

Inderes Oyj

Company announcement, 14 March 2025 at 17:00 EET

## **Notice to Inderes Oyj's Annual General Meeting 2025**

The shareholders of Inderes Oyj are invited to the Annual General Meeting to be held on Thursday 10 April 2025 at 17:00 EEST at Tavastia-klubi, Urho Kekkosen katu 4-6, 00100 Helsinki, Finland. The reception of those who have registered for the meeting and distribution of ballot papers will start at 16:00 EEST.

The meeting is held as a hybrid meeting in accordance with Chapter 5, Section 16 (2) of the Finnish Limited Liability Companies Act. As an alternative to participating in the General Meeting at the meeting venue, shareholders can also exercise their rights fully during the meeting remotely. Instructions for remote participation are set out in Part C of this notice to the General Meeting.

Shareholders can also exercise their voting rights by voting in advance, and it is recommended that shareholders do so. Instructions for advance voting are set out in Section C of this notice to the General Meeting.

Prior to the meeting, shareholders may also submit written questions referred to in Chapter 5, Section 25 of the Finnish Limited Liability Companies Act on matters to be discussed at the meeting. Instructions on how to submit written questions are set out in Section C of this notice to the General Meeting.

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

Information and proposals concerning the formal organizational matters in agenda items 1 to 5 are included in a separate organizational document published on Inderes' website at [https://group.inderes.com/en/investors/corporate\\_governance/annual\\_general\\_meeting\\_2025](https://group.inderes.com/en/investors/corporate_governance/annual_general_meeting_2025). The document will be supplemented as needed at the meeting with such information that is not available before the Annual General Meeting.

At the Annual General Meeting, the following matters will be considered:

- 1. Opening of the meeting**
- 2. Matters of order for the meeting**
- 3. Election of the 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, annual report and the Auditor's report for the year 2024**

Review by the President and CEO.

The Financial Statements, the Annual Report and the Auditor's Report are available on the company's website at [https://group.inderes.com/en/investors/corporate\\_governance/annual\\_general\\_meeting\\_2025](https://group.inderes.com/en/investors/corporate_governance/annual_general_meeting_2025).

### **7. Adoption of the Financial Statements**

## **8. Resolution on the use of the profit shown on the Balance Sheet and the payment of dividends**

The Board of Directors proposes to the Annual General Meeting convening on 10 April 2025, that a dividend of EUR 0.43 per share be paid for the financial year from 1 January 2024 to 31 December 2024, to shareholders registered in the company's shareholder register maintained by Euroclear Finland Oy on the record date, 14 April 2025. According to the proposal, the dividend will be paid on 23 April 2025. On the announcement date of the dividend proposal, 14 March 2025, the company has 1,719,141 shares. The 15,000 shares held by the company are included in the aforementioned number of shares. No dividend will be paid to shares held by the company.

Additionally, the Board of Directors proposes to the Annual General Meeting that it authorize the Board of Directors to decide, at its own discretion, on the distribution of a second dividend payment of up to EUR 0.44 per share. The authorization would be valid until the commencement of the company's next Annual General Meeting.

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

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

Inderes Oyj's Shareholders' Nomination and Remuneration Committee proposes to the Annual General Meeting that the Chairperson of the Board of Directors be paid a fee of EUR 3,000 (2024: 2,500) per month and EUR 1,500 (2024: 1,250) per month to other Board members.

The Committee also proposes that the travel and accommodation expenses of Board members be reimbursed based on actual costs.

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

According to the Articles of Association, the Board of Directors consists of a minimum of three and a maximum of five members. The current number of Board members is five. Inderes Oyj's Shareholders' Nomination and Remuneration Committee proposes to the Annual General Meeting that five members be elected to the Board of Directors.

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

Inderes Oyj's Shareholders' Nomination and Remuneration Committee proposes to the Annual General Meeting that current members Nina Källström, Helena Norrman, Tero Weckroth and Joakim Frimodig be re-elected to the Board of Directors, and Hanna Raftell be elected as a new Member. The Committee proposes that the shareholders vote on the proposal regarding the election of the members of the Board of Directors as a whole at the Annual General Meeting.

