



SkartaNYAB Plc: Notice to an Extraordinary General Meeting

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SkartaNYAB Plc

COMPANY ANNOUNCEMENT

31 October 2022 at 12:15

SkartaNYAB Plc: Notice to an Extraordinary General Meeting

Shareholders of SkartaNYAB Plc (Business ID: 2393685-6) are hereby summoned to an Extraordinary General Meeting that will be held on Tuesday, **22 November 2022, at 10:00**. The location of the meeting will be **Studio K Room at Klaus K Hotel, Bulevardi 2-4, Helsinki**.

A. MATTERS ON THE AGENDA OF THE EXTRAORDINARY GENERAL MEETING

The following matters will be on the agenda of the Extraordinary 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. Amendment of the articles of association**

The Board of Directors proposes to the Extraordinary General Meeting that following amendments will be done to the articles of association of the Company:

- Section 1 of the Articles of Association is amended to read as follows:

The Company's name is NYAB Oyj, in Swedish NYAB Abp, and in English NYAB Plc.

- Section 3 of the Articles of Association is amended to read as follows:

The Company's field of activity is to offer services regarding construction, maintenance, engineering, and the development of energy and construction projects. The Company may carry out its activities through its subsidiaries. Additionally, the Company may engage in securities trading and investments, ownership, sale, and rental of real estate and energy production.

- Section 4 of the Articles of Association is amended to read as follows:

The Company has a Board of Directors consisting of a minimum of three and a maximum of nine ordinary members whose term of office expires at the end of the first Annual General Meeting following the election.

- Section 9 of the Articles of Association is amended to read as follows:

General Meeting may be held in Helsinki, in Oulu, or as a remote meeting without a physical venue so that all participants of the General Meeting participate using a remote connection and technical means. Shareholders participating in a remote meeting may exercise all their rights in a way that corresponds to participating in a physical venue. The Board of Directors may also decide that a General Meeting that is held in a physical venue may be participated so that a shareholder exercises their decision-making powers by using a remote connection and technical means.

The Annual General Meeting must be held annually on a date determined by the Board of Directors within six months of the end of the financial period. At the Annual General Meeting, the following shall be presented:

- 1. the annual accounts and the annual report;*
- 2. the audit report;*

the following things must be decided on:

1. the confirmation of the financial statements, including the confirmation of the consolidated financial statements;
2. the use of the profit shown in the confirmed balance sheet;
3. the discharge from liability for the members of the Board of Directors and the Managing Director;
4. the number and remuneration of the Members of the Board and auditors; and

the following positions must be selected:

1. members of the Board of Directors; and
2. auditor(s).

The Board of Directors proposes that the amendments will enter into force on 14 December 2022.

7. Supplementing the Board of Directors

Shareholders' Nomination Board has submitted a proposal for the Extraordinary General Meeting, according to which the Board of Directors elected in the Annual General Meeting on 3 May 2022 would be supplemented as follows:

1. the number of members of the Board of Directors would be decided to be eight; and
2. Lars-Eric Aaro would be elected to the Board of Directors as a new member in addition to the current members until the close of the following Annual General Meeting

Lars-Eric Aaro is a mining engineer (M.Sc.) from Luleå Technical University and holds an Honorary Doctorate in Engineering Science. He was President & CEO at LKAB between 2009-2015 and Executive Vice President & Head of Corporate Sales at AFRY between 2015-2018. Previously he has also worked at Boliden and Outokumpu, among other companies. Currently he has several board and advisory positions in various companies, as well as an extensive business network.

Shareholders' Nomination Board sees that Lars-Eric Aaro's long management experience in major industrial companies, as well as his expertise and network in SkartaNYAB's essential market area in Northern Sweden, would be a valuable addition to SkartaNYAB's competences. Therefore, his election as a Board member would significantly contribute to the development of SkartaNYAB's business operations and expand its business opportunities in the market.

The change in the Board of Directors is proposed to come into force, as the amendments to the Articles of Association decided in item 6 have been registered in the trade register.

8. Closing of the meeting

B. DOCUMENTS FOR THE EXTRAORDINARY GENERAL MEETING

The aforementioned proposals for the decisions on the agenda of the Extraordinary General Meeting and this notice are available on SkartaNYAB Plc's website at www.skartanyab.com. The proposals for the decisions and other documents mentioned above will also be available at the Extraordinary General Meeting, and a copy of them and this notice will be sent to shareholders on request. The Minutes of the Extraordinary General Meeting will be available at www.skartanyab.com no later than 6 December 2022.

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 10 November 2022, is entitled to attend the Extraordinary 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 Extraordinary General Meeting, shall register no later than on 17 November 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.

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 Extraordinary 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 Extraordinary 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 10 November 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 17 November 2022, at 10:00 am. As regards nominee-registered shares, this constitutes due registration for the Extraordinary 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 Extraordinary 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 Extraordinary 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 Extraordinary 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 Extraordinary 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 Extraordinary General Meeting.

Possible powers of attorney are asked to be delivered in original to the address: SkartaNYAB Plc, Kauppurienkatu 7, 90100 Oulu, before the end of the registration period.

4. Other instructions/information

A shareholder, who is present at the Extraordinary 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 Extraordinary General Meeting, 31 October 2022, SkartaNYAB Plc has a total of 706 658 238 shares that represent an equal number of votes.

Contacts

- Investor Relations, SkartaNYAB Oyj, ir@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, phone +46 8 604 22 55.

Attachments

- [Download announcement as PDF](#)