



# INVITATION TO THE ANNUAL GENERAL MEETING OF NORRHYDRO GROUP PLC

23.2.2024 09:00:00 EET | Norrhydro Group Oyj | Company Announcement

**Norrhydro Group Plc - Company announcement - Notice to convene annual general meeting 23 February 2024 at 09.00 a.m.**

The shareholders of Norrhydro Group Plc (hereinafter referred to as "the Company") are invited to attend the Annual General Meeting to be held on Tuesday, 26 March 2024 at 10:00 a.m. at the Company's headquarters at Ratavirtijankatu 2, 96100 Rovaniemi, Finland. Reception of those who have registered for the Meeting will begin at 9:30 a.m.

The shareholders of Norrhydro Group Plc representing in total more than 50 per cent of the registered shares of the Company have informed the Company that they support the proposals presented in the Notice of the Annual General Meeting.

## **A. MATTERS TO BE DISCUSSED AT THE ANNUAL GENERAL MEETING**

**The following matters will be discussed at the Annual General Meeting:**

- 1. Opening of the Meeting**
- 2. Organisation of the Meeting**
- 3. Election of the scrutinisers of the minutes and the vote counting officials**
- 4. Verification of the legality of the Meeting**
- 5. Identification of those present and confirmation of the list of votes**
- 6. Presentation of the financial statements, consolidated financial statements, the Board of Directors' report and auditor's report for 2023**
  - Presentation of the CEO's review.
  - The Company's annual report, which includes the Company's financial statements, consolidated financial statements, the Board of Directors' report and the auditor's report, will be available as of 29 February 2024 on the Company's website <https://www.norrhydro.com/en/investors-reports-and-presentations>
- 7. Approval of the financial statements and consolidated financial statements**
- 8. Use of the profit shown on the balance sheet and deciding on the distribution of assets**

The parent company's distributable equity amounted to EUR 10,419,527.81 per 31 December 2023, of which the loss for the financial period was EUR -148,189.11.

#### *Board of Directors' primary proposal for a decision*

The Board of Directors proposes that the loss for the financial period be added to the retained earnings and that no dividend be distributed.

### **9. Deciding on the discharge from liability of the members of the Board of Directors and the CEO**

### **10. Deciding on the remuneration of the members of the Board of Directors**

The Board of Directors proposes that remuneration be paid to the members of the Board of Directors until the end of the next Annual General Meeting as follows:

- (i) A member of the Board of Directors who does not work for Norrhydro Group Plc or a company belonging to its group will be paid a fee of EUR 1,600 per month, regardless of the number of meetings, and is compensated for reasonable expenses and travel expenses incurred in connection with the meetings in accordance with the Group's travel instructions.
- (ii) Remuneration will not be paid to a member of the Board of Directors who works for Norrhydro Group Plc or a company belonging to its group, but they will be compensated for reasonable expenses and travel expenses that are incurred in connection with the meetings in accordance with the Group's travel instructions.
- (iii) The Chair of the Board of Directors who does not work for Norrhydro Group Plc or a company belonging to its group will be paid a fee of EUR 10,000 per month, regardless of the number of meetings, and is compensated for reasonable expenses and travel expenses incurred in connection with the meetings in accordance with the Group's travel instructions.

### **11. Deciding on the number of members of the Board of Directors**

The Board of Directors proposes that five (5) members be elected to the Board of Directors.

### **12. Electing the members of the Board of Directors**

The Board of Directors proposes that the current members of the Board of Directors Yrjö Trög, Asko Myllymäki, Tapio Lehti, Hanna-Maria Heikkinen and Pekka Helle be re-elected to the Board of Directors.

More information on the Board of Directors' nominees and their independence is available on the Company's website <https://www.norrhydro.com/en/investors-AGM>

All nominees have given their consent to the nomination.

### **13. Deciding on the remuneration of the auditor**

The Board of Directors proposes that remuneration be paid to the auditor according to a reasonable invoice approved by the Company.

### **14. Electing the auditor**

The Board of Directors will make a proposal of the Auditor in the Annual General Meeting at the latest. The term of office of the auditor lasts until the end of the Annual General Meeting following the election.

### **15. Authorization for the Board of Directors to decide on the issuance of shares and option rights and other special rights entitling to shares**

The Annual General Meeting proposes that the Board of Directors be authorized to decide on the share issue and the issue of option rights and other special rights entitling to shares referred to in chapter 10, section 1 of the Limited Liability Companies Act in one or more instalments, so that a maximum of 2,000,000 new shares or shares held by the Company may be issued on the basis of the authorization.

The maximum number of shares covered by the authorization corresponds to approximately 18.04 % of all shares in the Company, calculated on the basis of the situation on the date of the Notice of the Annual General Meeting.

On the basis of the authorization, the Board of Directors may also decide on a directed share issue, i.e. in deviation from the shareholders' pre-emptive subscription rights. The Board of Directors may decide on the issue of shares either without payment or against payment and on all other terms and conditions of the share issue.

The Board of Directors may use the authorization for the implementation of corporate transactions or other arrangements related to the Company's business, for the implementation of the personnel incentive scheme or for other purposes decided by the Board of Directors.

The authorization is valid until the next Annual General Meeting, but not later than 30 June 2025.