Hanna Raftell (born 1971, Swedish citizen, BA in Political Science, Economics) has acted as Partner & Advisor at Sagewise Konsult AB since 2023. Sagewise provides investment, strategic advisory, international growth, business development, and C-suite services at board and management level. She is also a Member of the Board of Directors at Econans since 2023 and Chairperson of the Board of Directors at Acuminor since 2022.

Hanna brings extensive international experience, having lived and worked in London and Hong Kong (20 years), as well as a robust background in banking, finance, and leadership roles across start-ups and growth companies. Hanna's previous board experience, combined with her strong focus on developing businesses, driving sales, and fostering commercial growth, positions her as a strategic asset to Inderes. Her proven ability to guide businesses through pivotal stages of development will play a key role in supporting the company's vision and goals.

All candidates have given their consent to the position.

The CV of the new Board member is available at [https://group.inderes.com/en/investors/corporate\\_governance/annual\\_general\\_meeting\\_2025](https://group.inderes.com/en/investors/corporate_governance/annual_general_meeting_2025). The CVs of other proposed members are available at [https://group.inderes.com/en/investors/corporate\\_governance/board\\_of\\_directors](https://group.inderes.com/en/investors/corporate_governance/board_of_directors).

Of the current Board members, Kaj Hagros has announced that he is no longer available for re-election.

All of the proposed Board members are assessed to be independent of the company and its significant shareholders.

The Shareholders' Nomination and Remuneration Committee proposes that the members of the Board of Directors elect Joakim Frimodig as Chairperson of the Board.

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

The Board of Directors proposes to the General Meeting that the auditor is reimbursed as per their invoice approved by the company.

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

The Board of Directors proposes to the General Meeting that authorized public accountants Ernst & Young Oy be re-elected as the auditor of the company for a term that would continue until the conclusion of the next Annual General Meeting. Ernst & Young Oy has informed the company that authorized public accountant Toni Halonen would continue as the principal auditor.

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

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

The number of own shares to be repurchased may total up to 85,957 Inderes Oyj shares, representing approximately five percent of all the company's shares. The repurchase can occur in one or several installments. Own shares can be repurchased only with the company's unrestricted equity. The shares may be purchased at the price prevailing in public trading on the purchase date or at a price otherwise formed in the market. Standard derivative, share lending, or other agreements customary in capital markets may be used in executing the repurchase within the framework of laws and regulations, at a price determined by market conditions. Shares can be repurchased in a manner other than in proportion to the shareholders' current holdings (directed repurchase).

The shares are to be repurchased for use as consideration in potential corporate acquisitions or other arrangements related to the company's business activities, to finance investments, as part of the company's incentive program, or to be held by the company, otherwise disposed of, or canceled.

The authorization is valid until the next Annual General Meeting of Inderes Oyj, or until 30 June 2026. The Board of Directors is authorized to decide on all other terms related to the repurchase of the company's own shares. This authorization supersedes the previous authorization granted by the Annual General Meeting for the repurchase of own shares.

### **16. Authorizing the Board of Directors to decide on the issuance of shares as well as the issuance of options and other special rights entitling to shares**

The Board of Directors proposes that the General Meeting authorize the Board of Directors to decide on a share issue and the issuance of option rights and other special rights entitling to shares as referred to in Chapter 10, Section 1 of the Limited Liability Companies Act, in one or several installments, either against payment or free of charge, as follows:

The number of shares issued under the authorization may total up to 343,828 shares (including those issued under special rights), representing approximately 20 percent of all the company's shares. The Board of Directors will decide on all terms and conditions of the share issuance and the issuance of option rights and other special rights entitling to shares. Both new shares and shares held by the company can be issued under this authorization. The Board of Directors may also decide on a share issue free of charge to the company itself. The issuance and transfer of shares, as well as option rights and other special rights entitling to shares, can deviate from the shareholders' pre-emptive rights (directed issue), if there is a weighty financial reason for the company, such as using the shares to develop the company's capital structure, to execute potential mergers and acquisitions, investments, or other business arrangements, or to implement the company's engagement and incentive schemes.

