



## **Notice to the Annual General Meeting of Fondia Plc**

Notice is given to the shareholders of Fondia Plc ("Fondia" or the "company") to the Annual General Meeting to be held on Wednesday, March 20, 2024, at 1.00 p.m. EET at Fondia's premises, Aleksanterinkatu 11, Helsinki, Finland. The reception of registrations and the distribution of ballot papers will begin at 12.00 p.m. EET.

Shareholders of Fondia can also exercise their voting rights by voting in advance.

### **A. Matters on the agenda of the Annual General Meeting**

The following matters are to be dealt with 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 at the meeting and adoption of the list of votes**
- 6. Presentation of the financial statements, the report of the Board of Directors and the Auditor's report for the financial year January 1, 2023 – December 31, 2023**
  - Presentation of the CEO's review

The financial statements include the balance sheet and the profit and loss account, the financial statement, and the notes for both the Group and the parent company. The financial statements, the report of the Board of Directors, and Auditor's report are available on the company's website [www.fondia.com/AGM2024](http://www.fondia.com/AGM2024).

- 7. Adoption of the financial statements**
- 8. Resolution on the use of the profit shown on the balance sheet and the distribution of dividend**

The Board of Directors proposes to the Annual General Meeting that, based on the financial statements for the financial period January 1, 2023–December 31, 2023, an actual dividend of EUR 0.32 and an additional dividend of EUR 0.20 per share to be paid for each share entitled to dividend from the parent company's distributable reserves. It is proposed to pay an additional dividend to mark the 20th anniversary of Fondia.

The Board of Directors proposes to pay the dividends for the financial year 2023 in two instalments as follows:

An actual dividend of EUR 0.32 per share will be paid to the shareholder who, on the record date for the payment of the dividend on March 22, 2024, is registered in the shareholders' register of the company maintained by Euroclear Finland Ltd. The Board of Directors proposes to pay the actual dividend on April 3, 2024. An additional dividend of EUR 0.20 per share will be paid to the shareholder, who on the record date for the payment of the dividend on September 20, 2024, is registered in the shareholders' register maintained by Euroclear Finland Ltd. The Board of Directors proposes to pay the additional dividend on September 27, 2024. The Board of Directors proposes that it be authorized, if necessary, to decide on a new record date and payment date for the second payment installment of the dividend, if the regulations or rules of the Finnish book-entry system change or otherwise require it.

The parent company's distributable funds at the end of the financial year were EUR 8,712,492.41, of which EUR 1,764,238.58 was profit for the financial year.

#### **9. Resolution on the discharge of Members of the Board of Directors and CEO from liability for the financial year January 1, 2023 – December 31, 2023**

#### **10. Consideration of the remuneration report for the governing bodies**

The Board of Directors proposes the Annual General Meeting to approve the remuneration report for governing bodies from financial year 2023. According to the Finnish Companies Act, the resolution is advisory. The remuneration report for governing bodies is available on the company's website [www.fondia.com/AGM2024](http://www.fondia.com/AGM2024).

#### **11. Consideration of the remuneration policy for the governing bodies**

The Board of Directors proposes the Annual General Meeting to approve the remuneration policy for governing bodies 2024. According to the Finnish Companies Act, the resolution is advisory. The remuneration policy for governing bodies is available on the company's website [www.fondia.com/AGM2024](http://www.fondia.com/AGM2024).

#### **12. Resolution on the remuneration of the members of the Board of Directors**

Shareholders representing in total more than 33% of all shares and votes represented by the shares, jointly propose to the Annual General Meeting that the following remuneration be paid to the Board of Directors to be chosen for the term beginning at the close of the Annual General Meeting on March 20, 2024, and ending at the close of the next Annual General Meeting following the election:

chairperson of the Board of Directors EUR 3,500 per month  
member of the Board of Directors each EUR 2,000 per month.

In addition, the shareholders in question propose that the travel expenses of the members of the Board of Directors shall be reimbursed in accordance with the maximum amount of the respective travel allowance base approved by the Tax Administration.

