



Detection Technology Plc company announcement 4 March 2021 at 10:00 (EET)

## **Notice to the Annual General Meeting of Detection Technology Plc**

Notice is given to the shareholders of Detection Technology Plc to the Annual General Meeting to be held at the campus of Aalto University in Otaniemi at the address A Grid, Jetti Auditorium, Otakaari 5A, 02150, Espoo on Tuesday, 30 March 2021, at 15:00. The language of the Annual General Meeting shall be Finnish.

Detection Technology follows authority regulations and guidelines issued due to the COVID-19 pandemic. Due to the issued restrictions on gatherings and meetings, the Company must restrict the number of participants in the meeting and, in accordance with the health authorities' recommendations, the duration of the meeting.

For safety reasons and to limit the spread of the COVID-19 pandemic, all shareholders are urged to participate in the AGM through proxy representation and not to attend the meeting physically. Voting instructions are also given by the proxy. Shareholders may follow a live webcast from the Annual General Meeting or watch a recording of the webcast after the meeting. Further instructions for shareholders can be found in this notice under section C "Instructions for the participants of the Annual General Meeting".

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

The following matters will be considered at the General Meeting:

1. Opening of the meeting
2. Calling the meeting to order
3. Election of persons to scrutinize 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 2020

Review by the President and CEO

7. Adoption of the Financial Statements, including the adoption of the Consolidated Financial Statements
8. Resolution on the use of the profit shown on the balance sheet and the distribution of funds:

The Board of Directors proposes to the Annual General Meeting that, based on the adopted financial statements for 2020, a dividend of EUR 0.28 per share be paid.



The dividend shall be paid to a shareholder who is registered in the company's register of shareholders, maintained by Euroclear Finland Ltd, on the record date for payment, 1 April 2021.

The Board of Directors proposes to the Annual General Meeting that the dividend be paid on 12 April 2021.

9. Resolution on the discharge of the members of the Board of Directors and the CEO from liability

10. Resolution on the remuneration of the members of the Board of Directors and the Auditor

The Shareholders' Nomination Board of Detection Technology Plc (The Nomination Board) proposes that the annual fixed remuneration of the Board of Directors remains unchanged and would be as follows: the Chair would be paid an annual fee of EUR 60,000 (2020: EUR 60,000) and other members of the Board of Directors an annual fee of EUR 35,000 (2020: EUR 35,000).

An elected member of the Board of Directors may, at his/her discretion, choose to receive the annual fixed remuneration partly in company shares and partly in cash so that approximately 40% of the annual fixed remuneration is paid in Detection Technology Plc's shares. The number of shares forming the above remuneration portion, which would be payable in shares, will be determined based on the share value in the stock exchange trading maintained by Nasdaq Helsinki Ltd, calculated as the trade volume weighted average quotation of the share during the one-month period immediately following the date on which the interim report of January-March 2021 of the company is published.

The Nomination Board proposes that the meeting-specific fees payable for each board meeting remains unchanged and would be as follows: for each meeting held in the home country of the respective member, EUR 1,000 to the Chair of the Board of Directors and EUR 500 to other members of the Board of Directors and for each meeting held elsewhere than in the home country of the respective member, EUR 1,500 to the Chair of the Board of Directors and EUR 1,000 to other members of the Board of Directors.

In addition, the Nomination Board proposes that the members of the audit committee and the remuneration committee would be paid a meeting-specific fee of EUR 500 per meeting.

The travel expenses of the members of the Board of Directors are compensated in accordance with the company's travel policy.

The Board of Directors proposes, upon the proposal by the Audit Committee, that the 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

The Nomination Board proposes to the Annual General Meeting that the number of members of the Board of Directors would be six (6).

#### 12. Election of members of the Board of Directors

The Nomination Board proposes that Carina Andersson, Vera Backström, Richard Ingram, Pasi Koota, Henrik Roos and Hannu Syrjälä would be re-elected members of the Board of Directors. Out of the current members of the Board of Directors, Heikki Allonen has informed that he is not available for re-election to the Board of Directors.

All candidates have given their consent to the position. All candidates are independent of the company. The candidates are also independent of Detection Technology Plc's significant shareholders, with the exception of Pasi Koota, who acts currently as CFO at Ahlström Capital Oy, and Vera Backström, who is a Member of the Board of Directors of Antti Ahlström Perilliset Oy. The largest shareholder of Detection Technology Plc, Ahlstrom Capital BV is a group company of Ahlström Capital Oy.

The Nomination Board recommends that Hannu Syrjälä is re-elected Chair of the Board of Directors.

The presentation of the persons nominated for the Board of Directors is available at Detection Technology Plc's website.

#### 13. Election of the Auditor

The Board of Directors proposes, as recommended by the Board of Directors' Audit Committee, that Authorised Public Accounting firm KPMG Oy Ab is elected as the Auditor of the Company for the following term of office ending at the conclusion of the next Annual General Meeting. KPMG Oy Ab has informed if elected as the Auditor of the Company, Authorised Public Accountant Petri Kettunen will act as the Responsible Auditor.

#### 14. Authorisation to the Board of Directors to decide on the repurchase of own shares

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors to resolve on the repurchase of a maximum of 718,750 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 Ltd for the market price formed at the moment of purchase.



It is proposed that the authorization be valid until the closing of the next Annual General Meeting, however, no longer than until 30 June 2022. The authorization replaces all previous unused authorizations to resolve on the repurchase of own shares.