The authorization is valid until the next Annual General Meeting of Inderes Oyj, or until 30 June 2026. This authorization supersedes the previous authorization granted by the Annual General Meeting.

#### **17. Electing a Community Member to the Shareholders' Nomination and Remuneration Committee**

The Shareholders' Nomination and Remuneration Committee proposes that the General Meeting vote on the selection of the Community Member of Inderes Oyj's Shareholders' Nomination and Remuneration Committee based on one vote per shareholder. The term would last until the selection of the next Community Member. Appendix 1 contains the candidates for Inderes Oyj's Community Member position and their introductions.

#### **18. Resolution on the remuneration of the Community Member of the Shareholders' Nomination and Remuneration Committee**

The Shareholders' Nomination and Remuneration Committee proposes to the General Meeting that the Community Member of the Committee be paid an annual remuneration of EUR 1,000 for their work. The Committee also proposes that the necessary travel expenses of the Community Member be reimbursed.

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

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

The above-mentioned proposals for resolutions on the agenda of the General Meeting, this notice and organizational document are available on Inderes Oyj's website at [https://group.inderes.com/en/investors/corporate\\_governance/annual\\_general\\_meeting\\_2025](https://group.inderes.com/en/investors/corporate_governance/annual_general_meeting_2025). Inderes Oyj's financial statements, annual report and auditor's report are available on said website. The proposed resolutions and other documents mentioned above will also be available for inspection at the General Meeting. The minutes of the General Meeting will be available on said website no later than 24 April 2025.

### **C. Instructions for meeting participants**

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

Shareholders who are registered in the shareholders' register of Euroclear Finland Oy on the record date of the General Meeting 31 March 2025 are entitled to participate in the General Meeting. Any shareholder whose company shares are recorded in their personal Finnish book-entry account is automatically included in the company's shareholders' register. Changes in the shareholding after the record date of the General Meeting do not affect the right to participate in the General Meeting or the shareholder's voting rights.

Registration for the General Meeting commences on 17 March 2025 at 10:00 am EET. A shareholder who is registered in the company's shareholders' register and wishes to participate in the General Meeting must register for the Meeting no later than 3 April 2025 at 16:00 EEST, by which time the registration must be received. A shareholder can register for the General Meeting:

a) via the company's website at

[https://group.inderes.com/en/investors/corporate\\_governance/annual\\_general\\_meeting\\_2025](https://group.inderes.com/en/investors/corporate_governance/annual_general_meeting_2025). Electronic registration requires strong identification of the shareholder or their legal representative or proxy with a Finnish, Swedish or Danish bank ID, or a mobile certificate.

b) by e-mail. Shareholders registering by e-mail shall submit the registration form and advance voting form available on the company's website

[https://group.inderes.com/en/investors/corporate\\_governance/annual\\_general\\_meeting\\_2025](https://group.inderes.com/en/investors/corporate_governance/annual_general_meeting_2025) or equivalent information to [agm@innovatics.fi](mailto:agm@innovatics.fi).

c) by mail. Shareholders registering by mail shall submit the registration form and advance voting form available on the company's website

[https://group.inderes.com/en/investors/corporate\\_governance/annual\\_general\\_meeting\\_2025](https://group.inderes.com/en/investors/corporate_governance/annual_general_meeting_2025) or equivalent information to Innovatics Oy by mail to Innovatics Oy, General Meeting / Inderes Oyj, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland.

The shareholder and their representative are required to provide information, such as the shareholder's name, date of birth or business ID, phone number and/or e-mail, address, the name of any assistant or proxy representative and the proxy's date of birth, phone number and/or e-mail and whether the shareholder or their proxy will attend the General Meeting in person or remotely. The personal data provided by shareholders to Inderes Oyj is only to be used in connection with the General Meeting and the processing of the necessary registrations related thereto.

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

Further information on registration and advance voting is available by telephone during the registration period of the General Meeting by calling Innovatics Oy at +358 10 2818 909 on weekdays from 9.00 a.m. to 12.00 p.m. and from 1.00 p.m. to 4.00 p.m.

