

Vincit Plc

Company Release, March 26, 2025 at 16:15 EET

### **Decisions of Vincit Plc's Annual General Meeting and Organization of the Board of Directors**

The Annual General Meeting of Vincit Plc was held on Wednesday, 26 March 2025 at 1 pm EET at Fredrikinkatu 42, 00100 Helsinki. The General Meeting adopted the financial statements for the financial year 2024 and discharged the members of the Board of Directors and the CEO from liability for the financial year 2024. The General Meeting decided that for 2024, EUR 0.11 per share will be distributed from the invested unrestricted equity fund. The funds are paid to shareholders that are registered as shareholders in the list maintained by Euroclear Finland Oy on the record date for the payment of funds, March 28, 2025. The funds will be paid on April 4, 2025.

### **Composition and remuneration of the Board of Directors**

The number of members of the Board of Directors was confirmed to be five. Current Board members Mikko Kuitunen and Arto Martonen were re-elected to the Board of Directors, and Enel Sintonen, Matti Copeland and Veera Siivonen were elected as new members.

The General Meeting decided that the Chairman of the Board of Directors will receive EUR 48,000 a year, the possible Vice Chairman EUR 36,000 per year and the other members of the Board of Directors EUR 24,000 each per year. A meeting fee of EUR 800 per meeting will be paid to the Chair for meetings of the Board committees. The committee members' meeting fee is EUR 500 per meeting.

In addition, the members of the Board of Directors are reimbursed for reasonable travel and other expenses for meetings.

In addition, the General Meeting decided that the compensation of the Chair of the Board for Directors be paid monthly in cash. It is proposed that the remuneration of the possible Vice Chair and other members of the Board of Directors be paid once a year, with 50% of the annual remuneration being paid in Vincit Plc shares held by the Company or, if not possible, in Vincit Plc shares acquired on the market, and 50% being paid in cash. The shares will be transferred to the members of the Board of Directors and, if necessary, acquired on the market directly on behalf of the members of the Board of Directors by the end of the financial year.

The committee members' meeting fees shall be paid in cash.

### **Auditor**

KPMG Oy Ab, member of the Finnish Institute of Authorized Public Accountants, was appointed as auditor of the company, with Miika Karkulahti, APA, as chief auditor. The auditor shall be remunerated according to an invoice approved by the Company.

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

The Annual General Meeting authorized the Board of Directors to resolve on the issuance of shares, option rights and other special rights entitling to shares as referred to in Chapter 10 Section 1 of the Finnish Limited Liability Companies Act in one or several tranches as follows:

A maximum of 1,700,000 shares (including shares issued based on special rights) may be issued based on the authorization, which corresponds to approximately 10% of the company's current share capital.

The Board of Directors will decide on the issuance of shares, option rights and other special rights entitling to shares. The authorization includes the right to resolve to issue new shares or to transfer own shares held by the company. Shares, option rights and other special rights entitling to shares can be issued deviating from the shareholders' pre-emptive subscription right (directed issue).

The authorization is valid until June 30, 2026, and it revokes all previous unused authorizations to resolve on the issuance of shares, option rights and other special rights entitling to shares.

### **Authorizing the Board of Directors to decide on repurchasing and/or accepting the company's own shares as pledge**

The Annual General Meeting authorized the Board of Directors to decide on repurchasing and/or accepting the company's own shares as pledge under the following conditions:

A maximum of 1,000,000 shares may be repurchased and/or pledged. The shares will be purchased in public trading organized by Nasdaq Helsinki Ltd on the Nasdaq First North Growth Market Finland marketplace at the market price at the time of purchase. Own shares may be repurchased deviating from the pro rata holdings of shareholders. The repurchase of shares reduces the company's distributable unrestricted equity. The Board of Directors decides how the shares will be repurchased and/or accepted as a pledge.

The authorization is valid until June 30, 2026, and it revokes all previous unused authorizations to repurchase own shares.

The minutes of the General Meeting will be available on the company website by April 9, 2025, at the latest.

### **Organization of the Board of Directors**

At the organizing meeting arranged after the General Meeting, the Board of Directors elected Mikko Kuitunen as its Chair.

Enel Sintonen (Chair), Matti Copeland and Mikko Kuitunen were elected as members of the Audit Committee.

In its organizing meeting, the Board decided to establish a Personnel Committee. The duties of the Committee include:

- preparing the appointment of the CEO and other executives and finding their successors;
- preparing the remuneration and other financial benefits of the CEO and other executives;
- preparing matters relating to the company's compensation systems;
- evaluating the remuneration of the CEO and other executives and ensuring the appropriateness of the compensation systems;
- evaluating and making recommendations to the Board of Directors on programs and other incentive schemes based on shares or special rights entitling to shares;
- planning the compensation of other employees and organizational development;
- answering questions at the Annual General Meeting regarding the salary and benefits report; and
- recommending, if necessary, to the Board of Directors an advisor and proposing the advisor's compensation.

In addition to the above-mentioned tasks, the Personnel Committee may have other tasks appropriate to fulfill the Personnel Committee's task.

Matti Copeland (Chair), Arto Martonen and Veera Siivonen were elected as members of the Personnel Committee.

Vincit Plc

Board of Directors

**More information:**

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**Vincit Plc**

Vincit turns digital into business results by combining leading enterprise platforms and tailored solutions Vincit Plc's shares are listed on the Nasdaq First North Growth Market Finland marketplace. [www.vincit.com](http://www.vincit.com)