

# Decisions of the Annual General Meeting of Nurminen Logistics Plc

Nurminen Logistics Plc

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Due to the current COVID-19 situation, the Board of Directors of Nurminen Logistics Plc had resolved that the company's shareholders could participate in the General Meeting through advance voting personally or using a proxy representative. 6 shareholders in total were represented at the Annual General Meeting.

Nurminen Logistics Plc's Annual General Meeting held on 11 April 2022 passed the following decisions:

## **Adoption of the Financial Statements, resolution on the discharge from liability and approval of the Remuneration Report**

The General Meeting adopted the Financial Statements, including the Consolidated Financial Statements for the financial year 1 January 2021 – 31 December 2021 and discharged the members of the Board of Directors and the CEO from liability and approved the Remuneration Report for governing bodies.

## **Payment of dividend**

The General Meeting approved the Board's proposal that the profit for the financial year ended 31 December 2021 is carried forward to the retained earnings and that an equity repayment of EUR 0.0095 per share is paid from the company's reserve for invested unrestricted shareholders' equity to each of the 77,903,314 shares of the company, which amounts to EUR 740,081.48 in total. Furthermore the Annual General Meeting authorized the Board of Directors to decide at its discretion on distribution of equity repayment from the company's reserve for invested unrestricted shareholders' equity of no more than EUR 0.0095 per share.

## **Composition and remuneration of the Board of Directors**

The General Meeting resolved that the Board of Directors is composed of six members. The General Meeting re-elected the following members to the Board of Directors: Irmeli Rytönen, Olli Pohjanvirta, Juha Nurminen, Victor Hartwall, Erja Sankari and Karri Koskela.

The General Meeting resolved that for the members of the Board of Directors elected at the General Meeting for the term expiring at the close of the Annual General Meeting in 2023, the annual remuneration is paid as follows: EUR 60,000 for the Chairman and EUR 30,000 for each other member of the Board of Directors.

In addition, the Chairman of the Board is paid a meeting fee of EUR 1,500 per meeting for the Board and Board Committee meetings and other Board members are paid a meeting fee of EUR 1,000 per meeting for meetings of the Board and Committee meetings. 50 % of the annual remuneration will be paid in Nurminen Logistics Plc's shares and the rest in cash. A member of the Board of Directors may not dispose the shares received as annual remuneration before a period of three (3) years has elapsed from receiving the shares.

## **Election of the auditor and resolution on their remuneration**

Ernst & Young Oy was elected the auditor of the company for the term ending at the close of the Annual General Meeting 2023. Juha Hilmola, Authorised Public Accountant, acts as the principal auditor.

The auditor's fee will be paid in accordance with the auditor's invoice accepted by the company.

## **Authorising the Board of Directors to decide on the issuance of shares as well as the issuance of options and other special rights entitling to shares**

Annual General Meeting authorised the Board to decide on issuance of shares and/or special rights entitling to shares as referred to in Chapter 10, Section 1 of the Finnish Companies Act.

Based on the authorisation, the Board of Directors is entitled to issue or transfer, either by one or several resolutions, shares and/or special rights up to a maximum equivalent of 7,700,000 new shares so that the aforesaid shares and/or special rights could be used, e.g., for financing of company and business acquisitions or for financing of other business arrangements and investments, for the expansion of the ownership structure, paying of remuneration of the members of the Board of Directors and/or for the creating incentives for, or encouraging commitment in, personnel.

The authorisation entitles the Board of Directors to decide on the share issuance with or without payment. The authorisation for deciding on a share issuance without payment includes also the right to decide on the share issuance for the company itself, so that the authorisation may be used in such a way that in total no more than one tenth (1/10) of all shares in the company may from time to time be in the possession of the company and its subsidiaries.

The authorisation includes the Board of Director's right to decide on all other terms and conditions of the share issuances and the issuances of special rights. The authorisation entitles the Board of Directors to decide on share issuances, issuances of option rights and other special rights entitling to shares in every way to the same extent as could be decided by the General Meeting, including the Board of Director's right to decide on directed share issuances and/or issuance of special rights.

The authorisation is valid until the close of the Annual General Meeting in 2023, however, no longer than until 30 June 2023. The authorization revokes previous authorizations still in force.

### **The minutes of the Annual General Meeting**

The minutes of the Annual General Meeting will be available on the company's website on 25 April 2022, at the latest.

Nurminen Logistics Plc

Board of Directors

For more information, please contact: Olli Pohjanvirta, Member of the Board of Directors and CEO, Tel. +358 40 900 6977.

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