



Resolutions of Orthex Corporation's Annual General Meeting 2022

Orthex Corporation, Stock exchange release, 6 April 2022 at 11.00 a.m. EEST

Orthex Corporation's Annual General Meeting was held today, 6 April 2022, at the company's headquarters in Espoo, Finland. To limit the spread of the corona virus pandemic, the Annual General Meeting took place without shareholders' and their proxy representatives' presence at the meeting venue. The shareholders of the company participated in the meeting and exercised their shareholder's rights by voting in advance. A total of 35 shareholders were represented at the meeting representing 10,602,030 shares and votes. All the proposals made to the Annual General Meeting were approved.

Adoption of the financial statements, discharge from liability and use of profit shown on the balance sheet

The general meeting adopted the financial statements and discharged the members of the Board of Directors and the CEO from liability for the financial period 2021. As proposed by the Board of Directors, the general meeting decided that no dividend will be distributed for the financial period ended on 31 December 2021. Instead, the general meeting decided that shareholders be paid a capital return of EUR 0.18 per share from the invested unrestricted equity fund totaling approximately EUR 3.2 million in two instalments as follows:

The first instalment of the capital return amounting to EUR 0.09 per share will be paid to a shareholder who is registered in the company's shareholder register held by Euroclear Finland Oy on the record date of the first instalment of the capital return 8 April 2022. The Board of Directors proposes that the first instalment of the capital return be paid on 21 April 2022. The second instalment of the capital return amounting to EUR 0.09 per share will be paid in October 2022 to a shareholder who is registered in the company's shareholder register held by Euroclear Finland Oy on the record date of the second instalment of the capital return 3 October 2022. The second instalment of the capital return will be paid on 11 October 2022.

The general meeting also authorised the Board of Directors to resolve, if necessary, on a new record date and date of payment for the second instalment of the capital return, should the rules of Euroclear Finland Oy or statutes governing the Finnish book-entry system change or otherwise so require.

The remuneration policy and remuneration report 2021 for governing bodies

The general meeting approved the remuneration policy and the remuneration report 2021 for the governing bodies.

Remuneration of the members of the Board of Directors

As proposed by the Shareholders' Nomination Board, the general meeting resolved that the remuneration of the members of the Board of Directors remain the same and that the Chair of the Board of Directors be paid a monthly fee of EUR 4,000 and other members of the Board of Directors a monthly fee of EUR 2,000. It was further resolved that reasonable travel and other expenses related to the Board work will be reimbursed in accordance with the company's travel rules.

Members of the Board of Directors

As proposed by the Shareholders' Nomination Board, the general meeting resolved that the Board of Directors consists of five (5) members and **Sanna Suvanto-Harsaae, Satu Huber**

and **Jens-Peter Poulsen** were re-elected to the Board and **Markus Hellström** and **Jyrki Mäki-Kala** were elected as new members to the Board, all for a term of office ending at the end of the next Annual General Meeting. Further information on the members of the Board of Directors is available on the corporate website at <https://investors.orthexgroup.com/corporate-governance/board-of-directors/>.

Auditor

Ernst & Young Oy, a firm of Authorised Public Accountants, was re-elected the company's auditor. Ernst & Young Oy has informed the company that Johanna Winqvist-Ilkka, Authorised Public Accountant, will continue as the signing audit partner. The remuneration of the auditor was resolved to be paid according to a reasonable invoice approved by the Board.

Authorising the Board of Directors to decide on the issuance of shares and special rights entitling to shares

The general meeting authorised the Board of Directors to decide on the issuance of shares and on the issuance of special rights entitling to shares referred to in Chapter 10, Section 1 of the Finnish Limited Liability Companies Act in one or several issues as follows:

A total maximum of 1,800,000 shares may be issued by virtue of the authorisation (including shares that can be issued based on the special rights) corresponding to approximately 10 per cent of all the shares in the company.

The Board of Directors was authorised to decide on all terms and conditions related to the issuance of shares and the issuance of special rights entitling to shares. The issuance of shares and special rights entitling to shares may also take place in deviation from the shareholders' pre-emptive subscription right (directed share issue) if there is a weighty financial reason for doing so from the company's point of view as referred to in the Finnish Limited Liability Companies Act. The authorisation may then be used for mergers and acquisitions or to finance other business-related investments, to maintain and increase the group's solvency, to implement an incentive scheme, to expand the ownership base and to develop the capital structure.

The authorisation will be valid for 18 months from the decision of the general meeting.

Minutes of the meeting

The minutes of the general meeting will be available on the corporate website on 20 April 2022 at the latest.

Orthex Corporation

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Orthex in brief

Orthex is a leading Nordic houseware producer that strives to make consumers' everyday life easier with its products that are presented under the consumer brands SmartStore™ in storage products, GastroMax™ in kitchenware and Orthex™ in home and plant care categories. Orthex aims to be the industry forerunner in sustainability.

Orthex's net sales in 2021 was 88.7 million euros and operating profit 9.3 million euros. The company has customers in more than 40 countries and local sales offices in Finland, Sweden,

Norway, Denmark, Germany, France, and the United Kingdom. Orthex is listed on the Nasdaq Helsinki stock exchange.