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

A holder of nominee-registered shares is entitled to participate in the General Meeting on the basis of the shares which would entitle them to be entered in the shareholders' register held by Euroclear Finland Oy on the record date of the General Meeting 31 March 2025. Participation also requires that the shareholder is temporarily registered in the shareholders' register held by Euroclear Finland Oy by 7 April 2025 at 10.00 EEST at the latest. In the case of nominee-registered shares, this is considered as registration for the General Meeting. Changes in the shareholding after the record date of the General Meeting do not affect the right to participate in the General Meeting or the shareholder's voting rights.

A holder of nominee-registered shares is advised to request well in advance the necessary instructions from their custodian bank regarding temporary registration in the register of shareholders, the issuing of proxies and voting instructions, registration and attendance at the General Meeting and advance voting. The account manager of the custodian bank shall register the holder of nominee-registered shares who wishes to participate the General Meeting temporarily in the register of shareholders of the company by the aforementioned date and time at the latest and, if necessary, arrange for advance voting on behalf of the holder of nominee-registered shares before the end of the registration period for holders of nominee-registered shares.

A holder of nominee-registered shares who has registered for the General Meeting may also participate in the meeting in real time using telecommunication connection and technical means. In addition to the temporary registration in the company's shareholders' register, the real-time participation in the meeting requires the submission of the shareholder's e-mail address and telephone number and, if necessary, a proxy document and other documents necessary to prove the right of representation to by regular mail to Innovatics Oy, Yhtiökokous/Inderes Oyj, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland or by email to [agm@innovatics.fi](mailto:agm@innovatics.fi) before the end of the registration period for the holders of nominee registered shares, so that the shareholders can be sent a participation link and password to participate in the meeting. If a holder of nominee-registered shares has authorized their custodian to cast advance votes on their behalf, such advance votes will be taken into account as advance votes of the nominee-registered shareholder at the AGM, unless the holder of nominee-registered shares votes otherwise at the AGM.

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

A shareholder may attend the General Meeting and exercise their rights at the Meeting through a proxy representative. A shareholder's proxy may also elect to vote in advance as described in this notice if they so wish. The proxy representative must authenticate to the electronic registration service and advance voting personally with strong authentication, after which they will be able to register and vote in advance on behalf of the shareholder, who they represent. The shareholder's proxy must present dated proxy documents, or otherwise in a reliable manner prove that they are entitled to represent the shareholder at the General Meeting. Proving the right to represent can be done by using the suomi.fi e-Authorizations service available in the electronic registration service.

Model proxy documents and voting instructions are available on the company's website [https://group.inderes.com/en/investors/corporate\\_governance/annual\\_general\\_meeting\\_2025](https://group.inderes.com/en/investors/corporate_governance/annual_general_meeting_2025). If a shareholder participates in the General Meeting through several proxies representing the shareholder with shares held in different securities accounts, the shares on the basis of which each proxy represents the shareholder shall be identified in connection with the registration.

Any proxy documents are requested to be submitted preferably as an attachment with the electronic registration or alternatively by mail to Innovatics Oy, General Meeting / Inderes Oyj, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland or by e-mail to [agm@innovatics.fi](mailto:agm@innovatics.fi) before the end of the registration period. In addition to submitting the proxy documents, the shareholder or their proxy shall register for the General Meeting in the manner described above in this notice.

### **4. Remote participation in the meeting**

A shareholder entitled to attend a General Meeting may participate in the meeting and exercise their rights fully during the meeting not only by participating at the meeting venue but also by remote access.

A shareholder or proxy who has registered to attend the General Meeting at the meeting venue may change their participation to remote participation. There is no need to notify the company of the change

separately. Remote participation takes place via a remote participation link sent to the telephone number and/or e-mail address provided when registering for the General Meeting.

