15 June 2022 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 8 June 2022.

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 Loudspring 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 8 June 2022 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 Loudspring Plc maintained by Euroclear Finland Oy. Such request shall be submitted in writing to Loudspring Plc no later than on 9 June 2022 at 10.00 Swedish time. This temporary registration made through a written request to Loudspring 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 Loudspring Plc, Annual General Meeting, Fredrikinkatu 71 A, 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, 30 May 2022, the total number of shares in Loudspring Plc is 77,487,585, of which 73,178,991 are class A shares and 4,308,594 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 159,350,871 votes.

In Helsinki, 30 May 2022

LOUDSPRING PLC

Board of Directors

### **Contact information:**

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

*Loudspring is focused on saving natural resources. We own a portfolio of Nordic growth companies that have the potential of making a big environmental impact globally. We have selected to use our resources to develop Eagle Filters, our fully owned daughter company that provides high performance air filters for the energy industry as well as personal protective equipment. With this strategy we see a clear path to a long term profitable and scalable business, transforming into an industrial company.*

*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](#)*

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