#### **13. Resolution on the number of the members of the Board of Directors**

Shareholders representing in total more than 33% of all shares and votes represented by the shares, jointly propose to the Annual General Meeting that six (6) members be elected to the Board of Directors.

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

Shareholders representing in total more than 33% of all shares and votes represented by the shares, jointly propose to the Annual General Meeting that the following persons be re-elected as members of the Board of Directors for a term beginning at the close of the Annual General Meeting on March 20, 2024, and ending at the close of the Annual General Meeting following the election:

Charlotte Darth  
Johan Hammarén  
Timo Lappi  
Katariina Lindholm  
Juha Sarsama

and as a new member:

Sami Honkonen

The above-mentioned nominees have given their consent to their election. Krista Siljander, who has been a member of the Board of Directors since 2022, has announced that she is no longer available for the next term of office.

According to the assessment of the proposing shareholders, all nominees are independent of the company and Charlotte Darth, Sami Honkonen, Katariina Lindholm and Juha Sarsama are independent of the major shareholders of the company.

The above-mentioned shareholders propose that in the Annual General Meeting the shareholders take a stand on the proposal for the election of the members of the Board of Directors as a whole. The proposing body has assessed the proposed composition of the Board of Directors as to its overall structure as well as to its individual nominees based on the requirements set forth in the Board's Diversity Policy and in the Corporate Governance Code. The proposing body believes that, in addition to the complementary excellence and experience of the individual Board nominees, the proposed Board as a whole, meets the requirements of both the Corporate Governance Code and the Board Diversity Policy.

All the proposed nominees for the Board of Directors are presented on the company's website [www.fondia.com/AGM2024](http://www.fondia.com/AGM2024).

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

The Board of Directors proposes to the Annual General Meeting that the remuneration to the auditor to be elected be paid in according to the auditor's reasonable invoice approved by the company.

#### **16. Election of the auditor**

The Board of Directors proposes to the Annual General Meeting that Grant Thornton Oy, Authorized Public Accountants, be appointed as the company's auditor. Grant Thornton Oy has notified that KHT Peter Åhman, Authorized Public Accountant, would act as the auditor with principal responsibility.

The auditor's term of office ends at the close of the next Annual General Meeting following the election.

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

The Board of Directors proposes that the Annual General Meeting authorises the Board of Directors to decide on the repurchase of company's own shares as follows:

The number of own shares to be repurchased on the basis of the authorisation shall not exceed 300,000 shares in total, which corresponds to approximately 7.6% of the current total number of the shares in the company. However, the company, together with its subsidiaries, may not own and/or pledge more than 10% of all shares in the company at any time. Own shares may only be repurchased on the basis of the authorisation by using the unrestricted equity of the company.

Own shares can be repurchased on the repurchase date at a price formed in multilateral trading or otherwise at a price formed in the market. Shares may also be repurchased outside public trading at a price that does not exceed the market price in public trading at the time of acquisition.

The Board of Directors decides how the shares are repurchased. Own shares may be repurchased other than in proportion to the shares held by the shareholders (directed repurchase) if there is a weighty financial reason for the company within the meaning of Chapter 15, Section 6 of the Companies Act.

Own shares may be repurchased for the purpose of developing the company's capital structure, for transfer for the purpose of financing or implementing possible acquisitions, investments or other arrangements relating to the company's business, for use in the company's incentive schemes or otherwise for further transfer, retention or annulment.

The authorisation annuls the authorisation given to the Board of Directors by the Annual General Meeting of March 23, 2023. The authorisation is effective until the end of the next Annual General Meeting, however no longer than until June 30, 2025.

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

The Board of Directors proposes to the General Meeting that the Board of Directors be authorised to decide on the issuance of shares, option rights and other special rights entitling to shares referred to in Chapter 15, Section 6 of the Finnish Limited Liability Companies Act in one or more tranches as follows:

The number of shares to be issued on the basis of the authorisation shall not exceed 390,000 shares in total (including shares to be issued on the basis of special rights), which corresponds to approximately 9.9% of the current total number of the shares in the company.