Remote access to the General Meeting will be provided through Inderes Oyj's general meeting service on the Videosync platform, which includes video and audio access to the General Meeting. Remote access does not require any paid software or downloads. In addition to an internet connection, participation requires a computer, smartphone or tablet with speakers or headphones for sound and a microphone if you want to speak. One of the following browsers is recommended for participation: Chrome, Firefox, Edge, Safari, or Opera. It is advisable to log in to the meeting system well in advance of the meeting.

The participation link and password for remote participation will be sent by e-mail and/or SMS to the e-mail address and/or mobile phone number provided at the time of registration to all those who have registered for the General Meeting no later than the day before the General Meeting. Thus, advance voters and shareholders who have registered to attend the General Meeting at the venue may also participate in the General Meeting remotely via telecommunication if they so wish. The votes cast by advance voters will be taken into account in the decision of the General Meeting, regardless of whether they participate in the General Meeting remotely or not. If they participate remotely, they will be able to change their advance votes during the meeting if they so wish, should a vote take place.

For more information on the general meeting service, additional instructions for proxies representing more than one shareholder, contact details of the service provider and instructions in case of possible disruptions can be found here: <https://b2b.inderes.com/knowledge-base/inderes-agm-solutions>. A link to test the compatibility of your computer, smartphone or tablet with the network connection can be found here: <https://b2b.inderes.com/knowledge-base/compatibility-testing>. It is recommended that you read the detailed participation instructions before the meeting.

## **5. Advance voting**

A shareholder whose shares in the company are registered in their personal Finnish book-entry account may vote in advance between 17 March 2025 at 10:00 EET – 3 April 2025 at 16:00 EEST on certain items on the agenda of the General Meeting via the company's website at [https://group.inderes.com/en/investors/corporate\\_governance/annual\\_general\\_meeting\\_2025](https://group.inderes.com/en/investors/corporate_governance/annual_general_meeting_2025), by e-mail or by mail. Login to the service is done in the same way as for registration in section C.1 of this notice.

Advance votes must be received by the time the advance voting ends. The submission of votes by mail or e-mail before the end of the registration and advance voting period shall be considered as registration for the General Meeting, provided that it contains the above information required for registration.

A shareholder who has voted in advance cannot exercise the right to ask questions or demand a vote under the Finnish Limited Liability Companies Act unless they participate the General Meeting in person or by proxy at the meeting venue or remotely.

With respect to nominee registered shareholders, the advance voting is carried out by the account manager. The account manager may vote in advance on behalf of the holders of nominee-registered shares whom they represent in accordance with the voting instructions given by them during the registration period set for the nominee-registered shares.

Proposals for resolution that are subject to advance voting are deemed to have been made at the General Meeting without any changes.

## **6. Other instructions/information**

The meeting language is Finnish.

Shareholders present at the General Meeting have the right to ask questions about the matters discussed at the meeting in accordance with Chapter 5, Section 25 of the Finnish Limited Liability Companies Act. Until 3 April 2025, shareholders may also submit questions on the matters to be discussed at the meeting in accordance with Chapter 5, Section 25 of the Finnish Limited Liability Companies Act by electronic registration or, alternatively, by e-mail to [victor.mustala@inderes.com](mailto:victor.mustala@inderes.com). The management of the company will answer such questions submitted in writing in advance at the General Meeting. When asking the question, the shareholder must provide sufficient evidence of their shareholding.

On the date of the meeting notice, 14 March 2025, Inderes Oyj has a total of 1,719,141 shares, representing 1,719,141 votes. As of 14 March 2025, the company holds 15,000 of its own shares.

After the Annual General Meeting, a Q&A session will be held where shareholders can ask questions to the Board of Directors. Following the session, shareholders will be offered a meal, refreshments, and the opportunity to meet the company's representatives. The event for shareholders will conclude by 21.30 at the latest.

14.3.2025

INDERES OYJ

Board of Directors

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**Inderes in brief**

Inderes is a Nordic investor media connecting investors and listed companies. We provide in-depth equity research and investor relations solutions to help over 400 listed companies better serve the Nordic investor community. Inderes operates in Sweden, Finland, Denmark, and Norway and is listed on Nasdaq First North Growth Market. Read more: <https://group.inderes.com/en/>