



Resolutions of Loudspring Plc's Annual General Meeting

Loudspring Plc

Company Release

26 April 2019 at 13.00 (EEST)

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The Annual General Meeting of Loudspring Plc was held on 26 April 2019 in Helsinki. A total of 25 shareholders, 2,346,495 series A shares, 3,609,181 series K shares and 74,530,115 votes were represented in the meeting.

The Annual General Meeting resolved on the following issues:

Adoption of the annual accounts, result for the financial period and resolution on the discharge from liability

The Annual General Meeting adopted the annual accounts for 2018 and resolved that the net loss of EUR 3,447,854.46 be transferred to the accrued earnings account and that no dividend be paid. The Annual General Meeting discharged the members of the Board of Directors and the CEO from liability for the year 2018.

Resolution on the remuneration of the members of the Board of Directors and election of members of the Board of Directors

The Annual General Meeting resolved that the members of the Board of Directors be paid EUR 400 per month. In addition, the Chairman of the Board be granted 25,000, Vice Chairman 20,000 and other Board members 15,000 stock options as annual remuneration. In addition, the Board members who have been elected to the Board of Directors by the Annual General Meetings held on 21 April 2017 and 20 April 2018 be granted 10,000 stock options per member of the Board of Directors per year for years 2017 and 2018, as the stock options granted by the Annual General Meetings held on 21 April 2017 and 20 April 2018 have not been issued to such members of the Board of Directors. The stock options shall be issued based on the authorization granted by the Annual General Meeting. The remuneration of the members of the Board of Directors is not paid to persons working for the company.

The members of the Board of Directors are reimbursed for reasonable travel and lodging costs. Travel and lodging costs will not be compensated to those members of the Board of Directors who reside in the greater Helsinki area when the meetings are held in the greater Helsinki area.

The Annual General Meeting resolved that six (6) members be elected to the Board of Directors. The Annual General Meeting re-elected Mr. Lassi Noponen, Mr. James Penney and Mr. Matti Vuoria of the current members of the Board of Directors as members to the Board of Directors and Ms. Tiina Kähö, Ms. Catharina Burch and Mr. Johan Strömberg elected as new members of the Board of Directors.

Remuneration and election of the auditor

The Annual General Meeting resolved that the auditor's fees are paid according to the auditor's invoice approved by the company. The Annual General Meeting re-elected auditing firm Deloitte Oy as the company's auditor. Deloitte Oy has informed that the principal auditor will be Mr. Aleksi Martamo, Authorised Public Accountant.

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

The Annual General Meeting authorized the Board of Directors to decide, in one or more transactions, on the issuance of class A shares and issuance of options and other special rights entitling to shares referred to in Chapter 10 Section 1 of the Companies Act as follows:

The number of class A shares to be issued based on the authorization may in total amount to a maximum of 10,000,000 shares.

The Board of Directors decides on all the terms and conditions of the issuances of shares and of options and other special rights entitling to shares. The authorization concerns both the issuance of new shares as well as transfer of treasury shares. The issuance of shares and of options and other special rights entitling to shares may be carried out in deviation from the shareholders' pre-emptive rights (directed issue), if there is a weighty financial reason for the company.

Shares may be conveyed either against payment or free of charge in the company's share issues. A directed share issue may be a share issue without payment only if there is an especially weighty reason for the same both for the company and in regard to the interests of all shareholders in the company.

The authorization cancels the authorization granted by the Annual General Meeting on 20 April 2018 to decide on the issuance of shares. However, the authorization does not cancel the authorization given by the Extraordinary General Meeting of 19 December 2018.

The authorization is valid until 30 June 2020

Authorizing the Board of Directors to decide on issuance of options

The Annual General Meeting authorized the Board of Directors to decide, in one or more transactions, on the issuance of options as follows. The authorization cancels the authorization granted by the Annual General Meeting on 20 April 2018 to decide on the issuance of options and other special rights entitling to shares. Options have not been granted based on the said authorization.

The number of new class A shares that can be subscribed based on the options that can be issued on basis of the authorization may in total amount to a maximum 1,200,000 shares.

The options may be issued to the key personnel, including members of the Board of Directors of the company, and to cooperation partners and advisors of the company as part of the company's incentive scheme to be established by the Board of Directors.

The following terms and conditions are applied to the options:

- The original share subscription price for the options is EUR 0,37 per share and it has been set based on the trade volume weighted average quotation of the company's class A share on First North Finland during 18 March 2019 – 29 March 2019.
- Should the company distribute dividends or assets from reserves of unrestricted equity, the original share subscription price of the stock options shall be decreased by the amount of the dividend and the amount of the distributable unrestricted equity decided before share subscription, as per the dividend record date or the record date of the repayment of equity.
- Should the company reduce its share capital by distributing share capital to the shareholders, the original share subscription price of the stock options shall be decreased by the amount of the distributable share capital decided before share subscription, as per the record date of the repayment of share capital.
- The Board of Directors decides on the effects of a potential partial demerger on the options and the terms and conditions of the options, including the share subscription price.
- Subscription period for shares based on the options granted to the members of the Board of Directors begins on the date of Board of Directors' resolution on issuance of options and ends on 31 December 2030. The Board of Directors resolves on possible vesting targets and schedule for the options to be granted to other key personnel.

The Board of Directors resolves the persons receiving the options and all other terms and conditions of the options. However, the General Meeting resolves on granting of options to members of the Board of Directors should the options be remuneration for membership in the Board of Directors. For the avoidance of doubt, the Board of Directors may resolve on granting of options to members of the Board of Directors who are also working for the company in an operative role or as an advisor, if the options are granted based on their operative or advisor role in the company.

The authorization is valid until 30 June 2020.

Authorizing the Board of Directors to decide on acquisition of the company's own shares

The Annual General Meeting authorized the Board of Directors to decide on acquisition of the company's own shares on the following terms and conditions:

The Board of Directors is authorized to repurchase a maximum of 1,208,000 company's own class A shares and/or accept company's own class A shares as pledge on the company's unrestricted equity. This amount corresponds to approximately 5.0 per cent of the company's shares.

The acquisition may take place in one or more instalments. The purchase price shall not be lower than the lowest price paid for the company's class A shares in multilateral trading on the acquisition date and shall not be higher than the highest price paid for the company's class A shares in multilateral trading on the acquisition date. In connection with the execution of the acquisition of own shares derivatives, share lending or other contracts customary to capital markets and permitted by laws and regulations may be entered into at price determined by the markets. The authorization entitles the Board of Directors to decide on the acquisition in deviation from the shareholders' shareholding (directed acquisition).

Shares may be repurchased to be used as consideration in possible acquisitions or other business arrangements of the company, to finance investments, as part of the company's incentive scheme or to be retained, otherwise conveyed or cancelled.

The Board of Directors shall decide on other terms and conditions relating to acquisition of own shares. The authorization is valid for eighteen (18) months from the decision of the General Meeting.

LOUDSPRING PLC

Board of Directors

Further information:

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Loudspring in brief

Loudspring is an industrial group focused on saving natural resources. We own and operate Nordic growth businesses that are making a big environmental impact. We have a diversified business portfolio with technologies that save energy, water and materials in industry, real estate and in everyday life.

The company group is listed on First North Finland under the ticker LOUD and on First North Stockholm under the ticker LOUDS.

www.loudspring.earth

LinkedIn: <https://www.linkedin.com/company/loudspring/>

Twitter: [@loudspring](https://twitter.com/loudspring)

IG: [@loudspring_earth](https://www.instagram.com/loudspring_earth)

FB: [@loudspringco](https://www.facebook.com/loudspringco)