

Sievi Capital Plc

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## **Decisions of Sievi Capital's Annual General Meeting and the constitutive meeting of the Board of Directors**

Sievi Capital Plc's Annual General Meeting was held on 29 April 2021 in Helsinki. In order to prevent the spread of the COVID-19 pandemic, the Annual General Meeting was held without shareholders' and their proxy representatives' presence at the meeting venue. The shareholders of the company participated in the meeting and exercised their shareholder's rights by voting in advance. A total of 20 shareholders were represented in the meeting, representing approximately 14.7 million shares and votes of the company. The Annual General Meeting supported all the proposals contained in the Notice of the Annual General Meeting. The General Meeting adopted the financial statements for the financial period 2020, discharged the members of the Board of Directors and the CEO from liability for the financial period 2020, and adopted, through an advisory resolution, the company's Governing Bodies' Remuneration Report for the year 2020.

### **Payment of dividend**

The General Meeting decided that a dividend of EUR 0.04 per share be paid for the financial period ended on 31 December 2020. The dividend shall be paid to a shareholder who is registered in the shareholder register of the company maintained by Euroclear Finland Oy on the dividend record date of 3 May 2021. The dividend will be paid on 14 May 2021.

### **Remuneration of the members of the Board of Directors**

The General Meeting decided that the Chairman of the Board of Directors be paid as remuneration EUR 3,550 per month and each member of the Board of Directors EUR 2,300 per month. The travel expenses of the members of the Board of Directors are compensated in accordance with the company's Travel Policy. Earnings-related pension insurance contributions are paid voluntarily for the paid remuneration.

Simon Hallqvist has indicated that he will abstain from receiving the remuneration of a member of the Board of Directors.

### **Composition of the Board of Directors**

The General Meeting confirmed the number of members of the Board of Directors at five (5). Current members Kati Kivimäki and Taru Narvanmaa were re-elected to the Board of Directors until the end of the Annual General Meeting of 2022, and Lennart Simonsen, Juha Karttunen and Simon Hallqvist were elected as new members of the Board of Directors for the same term.

### **Election of the auditor**

The General Meeting elected KPMG Oy Ab, Authorised Public Accountant firm, as the company's auditor. KPMG Oy Ab has notified that Esa Kailiala, APA, will act as the principal auditor for the company. The General Meeting decided that the remuneration of the auditor shall be paid according to the auditor's reasonable invoice approved by the company.

### **Authorising the Board of Directors to decide on the issuance of shares and special rights entitling to shares**

As proposed by the Board of Directors, the General Meeting authorised the Board of Directors to decide on the issuance of shares and/or the granting of special rights entitling to shares as referred to in Chapter 10, Section 1 of the Finnish Limited Liability Companies Act, in one or several instalments. The total number of shares to be issued under the authorisation may be at the most 11,400,000 shares, and the authorisation concerns both the issuance of new shares as well as the conveyance of shares held by the company. The authorisation may be used to finance or carry out

possible acquisitions or other arrangements or investments related to the company's business, to implement the company's incentive scheme, or for other purposes decided by the Board of Directors. The Board of Directors decides on all terms and conditions of a share issue and the issuance of special rights referred to in Chapter 10, Section 1 of the Finnish Limited Liability Companies Act, and the authorisation therefore includes the right of the Board of Directors to deviate from the shareholders' pre-emptive subscription right (directed issue), the right to issue shares against consideration or without payment, and the right to decide on a free issuance of shares to the company itself.

The authorisation is effective until 30 June 2022, and it cancels the corresponding authorisation given to the Board of Directors by the Extraordinary General Meeting on 29 January 2020.

### **Authorising the Board of Directors to decide on the repurchase of the company's own shares**

As proposed by the Board of Directors, the General Meeting authorised the Board of Directors to decide to repurchase a maximum of 5,700,000 shares in the company in one or several instalments by using funds in the company's unrestricted equity, however, taking into account the provisions of the Finnish Limited Liability Companies Act concerning the maximum number of own shares held by the company. The company's own shares may be repurchased to be used as consideration in possible acquisitions or in other arrangements related to the company's business, to finance investments, as a part of the company's incentive scheme, to develop the company's capital structure as well as to be conveyed for other purposes, to be held by the company or to be cancelled. The authorisation also includes the right to pledge the company's own shares. The company's own shares may be repurchased in public trading organised by Nasdaq Helsinki Ltd otherwise than in proportion to the shareholdings of the shareholders, at the market price at the time of repurchase. The shares will be repurchased and paid in accordance with the rules of Nasdaq Helsinki Ltd and Euroclear Finland Oy. The Board of Directors decides in all other respects on the terms and conditions of the repurchase of own shares.

The authorisation is effective until 30 June 2022, and it cancels the corresponding authorisation given to the Board of Directors by the Extraordinary General Meeting on 29 January 2020.

### **Minutes of the General Meeting**

The minutes of the General Meeting will be available on the company's website on 13 May 2021, at the latest.

### **Decisions of the constitutive meeting of the Board of Directors**

In its constitutive meeting held after the Annual General Meeting, the Board of Directors elected Lennart Simonsen as its Chairman.

The Board of Directors considered all members of the Board of Directors to be independent of the company and of the significant shareholders of the company except for Simon Hallqvist, who is not independent of the company's shareholder Preato Capital AB.

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