

NoHo Partners Plc

STOCK EXCHANGE RELEASE 21 MARCH 2023 at 10:15 EET

## **Notice convening the Annual General Meeting of NoHo Partners Plc**

The Annual General Meeting (AGM) of NoHo Partners Plc will be held on Wednesday 19 April 2023 starting at 10:00 at Nokia Arena Eventum restaurant at the address Sorinkatu 3, 33100 Tampere, Finland. The reception of those registered for the meeting, distribution of voting tickets and coffee catering will begin at 9:00.

Shareholders can also exercise their voting rights by voting in advance. Instructions for advance voting are presented in this notice under section C. Instructions for the participants in the AGM.

Shareholders may submit questions, as referred to in Chapter 5, Section 25 of the Finnish Limited Liability Companies Act, pertaining to matters to be discussed at the meeting, also prior to the meeting in writing. Instructions for submitting questions in writing are given in section C of this notice.

Shareholders, who are registered in the shareholders' register of the company held by Euroclear Finland Oy on the record date of the AGM, will be able to follow the meeting via a live video stream. Following the live video stream is not considered as participating in the AGM. Further instructions regarding the live video stream can be found in this notice under section C.

The following of the company's largest shareholders Laine Capital Oy, Mika Niemi and PIMU Capital Oy, whose shareholdings entitle them to votes representing a total of approximately 43.9% of all of the votes in the company (situation on 28 February 2023), have announced in advance that they support the proposed resolutions on the agenda for the General Meeting included in the notice convening the General Meeting.

### **A. Matters on the Agenda of the General Meeting**

At NoHo Partners Plc's annual General Meeting, the following matters will be considered:

- 1. Opening of the meeting**
- 2. Calling the meeting to order**
- 3. Election of the persons to scrutinise 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 year 2022**  
  
Presentation of the review of the CEO
- 7. Adoption of the financial statements**
- 8. Resolution on the use of the profit shown on the balance sheet and the distribution of dividends**

NoHo Partners Plc's Board of Directors proposes to the Annual General Meeting convening on 19 April 2023 that, based on the adopted balance sheet of the financial period ending on 31 December 2022, a

dividend of EUR 0.40 (0.00) per share will be paid at the time of dividend payment on shares owned by external shareholders.

The Board of Directors proposes that the dividend be paid in two (2) instalments, such that the first instalment of EUR 0.20 per share is paid on 24 May 2023 to shareholders who have been recorded in the company's shareholder list maintained by Euroclear Finland Oy by the record date of 11 May 2023. The Board of Directors proposes that it be authorised to later decide, according to its discretion, the record and payment date for the second instalment of the dividend, however in such a way that the second instalment is paid no later than by 20 October 2023 with a record date five weekdays prior to payment date.

At the time of the financial statements on 31 December 2022, there were 20,699,801 externally owned shares.

## **9. Resolution on the discharge of the members of the board of directors and the CEO from liability**

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

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

The Nomination and Remuneration Committee proposes that the remuneration to the members of the Board of Directors is paid as follows: the annual remuneration of the chairperson of the Board of Directors is EUR 60,000, the annual remuneration of the deputy chairperson is EUR 45,000 and the annual remuneration of the other members of the Board is EUR 30,000. No proposal to pay separate attendance allowances.

As an exception to the aforementioned, it is proposed that a separate remuneration per meeting be paid to the persons elected to the committees as follows: to the EUR 1,000 and to the members EUR 500.

It is proposed that travel expenses be reimbursed in accordance with the company's travel rules.

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

The Nomination and Remuneration Committee proposes that six members be elected to the Board of Directors.

## **13. Election of the chairperson, deputy chairperson and members of the Board of Directors**

The Nomination and Remuneration Committee proposes that Mia Ahlström, Timo Laine, Mika Niemi, Yrjö Närhinen, Petri Olkinuora and Kai Seikku be re-elected as members of the Board of Directors for a term of office ending at the close of the Annual General Meeting 2024.

In addition, the Nomination and Remuneration Committee proposes that Timo Laine be re-elected as Chairman of the Board of Directors and Yrjö Närhinen as Vice-Chairman.

All candidates have consented to being elected.

