



**ANNUAL GENERAL MEETING OF DETECTION TECHNOLOGY PLC ON 30 MARCH 2023 AT 3:00 P.M.**

**TIME:** 30 March 2023 at 3:00 p.m.

**PLACE:** Aalto University's campus in Otaniemi, Finland, Undergraduate Centre, Otakaari 1, Espoo, Finland.

**PRESENT:** The shareholders listed in the register of votes confirmed at the Meeting (Appendix 1) were present or represented at the Meeting.

In addition, Chair of the Board of Directors Hannu Syrjälä, President and CEO Hannu Martola, Chair of the Shareholders' Nomination Board Lasse Heinonen, the representative of the Company's auditor, APA Petri Kettunen, Attorney at Law Johan Roman and technical meeting staff were present at the Meeting.

**1 OPENING OF THE MEETING**

Chair of the Board of Directors Hannu Syrjälä opened the Meeting.

**2 CALLING THE MEETING TO ORDER**

Johan Roman, Attorney at Law, was elected as Chair of the Meeting.

The Chair of the Meeting explained the procedures for discussing the matters on the Meeting agenda.

**3 ELECTION OF PERSONS TO SCRUTINIZE THE MINUTES AND TO SUPERVISE THE COUNTING OF VOTES**

Petri Hiljanen was elected as Scrutinizer of the Minutes and as Supervisor of Counting of the Votes.

**4 RECORDING THE LEGALITY OF THE MEETING**

It was noted that the Notice for the Meeting had been published on the Company's website and as a company release on 2 March 2023. Shareholders who wished to participate in the Meeting were required to register for the Meeting no later than on 27 March 2023 by 10 a.m.

It was noted that that the Meeting was duly convened in accordance with the Company's articles of association and the Companies Act and, thus, the Meeting constituted a quorum.

The Notice to the Meeting and the proposals of the Board of Directors were attached to the Minutes (Appendix 2).



## **5 RECORDING THE ATTENDANCE AT THE MEETING AND ADOPTION OF THE LIST OF VOTES**

The register of attendance and votes at the beginning of the Meeting was presented and, based on the record, 35 shareholders were represented at the Meeting either in person or by a proxy representative or a power of attorney.

At the beginning of the Meeting 10,654,903 shares and votes were represented at the Meeting.

It was noted that certain shareholders who own nominee registered shares had provided voting instructions to the company in advance and that a summary of the voting instructions will be kept as an appendix separate from the minutes.

*The voting instructions from shareholders holding nominee registered shares represented by Mira Söderlund (Skandinaviska Enskilda Banken AB (publ) Helsinki Branch) included oppositions and abstain votes, but no deviating proposals.*

According to the voting instructions, no voting and full counting of votes is required if the Chair of the Meeting can, based on the voting instructions provided in advance and the view presented at the Meeting, clearly determine that the required majority of the votes (and shares represented at the Meeting) supports the proposal made to the Meeting.

The above-mentioned representative confirmed, at the request of the Chair of the Meeting, that their principals did not require a vote on the matters where the voting instruction was to oppose the proposal or abstain from voting, but that a note in the relevant item of the minutes would suffice. To the extent the voting instructions included opposing votes that had been presented without any counterproposal under such agenda items where it is not possible to vote against the proposal without presenting a counterproposal, such votes would not be acknowledged as opposing votes, and they would not be recorded under the agenda item concerned.

It was noted that the Register of Votes will be re-confirmed to represent the current attendance in case of a vote. The list of votes and the power of attorneys of the meeting representatives were attached to the minutes ([Appendix 1](#)).

## **6 PRESENTATION OF THE FINANCIAL STATEMENTS, THE REPORT OF THE BOARD OF DIRECTORS AND THE AUDITOR'S REPORT FOR THE YEAR 2022**

The Company's President and CEO gave a presentation on the Company's activities during year 2022.

The Company's Financial Statements and the Report of the Board of Directors for the financial year 1 January–31 December 2022 were presented to the Meeting.



It was noted that the documents concerning the Company's audit had been available on the Company's website for the time period leading up to the Meeting as required by the Companies Act.

The Financial Statements and the associated documentation were attached to the Minutes (Appendix 3).

The Auditor's Report was presented and attached to the Minutes (Appendix 4).

**7 ADOPTION OF THE FINANCIAL STATEMENTS, INCLUDING THE ADOPTION OF THE CONSOLIDATED FINANCIAL STATEMENTS**

The Meeting adopted the Financial Statements and the Consolidated Financial Statements for the financial year 1 January–31 December 2022.