## **16. Closing of the Meeting**

### **B. ANNUAL GENERAL MEETING DOCUMENTS**

The proposals for resolutions on the agenda of the Annual General Meeting and this Notice are available on the Company's website <https://www.norrhydro.com/en/investors-AGM>. Norrhydro Group Plc's Annual report, which includes the financial statements, consolidated financial statements, the Board of Directors' report and the Auditor's report, will also be available on these websites no later than 29 February 2024. The proposals for resolutions and other aforementioned documents are also available for inspection at the Annual General Meeting.

The minutes of the Annual General Meeting will be available on the Company's website no later than on Tuesday, 9 April 2024.

### **C. INSTRUCTIONS FOR THE MEETING PARTICIPANTS**

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

Each shareholder, who on the record date of the Annual General Meeting on 14 March 2024, has been registered in the shareholders' register of the Company maintained by Euroclear Finland Oy, has the right to participate in the Annual General Meeting. A shareholder whose shares are registered in their Finnish book-entry account, is automatically registered in the shareholders' register of the Company.

Registration for the Annual General Meeting will commence on 1 March 2024 at 8:00 a.m. A shareholder registered in the shareholders' register of the Company, who wishes to participate in the Annual General Meeting, must register for the Meeting by 21 March 2024 at 10:00 a.m., at the latest, by which time the registration must be received. You can register to attend the Annual General Meeting:

- by sending email to [yk@norrhydro.com](mailto:yk@norrhydro.com).

Changes in shareholding after the record date of the Annual General Meeting do not affect the right to participate in the Annual General Meeting or the shareholder's voting rights.

In connection with the registration, the required information, such as the shareholder's name, social security number or business ID, address, telephone number and email address, the name of a possible assistant and the name of a possible proxy representative and the proxy representative's social security number, must be reported. Personal data provided by shareholders to Norrhydro Group Plc will only be used for processing the Annual General Meeting registrations and other related registrations.

The shareholder or their appointed representative or proxy representative must be able to provide proof of their identification and/or representation rights at the venue of the Annual General Meeting.

#### **2. Holders of nominee-registered shares**

Holders of nominee-registered shares are entitled to attend the Annual General Meeting based on the shares that would entitle them to be entered in the shareholders' register maintained by Euroclear Finland Oy on the Annual General Meeting's record date, 14 March 2024. In addition, participation in the Annual General Meeting requires that such shareholders are, based on these shares, temporarily entered in the shareholders' register maintained by Euroclear Finland Oy no later than 21 March 2024 at 10:00 a.m. For nominee-registered shares, this will be considered as a registration to

participate in the Annual General Meeting. Changes in shareholding after the record date of the Annual General Meeting do not affect the right to participate in the Annual General Meeting or the shareholder's voting rights.

Holders of nominee-registered shares are advised to consult their fund manager well in advance for instructions on being entered temporarily in the shareholders' register, giving proxies and voting instructions and registration for the Annual General Meeting. The account operator of the fund manager must report the holder of a nominee-registered share, who wishes to attend the Annual General Meeting of the Company, to be entered in the shareholders' register of the Company on a temporary basis by the aforementioned date at the latest. Further information is also available on the Company's website <https://www.norrhydro.com/en/investors-AGM>.

### **3. Proxy representatives and proxy documents**

Shareholders may attend the Annual General Meeting and exercise their rights at the Meeting through proxy representatives. The proxy representative of a shareholder must present a dated proxy document or provide other reliable proof that they are entitled to represent the shareholder at the Annual General Meeting. Should a shareholder attend the Annual General Meeting via more than one proxy representative representing this shareholder's shares held in different securities accounts, the shares by virtue of which each proxy representative is representing the shareholder must be specified in connection with the registration.

Please deliver any proxy documents by email to [yk@norrhydro.com](mailto:yk@norrhydro.com) before the end of the registration period. In addition to submitting proxies, the shareholder or their representative must ensure that they register for the Annual General Meeting in the manner described above in this Notice.

### **4. Other instructions/information**

The language of the Meeting is Finnish.

A shareholder present at the Annual General Meeting has the right to request information about the matters to be discussed at the Annual General Meeting in accordance with chapter 5, section 25 of the Limited Liability Companies Act.

On the date of the Notice of the Meeting, 23 February 2024, Norrhydro Group Plc has a total of 11.086.119 shares representing an equal number of votes. On the date of the Notice of the Annual General Meeting, the Company holds through subsidiaries a total of 57,000 of its own shares, which cannot be used to exercise voting rights at the Annual General Meeting.

In Rovaniemi, 23 February 2024

### **NORRHYDRO GROUP PLC**

Board of Directors

### **Contacts**

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### **About Norrhydro Group Oyj**

#### **Norrhydro Group Plc in brief**

Norrhydro, founded in 1985, is a Finnish forerunner in motion control and a provider of energy-efficient hydraulic cylinders and system suppliers specialising in high-quality, customised and energy-efficient hydraulic cylinders and demanding linear motion control systems and mobile equipment. The company has more almost 40 years of experience in developing and manufacturing customised hydraulic cylinders and liners motion control systems for the most demanding conditions and environments. In 2023, the company generated revenues of EUR 30.4 million, EBITDA of EUR 2.3 million (adjusted) and operating profit of EUR -0,2 million.

### **Attachments**

- [Download announcement as PDF.pdf](#)