Introductions of the proposed persons can be found on the company's website at <https://www.noho.fi/en/investors/agm-2023/>.

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

The Board of Directors proposes that the auditor be remunerated in accordance with the invoice approved by the company.

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

The Board of Directors proposes that the audit firm Ernst & Young Oy, which has informed the company that Juha Hilmola, APA, will serve as the responsible auditor, be re-elected as the company's auditor for a term that ends at the end of the first annual General Meeting following the election.

## **16. Amendment of the Articles of Association**

The Board of Directors proposes to the Annual General Meeting to amend the first paragraph of Section 10 of the Articles of Association (currently "Annual General Meeting of Shareholders") to allow the General Meeting to also be held remotely without a meeting venue if the Board of Directors so decides, and to change the title of Section 10 to "General Meeting of Shareholders" so that the title would cover not only the Annual General Meetings, but also any Extraordinary General Meetings. According to the proposal, the title and the first paragraph of Section 10 of the Articles of Association would read in their entirety as follows, and the rest of Section 10 would remain unchanged:

*"Section 10 General Meeting of Shareholders*

*The General Meeting of Shareholders may be held in Tampere, Helsinki, Espoo or Vantaa. The Board of Directors may decide that the General Meeting of Shareholders will be held without a meeting venue so that shareholders exercise their decision-making power during the meeting in full in real time using telecommunications connections and technological means (virtual meeting). The Board of Directors may also decide that participation in the General Meeting is also permitted such that a shareholder exercises their full decision-making power during the General Meeting using a remote connection and technical means (hybrid meeting)."*

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

The board of directors proposes that the General Meeting withdraw previous unused authorisations to acquire the company's own shares and authorise the board of directors to decide upon the purchase of a maximum of 800,000 of the company's own shares in one or several tranches using the company's unrestricted equity under the following conditions:

The shares are to be acquired in public trading arranged by Nasdaq Helsinki Ltd, due to which the purchase will take place in directed manner, i.e. otherwise than in proportion to the shareholdings of the shareholders, and the consideration paid for the shares will be the market price of NoHo Partners Plc's shares at the time of the purchase. Shares are to be acquired to be used to finance or implement potential mergers or acquisitions or other arrangements, to implement the company's incentive schemes or for other purposes decided by the company's board of directors. The maximum number of shares that can be acquired corresponds to approximately 3.9% of all of the shares and votes in the company calculated based on the number of shares on the date of the notice convening the General Meeting.

The board of directors will decide upon other terms related to the repurchase of company shares.

The authorisation is proposed to remain in force until the end of the next annual General Meeting, but for no more than 18 months from the General Meeting's resolution on the authorisation.

## **18. Authorisation of the board of directors to decide on the issuance of shares and/or the issuance of option rights and other special rights entitling to shares**

The board of directors proposes that the General Meeting withdraw previous share issue authorisations and authorise the board of directors to decide on the issuance of shares and/or the issuance of option rights or other special rights entitling to shares as follows:

The maximum number of shares to be issued pursuant to the authorisation in one or more tranches is 3,000,000, corresponding to approximately 14.5% of all registered shares in the company calculated

based on the number of shares on the date of the notice convening the General Meeting.

The share issue and/or issue of option rights or other special rights can be carried out in deviation from the shareholders' pre-emptive subscription right (directed issue).

The authorisation can be used, for example, to implement mergers or acquisitions or financing arrangements, to develop the company's equity structure, to improve the liquidity of the company's shares, to implement the company's incentive schemes or for other purposes decided by the company's board of directors. Under the authorisation, a maximum of 281,828 shares may be issued for the implementation of the company's incentive schemes, which corresponds to approximately 1.4% of all registered shares in the company calculated based on the number of shares on the date of the notice convening the General Meeting.

Under the authorisation, the board of directors may issue either new shares or treasury shares. The board of directors would be authorised to decide on all other conditions of the issuance of shares and/or option rights or other special rights.

It is proposed that the authorisation be valid until the end of the next annual General Meeting, but for no more than 18 months from the General Meeting's resolution on the authorisation.