The Board of Directors decides on all the conditions of the issuance of shares, option rights and special rights entitling to shares. The authorisation may be used to issue both new shares and shares held by the company. New shares may be issued, and shares held by the company may be transferred either against payment or free of charge. In the issue and transfer of shares, option rights and other special rights entitling to shares, the shareholders' pre-emptive subscription rights (directed issue) may be derogated from if there is a weighty economic reason from the company's point of view, such as the use of shares to develop the company's capital structure, to implement possible acquisitions, investments or other arrangements relating to the company's business or to implement the

company's commitment and incentive schemes. The Board of Directors may also decide on a share issue free of charge to the company itself.

The authorisation annuls the authorisation given to the Board of Directors by the Annual General Meeting of March 23, 2023. The authorisation is effective until the end of the next Annual General Meeting, however no longer than until June 30, 2025.

## **19. Closing of the meeting**

### **B. Documents of the Annual General Meeting**

This notice, which contains all the proposals for resolutions on the agenda of the Annual General Meeting, is available on the company's website [www.fondia.com/AGM2024](http://www.fondia.com/AGM2024).

Fondia's annual report (including the financial statements, the report by the Board of Directors, and the Auditor's report, as well as the remuneration report) and the remuneration policy, are available on the above-mentioned website.

The documents will also be available for inspection at the Annual General Meeting, and copies of them and of this notice will be sent for shareholders on request. The minutes of the Annual General Meeting will be available for inspection on the above-mentioned website by April 3, 2024, at the latest.

### **C. Instructions for the participants in the Annual General Meeting**

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

Each shareholder who is registered in the shareholders' register of the company held by Euroclear Finland Ltd on the record date of the Annual General Meeting on March 8, 2024, has the right to participate in the Annual General Meeting. A shareholder whose shares are registered on the shareholder's personal Finnish book-entry account is registered in the shareholders' register of the company.

Registration for the Annual General Meeting and advance voting will begin on February 27, 2024, at 9.00 a.m. EET. A shareholder who is registered in the shareholders' register of the company and who wishes to participate in the Annual General Meeting must register for the Annual General Meeting no later than by Friday, March 15, 2024, at 10.00 a.m. EET, by which time the notice of the participation must be received.

Registration for the Annual General Meeting can be done in the following ways:

- on the company's website [www.fondia.com/AGM2024](http://www.fondia.com/AGM2024).

Registration requires strong electronic authentication of a shareholder who is a natural person. When a shareholder who is a natural person logs into the service through the company's website, they will be redirected to the electronic authentication. Then, in one session, the shareholder can register for the Annual General Meeting, appoint a proxy and vote in advance. Strong electronic authentication can be made with Finnish bank ID or mobile certificate.

Shareholders who are legal persons need the shareholder's book-entry account number and the entity/identification ID in addition to other required information to register electronically. For shareholders who are legal persons, electronic

registration does not require strong electronic authentication. However, if the authorized representative of the shareholder who is a legal person uses the Suomi.fi electronic authorisation service described in section C.3., registration requires a strong electronic authentication of the authorized person by using Finnish bank ID or a mobile certificate.

- by e-mail to [ir@fondia.com](mailto:ir@fondia.com) or by regular mail to address Fondia Plc, Investor Relations, P.O. Box 4, FI-00100 Helsinki, Finland.
- by phone +358 20 7205 689, from February 27, 2024, from Monday to Friday at 9.00–10.00 a.m. and 1.00 p.m.–2.00 p.m. EET.

In connection with the registration the requested information shall be provided, such as the shareholder's name, date of birth/personal identification number or business identification number, address, phone number and email address as well as the name of potential representative or proxy and the date of birth or personal identification number of the representative or proxy. The personal information given to the company or to Euroclear Finland Ltd by shareholders and proxy representatives is only used in connection with the Annual General Meeting and with the processing of related necessary registration.

