



Orthex Corporation: Resolutions of the Annual General Meeting 2024

Orthex Corporation, Stock exchange release 9 April 2024 at 11.30 a.m. EEST

Orthex Corporation's Annual General Meeting was held today, 9 April 2024, at the company's headquarters in Espoo, Finland. The shareholders of the company attended the meeting either at the meeting venue or by voting in advance. All the proposals made to the Annual General Meeting were approved.

Adoption of the financial statements, discharge of liability and payment of dividend

The general meeting adopted the financial statements and discharged the members of the Board of Directors and the CEO from liability for the financial year 2023. As proposed by the Board, the general meeting resolved that for the financial year ended on 31 December 2023, shareholders will be paid a dividend of EUR 0.21 per share in two instalments as follows:

- The first instalment of the dividend amounting to EUR 0.11 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 dividend payment 11 April 2024. The first instalment of the dividend will be paid on 18 April 2024.
- The second instalment of the dividend amounting to EUR 0.10 per share will be paid in October 2024 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 dividend payment 2 October 2024. The second instalment of the dividend will be paid on 9 October 2024.

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

The remuneration report for governing bodies

The general meeting approved the remuneration report 2023 for 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. The general meeting further resolved that reasonable travel and other expenses related to the Board work 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 to elect five members to the Board and resolved that **Sanna Suvanto-Harsaae, Markus Hellström, Jyrki Mäki-Kala, Jens-Peter Poulsen** and **Anette Rosengren** be re-elected to the Board, all for a term of office ending at the end of the next Annual General Meeting. Background information on the members of the Board of Directors is available on the corporate website at [Orthex Group - Board of Directors](#).

Auditor and auditor remuneration

Ernst & Young Oy, a firm of Authorised Public Accountants, was re-elected the company's auditor for a term of office ending at the end of the next Annual General Meeting. As announced by Ernst & Young Oy, **APAMikko Ryttilahti** will continue as the signing audit partner. The remuneration of the auditor will be paid according to a reasonable invoice approved by the Board.

Authorising the Board of Directors to decide on acquisition of the company's own shares

The general meeting authorised the Board of Directors to decide on acquisition of the company's own shares. Pursuant to the authorisation, the Board of Directors is authorised to decide on the acquisition of a maximum of 175,000 shares in the company corresponding to approximately 1.0 percent of all the

company shares. The shares can be acquired in one or several instalments. Pursuant to the authorisation, shares can be acquired otherwise than in proportion to the shareholders' ownership in the company (directed acquisition). Shares may be acquired at the prevailing market price formed in public trading on the date of the acquisition or otherwise at a price formed at the market. Pursuant to the authorisation, the Board of Directors may decide to acquire the shares only with the company's unrestricted equity.

Shares will be acquired to be used in developing the company's capital structure, in financing potential mergers and acquisitions, investments and/or other business-related arrangements, in implementing the company's incentive schemes, or to be held, conveyed otherwise, or cancelled by the company. The Board of Directors was authorised to decide on all other terms and conditions related to the acquisition of own shares. The authorisation will be valid until 30 June 2025 and revoked all earlier corresponding authorisations.

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 issuing new shares and/or conveying treasury shares and/or granting options and other special rights referred to in Chapter 10, Section 1 of the Limited Liability Companies Act. A total maximum of 1,600,000 shares may be issued and/or treasury shares conveyed in one or several instalments (including shares that can be issued based on the special rights) corresponding to approximately 9 per cent of all the shares in the company.

New shares may be issued, and treasury shares conveyed to the company's shareholders in proportion to their current shareholdings in the company, or in deviation from the shareholders' pre-emptive right, through a directed share issue if there is a weighty financial reason for it from the company's point of view. New shares may be issued also without payment to the company itself. New shares may be issued, and treasury shares conveyed either against payment (share issue against payment) or without payment (share issue without payment). A directed share issue may be a share issue without payment only if there is an especially weighty financial reason for it from the company's point of view and taking into account the interests of all its shareholders. 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 incentive schemes, to expand the ownership base or to develop the capital structure.

The subscription price of the new shares and the consideration payable for the treasury shares shall be recorded in the invested unrestricted equity fund. The Board of Directors was authorised to decide on all other terms and conditions related to the issuance of new shares, conveyance of treasury shares or issuance of special rights entitling to shares. The authorisations will be valid until 30 June 2025 and revoked all earlier authorisations regarding issuance of shares and special rights entitling to shares.

Minutes of the meeting

The minutes of the general meeting will be available on the corporate website on 23 April 2024 at the latest.

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Orthex in brief

Orthex (ORTHEX, Nasdaq Helsinki, Finland) is a leading Nordic houseware company. Orthex offers a broad assortment of practical and durable household products with a mission to make consumers' everyday life easier. Orthex main consumer brands are SmartStore™ in storage products, GastroMax™ in kitchenware and Orthex™ in home and plant care categories. Orthex aims to be the industry forerunner in sustainability and to become carbon neutral in its production by 2030. Read more www.orthexgroup.com.

Orthex's net sales in 2023 were 85.9 million euros. The company has customers in more than 40 countries and local sales organisations in the Nordics, Germany, France, the UK, and the Benelux.

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