



## SkartaNYAB Plc: Notice to the Annual General Meeting

12.4.2022 16:00:00 EEST | SkartaNYAB Oyj | Company Announcement

### SkartaNYAB Plc

COMPANY ANNOUNCEMENT

12.04.2022 at 16:00

## SkartaNYAB Plc: Notice to the Annual General Meeting

Shareholders of SkartaNYAB Plc (Business ID: 2393685-6) are hereby summoned to the Annual General Meeting that will be held on Tuesday, **3 May 2022, at 11:00 am. The location of the meeting will be Villa Hannala, Kahvelitie 1, Oulu.** The reception of persons who have registered for the meeting, as well as the distribution of voting tickets, will be started at 10:45 am. The meeting will be held in Finnish.

### A. MATTERS ON THE AGENDA OF THE ANNUAL GENERAL MEETING

The following matters will be on the agenda of the Annual General Meeting:

**1. Opening of the meeting**

**2. Calling the meeting to order**

**3. Election of persons to scrutinize the minutes and to supervise the counting of votes**

**4. Recording the legality of the meeting**

**5. Recording the attendance and the list of votes**

**6. Presenting the financial statements, consolidated financial statements, Board of Directors' report, and the auditor's report for the year 2021**

**7. Adoption of the financial statements and the consolidated financial statements**

**8. Resolution on the use of profits shown on the balance sheet and the payment of dividends**

The Board of Directors proposes to the Annual General Meeting that no dividends will be paid based on the balance sheet that has been adopted for the financial period that ended on 31 December 2021.

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

**10. Resolution on the remuneration of the members of the Board of Directors**

Shareholders, who altogether represent more than 50 percent of the shares and votes in the company, have provided in advance a proposition, according to which the following remuneration will be paid to the members of the Board of Directors until the close of the following Annual General Meeting:

- To a member of the Board of Directors, who does not work for SkartaNYAB Plc or a company belonging to the same group, 3000 euros per calendar month shall be paid as rewards, regardless of the number of meetings. In addition, reasonable costs and travelling expenses caused by the meetings shall be recompensed.
- To a Chairman of the Board of Directors, who does not work for SkartaNYAB Plc or a company belonging to the same group, 4500 euros per calendar month shall be paid as rewards, regardless of the number of meetings. In addition, reasonable costs and travelling expenses caused by the meetings shall be recompensed.
- To a member or Chairman of the Board of Directors, who works for SkartaNYAB Plc or a company belonging to the same group, no rewards shall be paid, but reasonable costs and travelling expenses caused by the meetings shall be recompensed.
- To a member and Chairman of the Board of directors, who does not work for SkartaNYAB Plc or a company belonging to the same group, a meeting fee of 500 euros shall also be paid for participating meetings of committees of the Board of Directors.

**11. Resolution on the number of members of the Board of Directors**

Shareholders, who altogether represent more than 50 percent of the shares and votes in the company, have provided in advance a proposition, according to which seven members shall be elected to the Board of Directors.

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

Shareholders, who altogether represent more than 50 percent of the shares and votes in the company, have provided in advance a proposition, according to which current members of the Board of Directors, Markku Kankaala, Johan K Nilsson, Jukka Juola, Johan Larsson, Mikael Ritola, Arne Simula, and Jari Suominen, shall be re-elected as members of the Board of Directors for a term that continues until the close of the following Annual General Meeting.

All the persons, who are proposed to be elected, have given their consent for the election.

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

The Board of Directors proposes to the Annual General Meeting that the reward to the auditor will be paid according to the invoice that the company has approved.

## **14. Election of the auditor**

The Board of Directors proposes to the Annual General Meeting that Authorized Public Accountant (KHT) Osmo Valovirta and audit firm Ernst & Young Oy, Authorized Public Accountant (KHT) Anders Forsström as the key audit partner, shall be re-elected to act as auditors of the company.

The auditors shall be elected for a term that continues until the close of the following Annual General Meeting. The proposed auditors have given their consent for the election.

## **15. Establishing a shareholders' nomination board**

The Board of Directors proposes to the Annual General Meeting that the meeting shall decide to establish a shareholders' nomination board that has a responsibility of preparing proposals related to the members and remuneration of the Board of Directors to the Annual General Meeting and, if needed, to the Extraordinary General Meeting. The Board of Directors also proposes that the Annual General Meeting validates the charter of the shareholders' nomination board that is attached to this invitation and is also available at the company website [www.skartanyab.com](http://www.skartanyab.com).

The Board of Directors proposes that the nomination board consists of three members, of which three largest shareholders of the company are each entitled to appoint one. The largest shareholders, who are entitled to appoint a member to the nomination board, are defined based on which shareholders represent the largest number of votes on the last business day of each August.