The shareholder or their representative or proxy must be able to prove their identity and/or right of representation at the meeting venue, if necessary.

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

A holder of nominee-registered shares has the right to participate in the Annual General Meeting by virtue of such shares, based on which the shareholder on the record date of the Annual General Meeting, on March 8, 2024, would be entitled to be registered in the shareholders' register of the company maintained by Euroclear Finland Ltd. The right to participate in the Annual General Meeting requires, in addition, that the shareholder on the basis of such shares has been registered into the temporary shareholders' register maintained by Euroclear Finland Ltd at the latest by March 15, 2024, by 10.00 a.m. EET at the latest. With regard to nominee-registered shares, this constitutes due registration for the Annual General Meeting. Changes in shareholding after the record date do not affect the right to participate in the meeting or the number of voting rights held in the meeting.

A holder of nominee-registered shares is advised to request necessary instructions regarding the registration in the company's temporary shareholders' register, the issuing of proxy documents and voting instructions, registration for the Annual General Meeting and advance voting from their custodian bank without delay. The account management organization of the custodian bank has to register the holder of nominee-registered shares, who wishes to participate in the Annual General Meeting, into the temporary shareholders' register of the company within the aforementioned registration period and, if necessary, take care of the voting in advance on behalf of the holders of nominee-registered shares within the registration period applicable to nominee-registered shares.

More information is available on the company's website [www.fondia.com/AGM2024](http://www.fondia.com/AGM2024).

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

A shareholder is entitled to participate and make use of their rights as a shareholder at the Annual General Meeting by proxy. A shareholder's proxy representative may also, if they wish so, vote in advance by regular mail or e-mail as set out in this notice. Proxy representative of the shareholder shall present a dated proxy document or otherwise in a reliable manner demonstrate their right to represent the shareholder. Templates for proxy form and voting instruction are available on the company's website [www.fondia.com/AGM2024](http://www.fondia.com/AGM2024). The original

proxy form must be prepared to be presented at the Annual General Meeting at the latest.

If the shareholder participates in the Annual General Meeting through several proxy representatives, who represent the shareholder with shares in different securities accounts, the shares on the basis of which each proxy representative represents the shareholder must be indicated in connection with the registration.

A proxy representative must deliver a proxy document given to them by e-mail to [ir@fondia.com](mailto:ir@fondia.com) or by regular mail to Fondia Plc, Investor Relations, P.O.Box 4, FI-00101 Helsinki, Finland before the end of the registration period on March 15, 2024, at 10.00 a.m. EET, by which time the documents or corresponding information must be received. In addition to delivering the proxy authorisation documents, shareholders or their proxy representatives shall see to registration for the Annual General Meeting in the matter set out in this notice.

Shareholders can also use the electronic Suomi.fi authorisation service instead of the traditional proxy document. In this case, the shareholder authorises an assignee nominated by him/her in the Suomi.fi service at <https://www.suomi.fi/e-authorisations> using the authorisation topic "Representation at the General Meeting". When registering, the assignee must identify themselves with strong electronic authentication, after which the electronic mandate is automatically checked. The strong electronic authentication works with a Finnish bank ID or a mobile certificate. More information is available at the address Suomi.fi/e-authorisations and on the company's website [www.fondia.com/AGM2024](http://www.fondia.com/AGM2024).

The above-mentioned websites also provide information on registering for the Annual General Meeting and voting in advance for a minor, other impaired or foreign shareholder who has a Finnish book-entry account.

#### 4. Voting in advance

A shareholder whose shares are registered on the Finnish book-entry account may vote in advance on agenda items 7–18 of the Annual General Meeting during the period from February 27, 2024, at 9.00 a.m. EET until March 15, 2024, at 10.00 a.m. EET

- a) on the company's website [www.fondia.com/AGM2024](http://www.fondia.com/AGM2024).

