



# Notice to Exel Composites Plc's Annual General Meeting 2021

EXEL COMPOSITES PLC STOCK EXCHANGE RELEASE 18 FEBRUARY 2021 at 09:15 EET

Notice is given to the shareholders of Exel Composites Plc to the Annual General Meeting of Shareholders to be held on Tuesday 23 March 2021 at 09:00 EET in Exel Composites' premises at Mäkituvantie 5, 01510 Vantaa, Finland. Shareholders of the company may participate in the meeting and exercise their shareholders' rights only through a proxy representative and by submitting counterproposals and questions in advance. Proxy representatives must see to the voting in advance on behalf of shareholders. Instructions for shareholders are presented in this notice under Section C and at the company's website [www.exelcomposites.com](http://www.exelcomposites.com).

The Board of Directors of Exel Composites has resolved on an exceptional meeting procedure based on the temporary legislation, which came into force on 3 October 2020. In order to limit the spread of the Covid-19 pandemic, the company has resolved on the measures allowed by said legislation, so that the Annual General Meeting can be held in a predictable manner while ensuring the health and safety of the company's shareholders, personnel and other stakeholders.

It will not be possible to participate in the General Meeting in person at the meeting venue, and no video link to the meeting venue during the meeting will be provided. The company's Board of Directors, President and CEO and other management members will not be present at the meeting venue during the General Meeting.

After the Annual General Meeting, on 23 March 2021 at 10:30 EET, Exel Composites will hold an online event for shareholders, including a presentation of the resolutions made at the General Meeting and the review by the President and CEO. The shareholders will have the possibility to ask questions to the management of the company. These questions are not questions referred to in Chapter 5, Section 25 of the Limited Liability Companies Act, but such questions to the General Meeting need to be asked in advance as further described below. Instructions to register to this event are presented in this notice under Section C item 5 and at the company's website [www.exelcomposites.com](http://www.exelcomposites.com). The event is not part of the General Meeting, and it will be held only in Finnish.

## A. Matters on the agenda of the Annual General Meeting and their course of procedure

1. Opening of the meeting
2. Calling the meeting to order

Mikko Kettunen, CFO of Exel Composites, will act as the Chairman of the General Meeting. If Mikko Kettunen is not able to act as Chairman due to a weighty reason, the Board of Directors will nominate another person it deems most suitable to act as Chairman.

3. Election of persons to scrutinize the minutes and to supervise the counting of votes

Heikki Koponen, Licensed Legal Counsel, will act as the person to confirm the minutes and supervise the counting of votes. If Heikki Koponen is unable to act as the person to confirm the minutes and supervise the counting of the votes due to a weighty reason, the Board of Directors will nominate another person it deems most suitable to act in that role.

4. Recording the legality of the meeting
5. Recording the attendance at the meeting and adoption of the list of votes

Shareholders who have authorized a proxy representative to represent and vote in advance in accordance with the instructions given in this notice and have the right to attend the meeting pursuant to Chapter 5, Section 6 and 6a of the Finnish Companies Act shall be deemed shareholders represented at the meeting.

6. Presentation of the financial statements, the consolidated financial statements, the Board of Directors' Report

## **and the auditor's report for the year 2020**

As the General Meeting is held without shareholders' and their proxy representatives' presence at the venue of the meeting, the company's Annual Financial Report, including the consolidated financial statements, the report of the Board of Directors and the Auditor's Report, which is published by the company no later than on 2 March 2021 and available on the company's website, will be deemed to have been presented to the General Meeting.

### **7. Adoption of the financial statements and consolidated financial statements**

### **8. Resolution on the disposal of the profit shown on the balance sheet and the payment of dividend**

The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0.20 per share be paid based on the adopted financial statements for the financial year ended on 31 December 2020. The dividend would be paid to shareholders registered in the Company's shareholders' register maintained by Euroclear Finland Ltd. on the record date for dividend 25 March 2021. The Board of Directors proposes to the Annual General Meeting that the dividend be paid on 1 April 2021.

### **9. Resolution on the discharge of the members of the Board of Directors and the President and CEO from liability for the financial year 2020**

### **10. Presentation of Exel Composites' Remuneration Report 2020**

The Board of Directors proposes the company's Remuneration Report 2020 to be approved. The resolution is advisory in accordance with the Finnish Companies Act.