## **19. Closing of the General Meeting**

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

This notice, including all proposals of the Board of Directors and the Nomination and Remuneration Committee relating to the agenda of the General Meeting, is available on NoHo Partners Plc's website at <https://www.noho.fi/en/investors>. NoHo Partners Plc's financial statements, Report by the Board of Directors documents Auditor's report, and the remuneration report are available at NoHo Partners' website at <https://www.noho.fi/en/investors/agm-2023/>. The minutes of the General Meeting will be available on the company's website at the above website no later than on 3 May 2023.

### **C. Instructions for the Participants in the General Meeting**

#### **1. Shareholders registered in the shareholder register**

Shareholders who are entered as shareholders in the company's shareholder register maintained by Euroclear Finland Oy on the record date of the General Meeting, 5 April 2023, have the right to participate in the General Meeting. Shareholders whose shares are registered on their personal Finnish book-entry accounts are registered in the company's shareholder register.

Registration to the Annual General Meeting and advance voting commences on 22 March 2023 at 10:00 EET. A shareholders registered in the company's shareholder register and who wish to participate in the General Meeting must register by 12 April 2023 at 16:00 EET, by which time the registration must be received by the company. Such notice can be given:

- a) Through NoHo Partners' website at <https://www.noho.fi/en/investors/agm-2023/>. Online registration and advance voting on the company's website requires strong electronic identification from the shareholder or their statutory representative or proxy representative with Finnish or Swedish online banking credentials or a mobile certificate.
- b) By email sending the registration and advance voting form available are on the company's website at <https://www.noho.fi/en/investors/agm-2023/> to [agm@innovatics.fi](mailto:agm@innovatics.fi).

- c) By mail sending the registration and advance voting form available are on the company's website at <https://www.noho.fi/en/investors/agm-2023/> to the address Innovatics Ltd, Yhtiökokous / NoHo Partners Plc, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland.

The requested information, such as the shareholder's name, date of birth and contact details as well as the name and personal identification number of any proxy representative or statutory representative they may have, must be provided in connection with the registration. The personal data disclosed in connection with the shareholders' registration will only be used in connection with the General Meeting and the processing of related necessary registrations. Shareholders, their authorised representatives or proxy representatives must, where necessary, be able to prove at the Meeting place their identity and/or right to represent the shareholder.

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 13.00 p.m. to 16.00 p.m.

## 2. Holders of nominee registered shares

A holder of nominee registered shares has the right to participate in the General Meeting by virtue of shares based on which they on the record date of the General Meeting, 5 April 2023, would be entitled to be registered in the company's shareholder register held by Euroclear Finland Oy. In addition, the right to participate requires that holders of nominee registered shares be temporarily entered into the shareholder register maintained by Euroclear Finland Oy based on these shares on 14 April 2023 at 10:00, at the latest. This is considered registration for the General Meeting as regards nominee registered shares.

Holders of nominee registered shares are advised to contact their custodian bank without delay to request the necessary instructions for the registration in the temporary shareholder register of the company, the issuing of proxy documents and registration for the General Meeting. The account management organisation of the custodian bank will register a holder of nominee registered shares, who wishes to participate in the General Meeting, into the temporary shareholder register at the latest by the time stated above. The account management organisation of the custodian bank representing the holders of nominee-registered shares are recommended to vote in advance in the manner described in this notice. The account management organisation of the custodian bank will arrange advance voting on behalf of the holder of nominee registered shares during the registration period applicable to holders of nominee registered shares.

## 3. Proxy representatives and proxy documents

Shareholders may participate in the General Meeting and exercise their rights at the meeting also by way of proxy representation.

Proxy representatives must use strong electronic authentication when registering for the meeting and voting in advance online, after which they can register and vote in advance on behalf of the shareholder they represent. A proxy representative must produce a dated proxy document or otherwise in a reliable manner demonstrate their right to represent the shareholder at the General Meeting. Statutory right of representation may be demonstrated by using the Suomi.fi e-Authorisations service, which is in use in the online registration service.

When a shareholder participates in the General Meeting by means of several proxy representatives representing the shareholder with shares in different securities accounts, the shares by which each proxy representative represents the shareholder must be identified in connection with registration for the General Meeting.