Shareholders who are natural persons log in to the service with strong electronic authentication, using Finnish bank ID or a mobile certificate. Strong electronic authentication for registration and advance voting requires the use of Finnish bank ID or mobile certificates and the shareholder needs to provide personal identification number or business ID, e-mail address and/or telephone number.

Strong electronic authentication is not required from shareholders that are legal persons. Shareholders who are legal persons need the shareholder's book-entry account number in addition to the business/individual IDs to log in. The number of the book-entry account can be found, among other things, on the account statement of the book-entry account.

If the shareholder's authorized representative uses the electronic Suomi.fi e-authorisation, registration requires strong electronic authentication of the authorized person by using a Finnish bank ID or Finnish mobile certificate.

- b) by regular mail or e-mail

A shareholder may submit the advance voting form available on the company's website [www.fondia.com/AGM2024](http://www.fondia.com/AGM2024), or equivalent information by post to Euroclear Finland Ltd, Annual General Meeting/Fondia Plc, P.O. Box 1110, FI-00101 Helsinki, Finland, or by email to [yhtiokokous@euroclear.com](mailto:yhtiokokous@euroclear.com).



The advance voting instructions are available on the company's website [www.fondia.com/AGM2024](http://www.fondia.com/AGM2024).

If a shareholder participates in the Annual General Meeting by submitting advance votes by regular mail or e-mail to Euroclear Finland Ltd, the submission of votes before the end of the registration and advance voting period shall be considered as registration for the Annual General Meeting, provided that the shareholder's message contains the information required for registration on the advance voting form. Advance votes must be received by the closing date for advance voting.

In connection with the advance voting, a shareholder or a proxy representative is required to provide the requested personal information. The personal information given to Fondia or Euroclear Finland Ltd by shareholders and proxy representatives is only used in connection with the Annual General Meeting and with the processing of related necessary registrations.

A shareholder who has voted in advance cannot exercise their right to ask questions or demand a vote or vote on a possible counterproposal under the Companies Act unless they attend the Annual General Meeting in person or by proxy representative at the meeting venue. A shareholder may take a position on the items they wish to vote on and change their advance votes during the advance voting period and may also browse through the advance votes they have cast even after the Annual General Meeting. Shareholders may also print out a confirmation of the votes they have given in advance.

For holders of nominee-registered shares, advance voting is carried out via the account manager. The account manager may cast advance votes on behalf of the holders of nominee-registered shares in accordance with the voting instructions provided by the holders of nominee-registered shares during the registration period for the nominee-registered shares.

An agenda item subject to advance voting is considered to have been presented unchanged to the Annual General Meeting.

Advance voting and other instructions for the Annual General Meeting are available on the company's website [www.fondia.com/AGM2024](http://www.fondia.com/AGM2024). The above-mentioned websites also provide information on how to register for the Annual General Meeting and advance voting for a minor, other impaired or foreign shareholder who has a Finnish book-entry account.

## **5. Other instructions and information**

The meeting will be held in Finnish and there is no simultaneous interpretation at the meeting.

Pursuant to chapter 5, section 25 of the Companies Act, a shareholder who is present at the Annual General Meeting has the right to ask questions with respect to the matters to be considered at the meeting.

Changes in the shareholding after the record date for the Annual General Meeting do not affect the right to attend the Annual General Meeting or the number of votes of the shareholder.



On the date of this notice to the Annual General Meeting, February 27, 2024, the total number of shares and votes in Fondia Plc is 3,953,134 shares and votes. As of the date of this notice, the company holds a total of 144,305 own shares which are not entitled to vote at the Annual General Meeting

Helsinki, 27 February 2024

Fondia Plc

Board of Directors

**For further information, please contact:**

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**Fondia in brief**

Fondia solves the legal needs of companies by combining the best services from internal legal departments and law firms. Fondia operates in Finland, Sweden, Estonia, and Lithuania, and the Group's net sales in 2023 were EUR 26.1 million. Fondia employs over 190 people.

[www.fondia.com](http://www.fondia.com)

**Distribution:**

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