As the General Meeting is held without shareholders' and their proxy representatives' presence at the venue of the meeting, the company's Remuneration Report 2020, which is published by the company no later than on 2 March 2021 and available on the company's website, will be deemed to have been presented to the General Meeting.

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

The Shareholders' Nomination Board elected by the Annual General Meeting of Exel Composites Plc proposes to the Annual General Meeting that the annual remuneration for the Board members shall be as follows: yearly remuneration of EUR 43,000 (previous year EUR 43,000) for the Chairman of the Board of Directors and additionally EUR 1,500 (1,500) for attendance at Board and committee meetings and other similar all-day Board assignments, and the other Board members be paid a yearly remuneration of EUR 20,000 (20,000) and additionally EUR 1,000 (1,000) for attendance at Board and committee meetings and other similar all-day Board assignments. For committee meetings, the meeting fee for the committee chairman shall be EUR 1,500 (1,500). The Nomination Board also proposes that travel expenses and other out-of-pocket expenses arising from the Board work be compensated in accordance with the Company's established practice and travel rules.

Out of the yearly remuneration 60% would be paid in cash and 40% in Exel Composites Plc shares, which would be acquired directly for and on behalf of the members of the Board of Directors during 24 March - 14 April 2021 from the stock exchange market in amounts corresponding to EUR 17,200 for the Chairman and EUR 8,000 for each of the other members. The annual remuneration shall encompass the full term of office of the Board of Directors. If the required amount of shares cannot be acquired during the specified period in accordance with applicable rules and regulations, the part of yearly remuneration to be paid in shares which could not be acquired can be paid in cash. Should the term of any member of the Board of Directors come to an end for whatever reason before the next Annual General Meeting, such member of the Board of Directors will have to return to the Company the remuneration or equivalent amount in cash already received but not yet earned at that point in time.

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

The Nomination Board proposes to the Annual General Meeting that the number of members of the Board of Directors shall be confirmed to be five (5).

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

The Nomination Board proposes to the Annual General Meeting to be held on 23 March 2021 that Petri Helsky, Reima Kerttula, Helena Nordman-Knutson, Jouko Peussa and Kirsi Sormunen be re-elected as members of the Board of Directors for the term ending at the closure of the Annual General Meeting of 2022.

The Nomination Board further proposes Reima Kerttula to be re-elected as Chairman of the Board of Directors for the term

ending at the closure of the Annual General Meeting of 2022.

All nominees are independent of the Company and its major shareholders and have given their consent for the election.

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

The Board of Directors proposes that the auditor's compensation be paid against an invoice as approved by the Company.

#### **15. Election of auditor**

The Board of Directors proposes that the company's present auditor, Ernst & Young Oy, Authorized Public Accountants, be re-elected as auditor of the company for the term that will continue until the end of the next Annual General Meeting. The proposed auditor has given its consent for the election. Ernst & Young has announced Johanna Winqvist-Ilkka, APA, to be the auditor with principal responsibility.

The Board of Directors has prepared its proposal in accordance with Art. 16 of the EU Audit Regulation (537/2014). As required by the EU Audit Regulation, the Board of Directors hereby confirms that its proposal is free from influence by a third party and that no clause of the kind referred to in paragraph 6 of Article 16 of the EU Audit Regulation, which would restrict the choice by the Annual General Meeting as regards the appointment of the auditor, has been imposed upon it.

#### **16. Authorizing the Board of Directors to decide on the repurchase and/or on the acceptance as pledge of the company's own shares**

The Board of Directors proposes to the General Meeting that the Board of Directors be authorized to decide on the repurchase and/or on the acceptance as pledge of the company's own shares as follows:

The amount of own shares to be repurchased and/or accepted as pledge on the basis of the authorization shall not exceed 600,000 shares in total, which corresponds to approximately 5.0 per cent of all the shares in the company. Only the unrestricted equity of the company can be used to repurchase own shares on the basis of the authorization.