Any proxy documents are requested to be submitted preferably as an attachment with the electronic registration or alternatively by email to [agm@innovatics.fi](mailto:agm@innovatics.fi) or by mail to Innovatics Ltd, Yhtiökokous / NoHo Partners Plc, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland so that they arrive prior than the end of the registration and advance voting period. Proxy documents may also be delivered in connection with the online

registration and advance voting on the company's website by uploading the proxy document as an attachment in the online service.

#### 4. Advance voting

Shareholders with a Finnish book-entry account can register and vote in advance on certain matters on the agenda during the time period from 22 March 2023 at 10:00 to 12 April 2023 at 16:00 in the following ways:

- a) Through NoHo Partners' website at <https://www.noho.fi/en/investors/agm-2023/>. Advance voting takes place similarly as described in section C.1 of this notice.
- b) By email sending the registration and advance voting form available are on the company's website at <https://www.noho.fi/en/investors/agm-2023/> to [agm@innovatics.fi](mailto:agm@innovatics.fi).
- c) By mail sending the registration and advance voting form available are on the company's website at <https://www.noho.fi/en/investors/agm-2023/> to the address Innovatics Ltd, Yhtiökokous / NoHo Partners Plc, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland.

A shareholder's advance votes must be received by the company by the time advance voting ends. Sending in a duly populated advance voting form as set out above will be deemed to constitute both registration and voting in advance.

Unless shareholders voting in advance are present at the meeting in person or by way of proxy representation, they will not be able to use their rights under the Limited Liability Companies Act to request a vote, and if decision proposals have changed after the beginning of the advance voting period, their possibility to vote on an such item may be restricted.

The advance voting form will be available on the company's website as of the beginning of the advance voting at the latest.

#### 5. Other information and instructions

The General Meeting will be held in Finnish.

A shareholder has the right to ask questions referred to in chapter 5, section 25 of the Limited Liability Companies Act with respect to the matters to be considered at the General Meeting. Such questions can also be sent by email to [yhtiokokous@noho.fi](mailto:yhtiokokous@noho.fi) no later than at 16:00 on 5 April 2023. The company's management will respond such questions that have been presented in advance and in writing in the General Meeting. Posing questions requires the shareholder to present an adequate statement of their shareholding in the company.

Shareholders have the opportunity to follow the General Meeting also via an online stream. Shareholders are asked to take into account that merely following the meeting remotely is not considered as official participation in the General Meeting and that it does not make possible for shareholders to ask questions or exercise their rights in the General Meeting. The video link and password required to follow the meeting remotely will be sent by e-mail and text message to the e-mail address and mobile phone number provided at the time of registration. Following the meeting remotely is only possible for shareholders who are entered in the company's shareholder register on the record date of the General Meeting. The General Meeting's list of votes and voting results will be determined based on advance voting as well as the participants of the General Meeting and votes given in the General Meeting. Registration will be open until the start of the meeting. More information and instructions for watching the online broadcast are available on the company's website at the above address.

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

On the date of the notice convening the General Meeting, NoHo Partners Plc has a total of 20,699,801 shares, entitling to as many votes. The company holds no treasury shares on the date of the notice convening the General Meeting.

Tampere, 21 March 2023

## **NoHo Partners Plc**

Board of Directors

### **Additional information:**

Aku Vikström, CEO, NoHo Partners Plc, tel. +358 44 235 7817

Jarno Suominen, Deputy CEO, NoHo Partners Plc, tel. +358 40 721 5655

### **Distribution:**

Nasdaq Helsinki

Major media

[www.noho.fi/en](http://www.noho.fi/en)

*NoHo Partners Plc is a Finnish group established in 1996, specialising in restaurant services. The company, which was listed on Nasdaq Helsinki in 2013 and became the first Finnish listed restaurant company, has continued to grow strongly throughout its history. The Group companies include some 250 restaurants in Finland, Denmark and Norway. The well-known restaurant concepts of the company include Elite, Savoy, Teatteri, Sea Horse, Stefan's Steakhouse, Palace, Löyly, Hanko Sushi, Friends & Brgrs, Campingen and Cock's & Cows. Depending on the season, the Group employs approximately 2,300 people converted into full-time employees. The Group aims to achieve turnover of MEUR 400 by the end of 2024. The company's vision is to be the leading restaurant company in Northern Europe.*