**8 RESOLUTION ON THE USE OF THE PROFIT SHOWN ON THE BALANCE SHEET AND THE DISTRIBUTION OF FUNDS**

It was noted that the Board of Directors has proposed to the Annual General Meeting that, based on the adopted financial statements for 2022, a dividend of EUR 0.20 per share be paid. The dividend shall be paid to shareholders who are registered in the company's register of shareholders, maintained by Euroclear Finland Ltd, on the record date for payment, 3 April 2023. The dividend is paid on 12 April 2023.

It was resolved to pay dividend from the distributable funds of Detection Technology Plc in accordance with the proposal of the Board of Directors.

**9 RESOLUTION ON THE DISCHARGE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE CEO FROM LIABILITY**

It was resolved to discharge the members of the Board of Directors and the CEO from liability for the financial year 1 January–31 December 2022.

It was recorded that according to the voting instructions provided in advance, there were 281,278 votes against the proposal in the event of a vote. The Chair noted that based on the voting instructions provided in advance and the statements presented at the Meeting, no vote on the matter is required.

**10 RESOLUTION ON THE REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE AUDITOR**

It was noted that Detection Technology Plc's Shareholders' Nomination Board (Nomination Board) has proposed to the Annual General Meeting that the remuneration of the members of the Board of Directors is resolved as described in the Notice for the Annual General Meeting.

It was resolved, in accordance with the proposal of the Nomination Board, that an annual fixed remuneration of the members of the Board of Directors elected for the following term of office

is paid as follows: the Chair of the Board of Directors is paid EUR 65,000, members of the Board of Directors are each paid EUR 37,000 and the Vice Chair of the Board of Directors is paid EUR 49,000, provided a Vice Chair is elected. It was also resolved, upon the proposal by the Nomination Board, that the members of the Board of Directors be paid a meeting-specific fee as follows: EUR 1,000 to the Chair of the Board of Directors and EUR 500 to the members of the Board of Directors per each meeting held in the home country of the respective member, and EUR 1,500 to the Chair of the Board of Directors and EUR 1,000 to the members of the Board of Directors per each meeting held elsewhere than in the home country of the respective member. The travel expenses of the members of the Board of Directors are compensated in accordance with the Company's travel rules. It was also resolved, upon the proposal by the Nomination Board, that the members of the audit committee and the remuneration committee be paid a meeting-specific fee of EUR 500 per meeting.

Each member of the Board of Directors may, at its sole discretion, choose to have a part of the fixed annual remuneration paid in the form of the Company's shares and the rest in cash, so that approximately 40% of the annual fixed remuneration would be paid in Detection Technology Plc's shares. The number of shares to be transferred as an annual remuneration is determined based on the value of the share quoted on the Nasdaq Helsinki Ltd Stock Exchange as follows: the value of the share is the volume-weighted average trading price of the share from the month following the publishing of the Detection Technology Plc's January-March 2023 Interim Report.

It was further resolved, in accordance with the proposal of the Board of Directors, that remuneration and travel expenses for the Auditor to be elected be paid according to the Auditor's reasonable invoice.

## **11 RESOLUTION ON THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS**

It was resolved in accordance with the proposal of the Nomination Board that six (6) members are elected to the Board of Directors.

## **12 ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS**

It was noted that the Nomination Board has proposed to the Meeting that Carina Andersson, Marion Björkstén, Richard Ingram, Pasi Koota, Henrik Roos and Hannu Syrjälä, all currently members of the Board of Directors are re-elected for the following term of office.

It was noted that all nominated persons have given their consent to the position.

It was noted that the Nomination Board recommends Hannu Syrjälä to be re-elected as the Chair of the Board and that Henrik Roos be elected as the Vice Chair of the Board.

It was recorded that according to the voting instructions provided in advance, there were 432,432 abstain votes in respect of the proposal in the event of a vote. The Chair noted that based on the voting instructions provided in advance and the statements presented at the Meeting, no vote on the matter is required.



The Annual General Meeting resolved, in accordance with the proposal of the Board of Directors, that Carina Andersson, Marion Björkstén, Richard Ingram, Pasi Koota, Henrik Roos and Hannu Syrjälä are re-elected to the Board of Directors for the following term of office ending at the closing of the next Annual General Meeting.

### **13 ELECTION OF THE AUDITOR**

It was noted that the Board of Directors has proposed to the Annual General Meeting, as recommended by the Board of Directors' Audit Committee, that Authorized Public Accounting firm KPMG Oy Ab is elected as the Auditor of the Company for the following term of office. KPMG Oy Ab has informed that Petri Kettunen, Authorized Public Accountant, will act as the Auditor-in-charge should it be elected as the Auditor of the Company.