15. Authorisation of the Board of Directors to resolve on a share issue and an issue of special rights entitling to shares

The Board of Directors proposes that the Annual General Meeting authorises 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 Finnish Limited Liability Companies Act in one or several parts, 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 1,437,500 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 Finnish Limited Liability Companies Act 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 number of shares as set out in Chapter 15 Section 11 Subsection 1 of the Finnish Limited Liability Companies Act.

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

It is proposed that the authorization be valid until the closing of the next Annual General Meeting, however, no longer than until 30 June 2022. 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



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

The proposals for the resolutions on the matters on the agenda of the Annual General Meeting set out above as well as this notice are available on Detection Technology Plc's website at [www.deetee.com](http://www.deetee.com). The Financial Statements, the Report of the Board of Directors and the Auditor's Report of Detection Technology Plc are available on the above-mentioned website no later than Thursday, 4 March 2021. The proposals for the resolutions and the other above-mentioned documents are also available at the Annual General Meeting. Copies of these documents and of this notice will be sent to shareholders upon request.

The minutes of the Annual General Meeting will be available on the above-mentioned website no later than 16 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 18 March 2021 (the record date of the Annual General Meeting) in the shareholders' register of the Company held by Euroclear Finland Ltd., has the right to participate in the Annual General Meeting. A shareholder, whose shares are registered on his/her personal Finnish book-entry account, is registered in the shareholders' register of the Company.

Changes in shareholdings occurring after the record date of the Annual General Meeting shall not affect the right to attend the Annual General Meeting or the number of votes of the shareholder.

A shareholder, who is registered in the shareholders' register of the Company and who wants to participate in the Annual General Meeting, shall register for the meeting at the latest by 10:00 on Thursday, 25 March 2021 by giving a prior notice of participation, which shall be received by the Company no later than the above-mentioned time.

Such notice can be given:

- a) through the notice link on the Company's website [www.deetee.com/investors](http://www.deetee.com/investors);
- b) through email to [investors@deetee.com](mailto:investors@deetee.com); or
- c) by regular mail to Detection Technology Plc, Elekroniikkatie 10, 90590 Oulu.

In connection with the registration, a shareholder shall notify his/her name, personal identification number or Business ID, address, telephone number and the name of a possible assistant or proxy representative and the personal identification number of a proxy representative. The personal data given to Detection Technology Plc is used only in connection with the Annual General Meeting and with the processing of related registrations.



The shareholder, his/her authorized representative or proxy representative shall, where necessary, be able to prove his/her identity and/or right of representation at the meeting.

## **2. Holders 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 would be entitled to be registered in the shareholders' register of the Company held by Euroclear Finland Ltd on 18 March 2021 (the record date of the Annual General Meeting). The right to participate in the Annual General Meeting requires, in addition, that the shareholder has been registered into the temporary shareholders' register held by Euroclear Finland Ltd on the basis of such shares at the latest by 10:00 on Thursday, 25 March 2021. As regards nominee registered shares, this constitutes due registration for the Annual General Meeting.

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

## **3. Proxy representatives and powers of attorney**

For safety reasons and to limit the spread of the COVID-19 pandemic, the shareholders are urged to participate in the Annual General Meeting and exercise their rights at the meeting by way of proxy representation. Shareholders may authorize LL.M Sebastian Vuoritsalo of Dottir Attorneys Ltd to act as their representative by following the instruction below:

- The proxy form and voting instructions with signatures are to be submitted before the end of the registration period of the AGM on 25 March 2021 at 10:00, either as a scanned copy to [investors@deetee.com](mailto:investors@deetee.com) or by mail to Detection Technology Oyj, Elektroniikkatie 10, 90590 Oulu.
- The proxy form with voting instructions is available at the Company's website <https://www.deetee.com/investors/corporate-governance/general-meeting/annual-general-meeting-2021/>.

## **4. Other instructions and information**

Shareholders may follow a live webcast from the Annual General Meeting or watch a recording of the webcast after the meeting. A link to the webcast will be sent automatically to the shareholders who have registered for the Annual General Meeting.



Due to the COVID-19 pandemic, further information may be given regarding the Annual General Meeting arrangements. Please follow the company announcements and check the latest instructions on the company website.

Pursuant to Chapter 5 Section 25 of the Finnish Companies Act, a shareholder may present questions with respect to the matters to be considered at the Annual General Meeting until 18 March 2021 by email to [investors@deetee.com](mailto:investors@deetee.com). Such questions by shareholders and responses of the Company's management to such questions will be available on the Company's website at <https://www.deetee.com/investors/corporate-governance/general-meeting/annual-general-meeting-2021/> by no later than 25 March 2021. As a prerequisite for presenting questions, a shareholder must present evidence of his/her shareholding. Pursuant to Chapter 5 Section 25 of the Finnish Limited Liability Companies Act, a shareholder or their representative who is present at the Annual General Meeting has the right to request information with respect to the matters to be considered at the meeting.

On the date of this notice to the Annual General Meeting, 4 March 2021, the total number of shares and votes in Detection Technology Plc is 14,375,430.

Detection Technology Plc  
Board of Directors

#### **Further information**

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Nordea is the company's Certified Advisor under the Nasdaq First North GM rules.

**Detection Technology** is a global provider of X-ray detector solutions for medical, security, and industrial applications. The company's solutions range from photodiodes to optimized detector subsystems with ASICs, electronics, mechanics, software and algorithms. It has sites in Finland, China, France, and the US. The company's shares are listed on Nasdaq First North Growth Market Finland under the ticker symbol DETEC.

Distribution: Nasdaq Helsinki, key media, [www.deetee.com](http://www.deetee.com)