

# Solteq Plc: Decisions of the Annual General Meeting 2024 and the Board of Directors' organizing meeting

Stock Exchange Bulletin  
Decisions of the general meeting  
March 27, 2024, at 2:00 p.m.

The Annual General Meeting of Solteq Plc was held today, 27 March 2024 without a meeting venue via real-time remote access. The Annual General Meeting supported all proposals made by the Board of Directors and Shareholders' Nomination Committee to the Annual General Meeting and adopted the following resolutions:

## **Financial statements, discharge of liability, and dividend distribution**

The Annual General Meeting adopted the financial statements for the financial year 1 January–31 December 2023 and discharged the CEO and members of the Board of Directors who were active during the financial year from liability.

In accordance with the proposal of the Board of Directors, it was resolved that no dividend is distributed for the financial year that ended on 31 December 2023.

## **Electing a Board of Directors and their remuneration**

The Annual General Meeting resolved that 7 members were elected to the Board of Directors. The Annual General Meeting resolved to elect the following members of the Board of Directors according to proposal of the Shareholders' Nomination Committee of Solteq Plc: Markku Pietilä, Katarina Cantell, Panu Porkka, Anni Sarvaranta, Mika Sutinen, Esko Mertsalmi and Lotta Airas.

It was resolved that a monthly remuneration of EUR 5,000 will be paid to the Chairman of the Board and EUR 2,500 to the other Board members. In addition, the Chairman and other members will be paid a meeting fee of EUR 500 for each meeting of the Board and Board committee. In addition, Board members will be reimbursed for ordinary and reasonable expenses resulting from Board work against an invoice.

## **Auditor**

The Annual General Meeting elected audit firm PricewaterhouseCoopers Oy as the auditor of the company, and it will also carry out the assurance of the Company's sustainability reporting for the financial year 2024. PricewaterhouseCoopers Oy has informed that Tiina Puukkoniemi, Authorised Public Accountant (KHT), Authorised Sustainability Auditor (KRT), is the auditor with principal responsibility, and she would also act as the responsible sustainability reporting assurance provider.

The auditor is remunerated according to a reasonable invoice approved by the company.

## **Remuneration report and remuneration policy for governing bodies**

The Annual General Meeting adopted the remuneration report of the company's governing bodies for year 2023 and approved the amended remuneration policy for governing bodies.

### **Amendment of the Articles of Association**

The Annual General Meeting approved the proposal of the Board of Directors to amend Articles 1 and 11 of the Articles of Association so that the domicile of the company is Espoo and that a general meeting of shareholders can be held in addition to the domicile of the company in Helsinki or Vantaa.

### **Authorizing the Board of Directors to decide on the issuance of shares, option rights, and other special rights entitling to shares**

The Annual General Meeting authorized the Board of Directors to decide on a 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 Limited Liability Companies Act as follows:

The maximum total number of shares or other rights issued under the authorization is 2,000,000. The authorization includes the right to issue new shares and special rights or convey treasury shares. The new shares and rights can be issued and treasury shares conveyed in a directed share issue deviating 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 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 all other terms concerning the share issue and granting 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 the subscriber's receivable to offset the subscription price and record it in the company's balance sheet.

The authorization is effective until the next Annual General Meeting, however, no longer than 30 April 2025. This authorization cancels the corresponding decision made by the Annual General Meeting 2023.

### **Authorizing the Board of Directors to decide on repurchasing the company's own shares**

The Annual General Meeting authorized the Board of Directors to decide on repurchasing the company's own shares as follows: The number of own shares to be repurchased based on the authorization cannot exceed 500,000. Shares may be repurchased in one or more lots. The Company may use only unrestricted equity to repurchase its own shares.

Own shares may be repurchased 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 at most 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 business acquisitions and other business development arrangements, or as a part of the implementation of the company's incentive schemes.

The authorization is effective until the next Annual General Meeting, however, no longer than 30 April 2025. This authorization cancels the corresponding decision made by the Annual General Meeting 2023.

### **Authorizing the Board of Directors to decide on accepting the company's own shares as pledge**

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) in connection with business acquisitions or when executing other business arrangements. The pledge may occur in one or several transactions. The number of own shares accepted as pledge cannot exceed 2,000,000. The Board of Directors decides on other terms concerning the pledge.

The authorization is effective until the next Annual General Meeting, however, no longer than 30 April 2025. This authorization cancels the corresponding decision made by the Annual General Meeting 2023.

### **Minutes**

The minutes of the Annual General Meeting will be available by 10 April 2024 at the latest at [www.solteq.com/generalmeeting](http://www.solteq.com/generalmeeting).

### **Decisions of the Board of Directors' organizing meeting**

In its organizing meeting after the Annual General Meeting, the Board of Directors elected Markku Pietilä as its chairman.

Mika Sutinen and Katarina Cantell ja Markku Pietilä were elected as members of the Audit Committee. Mika Sutinen acts as the Chairman of the Audit Committee.

SOLTEQ PLC

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### **Solteq in brief**

Solteq is a Nordic software solution and expert service provider specializing in retail and energy sectors and needs related to e-commerce. The company employs nearly 500 professionals and has offices in Finland, Sweden, Norway, Denmark, Poland, and the UK.