It was noted that the nominated auditor has given his consent to the position.

It was resolved, in accordance with the proposal by the board, that Authorized Public Accounting firm KPMG Oy Ab is elected as the Auditor of the Company for the following term of office ending at the closing of the next Annual General Meeting. Petri Kettunen, Authorized Public Accountant, will act as the Auditor-in-charge.

### **14 AUTHORIZATION TO THE BOARD OF DIRECTORS TO DECIDE ON THE REPURCHASE OF OWN SHARES**

It was resolved in accordance with the proposal of the Board of Directors that the Board of Directors is authorized to resolve on the repurchase of own shares in the Company as follows.

The General Meeting authorized the Board of Directors to resolve on the repurchase of a maximum of 732,795 shares in the Company in one or several tranches by using funds in the unrestricted shareholders' equity. The shares can be repurchased otherwise than in proportion to the shareholdings of the shareholders in public trading arranged by Nasdaq Finland Oy for the market price formed at the moment of purchase.

The authorization shall be valid until the closing of the next Annual General Meeting, however, no longer than until 30 June 2024. The authorization revokes earlier authorizations regarding unused share buy-backs.

### **15 AUTHORIZATION OF THE BOARD OF DIRECTORS TO RESOLVE ON A SHARE ISSUE AND AN ISSUE OF SPECIAL RIGHTS ENTITLING TO SHARES**

It was resolved, in accordance with the proposal of the Board of Directors that the Board of Directors is authorized to resolve on the issuance of shares and the issuance of special rights entitling to shares as referred to in Chapter 10 Section 1 of the Companies Act as follows.

The General Meeting authorized the Board of Directors to resolve on the issuance of shares and the issuance of special rights entitling to shares as referred to in Chapter 10 Section 1 of the Companies Act in one or several lots, either against payment or without payment. The



aggregate amount of shares to be issued, including the shares to be received based on special rights, shall not exceed 1,465,593 shares, which amount corresponds to approximately 10% of the current number of all shares in the Company. The Board of the Directors may resolve to issue either new shares or to transfer treasury shares potentially held by the Company.

The new shares and the special rights referred to in Chapter 10 Section 1 of the Companies Act and Company's own shares may be issued and transferred to the shareholders in proportion to their current shareholdings in the Company or in deviation from the shareholders' pre-emptive rights by way of a directed issue if there is a weighty financial reason for the Company to do so. The deviation from the shareholders' pre-emptive rights may be carried out for example in order to develop the Company's capital structure, to finance or carry out acquisitions, investments or other business transactions, or to use the shares for an incentive scheme. A directed share issue may be executed without consideration only if there is an especially weighty financial reason for the Company to do so, taking the interests of all its shareholders into account.

The Board of Directors is also authorized to decide on a share issue to the Company itself without consideration so that the own shares held by the Company after the issue does not exceed 10% of all shares in the Company. The own shares held by the Company and its subsidiaries shall be included in the amount as set out in Chapter 15 Section 11 Subsection 1 of the Companies Act.

The Board of Directors is authorized to decide on all other matters related to the issuance of shares and special rights.

The authorization shall be valid until the closing of the next Annual General Meeting, however, no longer than until 30 June 2024. The authorization replaces all previous unused authorizations of the Board of Directors to resolve on the issuance of shares, issuance of share options and issuance of other special rights entitling to shares.

## **16 CLOSING OF THE MEETING**

It was recorded that all resolutions made at the Annual General Meeting were supported by all voting shareholders present at the Meeting.

The Chair of the Meeting noted that all matters on the agenda had been discussed and that the Minutes and the English translation of the Minutes will be available on the Company's website on 13 April 2023 at the latest.

The Chair of the Meeting closed the Meeting at 3:49 p.m.

*[signatures on the following page]*



UNOFFICIAL ENGLISH TRANSLATION  
OF THE MINUTES N:O 1/2023

DETECTION TECHNOLOGY PLC  
ANNUAL GENERAL MEETING  
30 MARCH 2023

**Chair of the Meeting:**

Name: [Signature]  
Johan Roman  
Title: Attorney at Law

**The minutes have been scrutinized  
and approved:**

Name: [Signature]  
Petri Hiljanen



## Appendices

<b>Appendix 1</b>	Record of Votes and Power of Attorneys
<b>Appendix 2</b>	Notice to the Annual General Meeting and Proposals to the Annual General Meeting
<b>Appendix 3</b>	Financial Statements
<b>Appendix 4</b>	Auditor's Report