Own shares can be repurchased at a price formed in public trading on the date of the repurchase or otherwise at a price formed on the market. The Board of Directors decides on how own shares will be repurchased and/or accepted as pledge. Shares can be repurchased using, inter alia, derivatives. Own shares can be repurchased otherwise than in proportion to the shareholdings of the existing shareholders (directed repurchase). The Board of Directors shall decide on other terms of the share repurchase and/or acceptance as pledge.

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

The authorization cancels the authorization given to the Board of Directors by the General Meeting on 20 March 2020 to decide on the repurchase and/or acceptance as pledge of the company's own shares.

The authorization is effective until the end of the next Annual General Meeting, however no longer than until 30 June 2022.

#### **17. Closing of the Annual General Meeting**

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

This notice, which includes all the proposals for the decisions on the matters on the agenda, is available on Exel Composites' corporate website at [www.exelcomposites.com](http://www.exelcomposites.com). The annual financial report of Exel Composites Plc, including the Company's financial statements, consolidated financial statements, the Board of Directors' report and the auditor's report, and the remuneration report are available on the corporate website no later than 2 March 2021. The minutes of the Meeting will be available on the corporate website as of 6 April 2021.

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

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

Each shareholder who is registered on the record date of the General Meeting, 11 March 2021, in the shareholders' register of the company kept by Euroclear Finland Ltd is entitled to participate in the General Meeting. A shareholder whose shares are registered in his/her personal Finnish book-entry account is registered in the shareholders' register of the company. A shareholder may participate in the General Meeting only through a proxy representative in the manner instructed below.

## 2. Registration, use of proxy representative and powers of attorney

A shareholder may participate in the General Meeting and exercise his/her shareholder rights only through a proxy representative. The proxy representative must see to the voting in advance on behalf of shareholder. Due to the Covid-19 pandemic, shareholders are requested to exercise shareholders' rights through a centralized proxy representative designated by the company by authorizing Heikki Koponen, Licensed Legal Counsel, or a person appointed by him, to represent them at the Annual General Meeting in accordance with the voting instructions of the shareholder. Using the designated proxy representative carries no expense for the shareholder other than possible postal costs related to the sending of powers of attorney.

A proxy representative shall produce a dated proxy document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder at the Annual General Meeting.

A power of attorney and voting instructions template will be available on the company's website at [www.exelcomposites.com](http://www.exelcomposites.com) by no later than 25 February 2021 once the deadline for delivering counter proposals to be put to a vote has expired. Possible powers of attorney are requested to be submitted in the following ways:

- a. using the form available at the company's website at [www.exelcomposites.com](http://www.exelcomposites.com) (if using proxy representative designated by Exel Composites); or
- b. email to [investor@exelcomposites.com](mailto:investor@exelcomposites.com); or
- c. regular mail to Exel Composites Plc, AGM, Mäkituvantie 5, 01510 Vantaa, Finland.

Powers of attorney must be submitted no later than by 16 March at 16:00 EET, by which time the powers of attorney must be received by the company.

Delivery of a power of attorney including voting instructions to the company by the aforementioned deadline constitutes due registration for the Annual General Meeting. No other separate notification of participation for the Annual General Meeting is required from the shareholder. Proxy representatives must see to the voting in advance on behalf of shareholders during the period 25 February 2021 - 16 March 2021 at 16:00 EET by email to [investor@exelcomposites.com](mailto:investor@exelcomposites.com) or by regular mail to Exel Composites Oyj, AGM, Mäkituvantie 5, 01510 Vantaa, Finland. Advance votes submitted by proxy representatives must be received by the company by aforementioned deadline.

The introduction of the designated proxy representative is available at [www.koponenlaw.fi/Professional-Experience/](http://www.koponenlaw.fi/Professional-Experience/) and his contact information is [heikki@koponenlaw.fi](mailto:heikki@koponenlaw.fi), tel. +358 40 8443448.

The personal data given to Exel Composites Plc is used only in connection with the Annual General Meeting, the online event to be held after the Annual General Meeting and with the processing of related registrations.

Additional information is available at the company's website at [www.exelcomposites.com](http://www.exelcomposites.com) or by email at [investor@exelcomposites.com](mailto:investor@exelcomposites.com).

