

# Solteq Plc: Decisions of the Annual General Meeting 2022 and the Board meeting held after the Annual General Meeting

Solteq Plc Stock Exchange Bulletin March 24, 2022 at 11:30 a.m.

The Annual General Meeting of Solteq Plc was held in Vantaa today March 24, 2022, in accordance with the so called temporary act (375/2021) without the shareholders' or their proxy representatives' presence at the meeting venue. The shareholders of the company and their proxy representatives were entitled to participate the meeting and exercise their shareholder rights only by voting in advance and by presenting counterproposals and questions in advance.

The shareholders that had voted in advance and representing a total of 10,489,289 shares and 10,489,289 votes were represented at the Annual General Meeting.

The Annual General Meeting and the Board meeting, held after the Annual General Meeting made the following decisions:

## DECISIONS OF THE ANNUAL GENERAL MEEETING

The Annual General Meeting approved the annual accounts and consolidated annual accounts for period 1.1.–31.12.2021 and discharged the CEO and the Board of Directors, who served during the financial period, from liability.

In accordance with the proposal of the Board of Directors, the Annual General Meeting decided that no dividend is directly distributed for the financial period ended on 31.12.2021 by a resolution of the Annual General Meeting but that the Annual General Meeting authorized the Board of Directors to decide, at its sole discretion, on the distribution of dividends of a maximum amount of EUR 0.10 per share from retained earnings. If the conditions for dividend distribution are met, the Board of Directors is entitled, based on the authorization, to decide on the amount of the dividend within the limit of the above maximum amount, the dividend record date, the dividend payment date, and other required measures. The company will announce the possible dividend distribution decision by the Board of Directors separately and announce the applicable dividend record date and dividend payment date at the same time. The dividend to be distributed based on the resolution of the Board of Directors will be paid to shareholders who are, on the record date of the dividend payment, recorded in the shareholders' register of the company held by Euroclear Finland Oy. The authorization will be valid until September 30, 2022 (including September 30, 2022).

The Annual General Meeting decided to appoint six members to the Board of Directors. Aarne Aktan, Markku Pietilä Panu Porkka and Katarina Segerstahl were re-elected and Anni Sarvaranta and Mika Sutinen were elected as new members of the Board of Directors for the term expiring at the end of the Annual General Meeting of 2023.

The Annual General Meeting decided that a monthly remuneration of 5,000 euros will be paid to the Chairman of the Board of Directors and 2,500 euros will be paid to other members of the Board of Directors. In addition, a remuneration of 500 euros per meeting will be paid to the Chairman of the Board of Directors and to other members of the Board of Directors.

The Annual General Meeting decided that one audit firm is elected as the auditor of the company and that audit firm KPMG Oy Ab is re-elected as the auditor of the company. KPMG Oy Ab has informed that Petri Sammalisto, Authorised Public Accountant, is the auditor with principal responsibility. The auditor's fees will be paid against a reasonable invoice approved by the company.

The Annual General Meeting accepted Solteq Plc's Remuneration Report for Governing Bodies. The resolution on the Remuneration Report is advisory.

The Annual General Meeting authorized the Board of Directors to decide on share issue, carried out with or without payment and on issuing share options, and other special rights referred to in Chapter 10, Section 1 of the Finnish Companies Act as follows:

The maximum total amount of shares or other rights is 3,000,000. The authorization includes the right to give new shares and special rights or convey the company's own shares. The authorization includes the right to deviate from the shareholders' pre-emptive right of subscription if there is a weighty financial reason for the company, e.g., to improve the capital structure, to execute of business acquisitions and other business improvement arrangements. The authorization cannot be used to implement the company's incentive schemes. The authorization includes the right for the Board of Directors to decide on the other terms concerning the share issue and the granting of special rights, including the subscription price and payment of the subscription price in cash or in whole or in part by other means (subscription in kind) or by using a claim on the subscriber to offset the subscription price and to record it in the company's balance sheet. The authorization is effective until the next annual general meeting, however, no longer than until April 30, 2023 (April 30, 2023 included).

The Annual General Meeting authorized the Board of Directors to decide on share issue, carried out with or without payment and on issuing share options, and other special rights referred to in Chapter 10, Section 1 of the Finnish Companies Act as part of the implementation of the company's incentive schemes as follows:

The maximum total amount of shares or other rights is 1,000,000. The authorization includes the right to give new shares and special rights or convey the company's own shares. The authorization includes the right to deviate from the shareholders' pre-emptive right of subscription as part of the implementation of the company's incentive schemes, in which case there is a weighty financial reason for the company. The authorization includes the right for the Board of Directors to decide on the other terms concerning the share issue and the granting of special rights, including the subscription price and payment of the subscription price in cash or by using a claim on the subscriber to offset the subscription price and to record it in the company's balance sheet. The authorization is effective until the next annual general meeting, however, no longer than until April 30, 2023 (April 30, 2023 included).

The Annual General Meeting authorized the Board of Directors to decide on repurchasing of the company's own shares as follows:

On the basis of the authorization the number of own shares to be repurchased shall not exceed 500,000 shares. Shares may be repurchased in one or more lots. The Company may use only unrestricted equity to repurchase own shares. Repurchase of own shares may be made otherwise than in proportion to the share ownership of the shareholders (directed repurchase). The purchase price shall be at least the lowest price paid for the company's shares in regulated trading at the time of purchase and no more than the highest price paid for Company shares in regulated trading at the time of purchase. Own shares can be purchased to be used to improve the capital structure of the company, to execute of business acquisitions and other business improvement arrangements or as a part of the implementation the company's incentive schemes. The authorization is effective until the next annual general meeting, however, no longer than until April 30, 2023 (April 30, 2023 included).

In addition, the Annual General Meeting authorized the Board of Directors to decide on accepting the company's own shares as pledge as follows:

The Board of Directors is authorized to decide on accepting the company's own shares as pledge (directed) regarding business acquisitions or when executing other business arrangements. Accepting pledge may occur at once or in multiple transactions. The number of own shares to be

accepted as pledge shall not exceed 2,000,000 shares. The authorization includes that the Board of Directors may decide on all other terms concerning the accepting as pledge. The authorization is effective until the next Annual General Meeting, however, no longer than until April 30, 2023 (April 30, 2023 included).

## DECISIONS OF THE BOARD MEETING HELD AFTER THE ANNUAL GENERAL MEETING

In the Board meeting, held after the Annual General Meeting, Markku Pietilä was elected as the Chairman of the Board.

In addition, the Board of Directors elected Arne Aktan, Markku Pietilä and Katarina Segerståhl as the members of the Audit Committee. Arne Aktan acts as the Chairman of the Audit Committee.

## SOLTEQ PLC

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### **Solteq in brief**

Solteq is a provider of IT services and software solutions specializing in the digitalization of business and industry-specific software. The key sectors in which the company has long-term experience are retail, manufacturing, utilities, and services. The company employs over 650 professionals with offices in Finland, Sweden, Norway, Denmark, Poland and the UK, with a customer base throughout Europe.