The nomination board shall operate until a general meeting decides otherwise. Term of the members of the nomination board shall end annually, as a new nomination board is nominated. Members of the nomination board shall not receive fees from the membership of the nomination board.

## **16. Closing of the meeting**

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

The aforementioned proposals for the decisions on the agenda of the Annual General Meeting and this notice are available on SkartaNYAB Plc's website at [www.skartanyab.com](http://www.skartanyab.com). SkartaNYAB Plc's financial statements, consolidated financial statements, report of activities and the auditor's report are also available at [www.skartanyab.com](http://www.skartanyab.com). The proposals for the decisions and other documents mentioned above will also be available at the Annual General Meeting, and a copy of them and this notice will be sent to shareholders on request. The Minutes of the Annual General Meeting will be available at [www.skartanyab.com](http://www.skartanyab.com) no later than 17 May 2022 (only in Finnish).

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

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

A shareholder, who is registered in the shareholders' register of the company maintained by Euroclear Finland Ltd on 21 April 2022, is entitled to attend the Annual General Meeting. A shareholder, whose shares have been recorded in their personal Finnish book-entry account, is registered in the shareholders' register of the company.

A shareholder, who is registered in the shareholders' register of the company and wishes to attend the Annual General Meeting, shall register no later than on 28 April 2022, when the registration has to be available in the company. The registration can be made by e-mail to Marko Peltonen, Director of Investor Relations at SkartaNYAB Plc, address [marko.peltonen@skartanyab.com](mailto:marko.peltonen@skartanyab.com).

In connection with the registration, a shareholder shall notify their name, personal identification number or business ID, address, telephone number and e-mail address, as well as the name and personal identification number of a possible assistant or representative. The personal information, that the shareholders disclose to SkartaNYAB Plc, will be used only in connection with the Annual General Meeting and processing the necessary registrations relating to the meeting.

The shareholder or their representative must be capable of proving their identity and/or right of representation at the location of the meeting.

## **2. Holder of a nominee-registered share**

A holder of nominee-registered shares has a right to attend the Annual General Meeting by virtue of such shares, based on which they would be entitled to be registered in the shareholders' register of the company held by Euroclear Finland Ltd on 21 April 2022. The right to participate in the meeting requires, in addition, that the shareholder on the basis of these shares has been temporarily registered into the shareholders' register held by Euroclear Finland Ltd at the latest by 28 April 2022, at 10:00 am. As regards nominee-registered shares, this constitutes due registration for the Annual General Meeting.

A holder of a nominee-registered shares is advised to request well in advance necessary instructions regarding the registration for the temporary shareholders' register, the issuing of proxy documents, and registration for the Annual General Meeting from their custodian bank. The account manager of the custodian bank shall register a holder of nominee-registered shares, who wants to participate in the Annual General Meeting, temporarily into the shareholders' register of the company at the latest by the time stated above.

## **3. Proxy representative and powers of attorney**

A shareholder may participate in the Annual General Meeting and exercise their rights by way of proxy representation. Any proxy representative will be required to present a dated proxy document or otherwise in a reliable manner demonstrate their right to represent a shareholder. In case a shareholder participates in the Annual General Meeting by means of multiple proxy representatives representing the shareholder with shares at different securities accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the Annual General Meeting.

Possible powers of attorney are asked to be delivered in original to the address: SkartaNYAB Plc, Pakkahuoneenkatu 18 B 35, 90100 Oulu, before the end of the registration period.

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

A shareholder, who is present at the Annual General Meeting, has the right to present questions with respect to matters to be considered at the meeting, as defined in Chapter 5, Section 25, of the Finnish Act on Limited Liability Companies.

On the date of this notice to the Annual General Meeting, 12 April 2022, SkartaNYAB Plc has a total of 702 641 888 shares that represent an equal number of votes.

## **Contacts**

- Markku Kankaala, Chairman of the Board, SkartaNYAB Oyj, +358 (0)40 068 5719, [markku.kankaala@skartanyab.com](mailto:markku.kankaala@skartanyab.com)

## **About SkartaNYAB Oyj**

SkartaNYAB is a builder of a clean future with decades of experience in complex and demanding projects. Our strategy is based on a strong competence and expertise in specialized construction, and we aim at expanding our activities in the value chain of wind power, solar energy and hydrogen solutions towards the development, construction and ownership of overall projects in clean energy, where we see excellent growth potential. SkartaNYAB is headquartered in Oulu and it has more than 300 employees at different locations in Finland and Sweden.

SkartaNYAB Plc's Certified Adviser is Augment Partners AB, [info@augment.se](mailto:info@augment.se), phone +46 8 604 22 55.

## Attachments

- [Download announcement as PDF.pdf](#)
- [Charter of the Nomination Board.pdf](#)