## 3. Holder 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 he/she on the record date of the Annual General Meeting, i.e. on 11 March 2021, would be entitled to be registered in the shareholders' register of the Company held 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 temporarily registered into the shareholders' register held by Euroclear Finland Ltd. at the latest by 18 March 2021 at 10:00 EET. As regards to nominee registered shares, this constitutes due registration for the Annual General Meeting.

A holder of nominee registered shares is advised to request without delay necessary instructions regarding the temporary registration in the shareholders' register of the Company, the issuing of proxy documents and registration for the Annual General Meeting from his/her custodian bank. The account manager of the custodian bank has to register a holder of nominee registered shares, who wants to participate in the Annual General Meeting, temporarily into the shareholders' register of the Company at the latest by the time stated above.

## 4. Other instructions and information

Shareholders holding at least one hundredth of all shares in the company have the right to make a counterproposal to the proposals for resolutions on the agenda of the General Meeting, which will be put to a vote. Such counterproposals must be delivered to the company by e-mail to [investor@exelcomposites.com](mailto:investor@exelcomposites.com) by no later than 23 February 2021 at 10:00 EET.

Shareholders making a counterproposal must in connection with delivering the counterproposal present evidence of his/her shareholdings. The counterproposal will be considered at the General Meeting, provided that the shareholder has the right to participate in the General Meeting and that the shareholder holds shares corresponding to at least one hundredth of all shares in the company on the record date of the General Meeting. If the counterproposal will not be taken up for consideration at the General Meeting, the votes given in favor of the counterproposal will not be taken into account. The company will publish possible counterproposals to be put to a vote on the company's website [www.exelcomposites.com](http://www.exelcomposites.com) by no later than 25 February 2021.

A shareholder has the right to pose questions with respect to the matters to be considered at the meeting pursuant to Chapter 5, Section 25 of the Finnish Companies Act by email to [investor@exelcomposites.com](mailto:investor@exelcomposites.com) or by regular mail to Exel Composites Oyj, AGM, Mäkituvantie 5, 01510 Vantaa, Finland no later than 9 March 2021 at 16:00 EET, by which time the questions must be received by the company. Such questions by shareholders, responses to such questions by the company's management as well as other counterproposals than those put up to a vote are available on the on the company's website at [www.exelcomposites.com](http://www.exelcomposites.com) by no later than 12 March 2021. As a prerequisite for presenting questions or counterproposals, a shareholder must present sufficient evidence to the Company of his/her shareholdings.

## 5. Registration to the online event for shareholders

After the Annual General Meeting to be held on 23 March 2021, at 10:30 EET, Exel Composites will hold an online event for shareholders, where the resolutions made at the General Meeting and the review by the President and CEO will be presented. An interactive questions and answers session will be arranged after the CEO presentation. The event will be held only in Finnish. The presentation by President and CEO will be made available in Finnish and in English at [www.exelcomposites.com](http://www.exelcomposites.com) after the event.

Participants to the event are requested to register during the period 25 February 2021 - 19 March 2021 at 12:00 EET in the following ways:

- a. using the registration form available at the company's website at [www.exelcomposites.com](http://www.exelcomposites.com); or
- b. email to [investor@exelcomposites.com](mailto:investor@exelcomposites.com).

The link to join the event and participation instructions will be sent to the participants via email on the day before the event.

On the date of this notice to the Annual General Meeting, the total number of shares and votes in Exel Composites Plc is 11,896,843.

Vantaa, 18 February 2021

**Exel Composites Plc**  
Board of Directors and the Shareholders' Nomination Board

### For further information, please contact:

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### Exel Composites in brief

At Exel Composites, we use over 60 years' experience to solve challenges and help customers save resources. Our forward-thinking composite solutions made with continuous manufacturing technologies serve customers in a wide range of industries around the world. You can find our products used in applications from wind power and transportation to building and infrastructure.

Our collaborative approach and global footprint set us apart from our competition. We use our expertise to help customers reduce weight, improve performance and energy efficiency and decrease total lifetime costs. We want to be the first choice for sustainable composite solutions globally.

Headquartered in Finland, Exel Composites employs approximately 650 forward-thinking professionals around the world and is listed on Nasdaq Helsinki. To find out more about our offering and company please visit [www.exelcomposites.com](http://www.exelcomposites.com).