



Detection Technology Plc company announcement 2 March 2023 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 Aalto University's campus in Otaniemi, Finland, Undergraduate Centre, meeting room H304, address Otakaari 1, Espoo on Thursday 30 March 2023 at 3:00 p.m. The language of the Annual General Meeting shall be Finnish.

The reception of persons who have registered for the meeting and distribution of voting tickets will commence at the meeting venue at 2:00 p.m.

### **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 2022

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 2022, a dividend of EUR 0.20 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, 3 April 2023.

The Board of Directors proposes to the Annual General Meeting that the dividend be paid on 12 April 2023.



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 Chairman would be paid an annual fee of EUR 65,000 (2022: EUR 65,000) and ordinary members of the Board of Directors an annual fee of EUR 37,000 (2022: EUR 37,000).

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 2023 of the company is published.

The Nomination Board proposes that the meeting-specific fees payable for each board meeting remain unchanged and would be as follows: for each meeting held in the home country of the respective member, EUR 1,000 to the Chairman 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 Chairman 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, Marion Björkstén, Richard Ingram, Pasi Koota, Henrik Roos and Hannu Syrjälä would be re-elected members of the Board of Directors.

All candidates have given their consent to the election. 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 as CFO of Ahlström Capital 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 Chairman 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 Authorized 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, Authorized Public Accountant Petri Kettunen will act as the Responsible Auditor.

### 14. Authorization 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 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 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 2024. The authorization replaces all previous unused authorizations to resolve on the repurchase of own shares.

### 15. Authorization 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 authorizes 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 1,465,593 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 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 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

## **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, 9 March 2023. The proposals for the resolutions and the other above-mentioned documents are also on view at the Annual General Meeting.



The minutes of the Annual General Meeting will be available on the above-mentioned website no later than 13 April 2023.

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

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

Each shareholder, who is registered on 20 March 2023 (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 a.m. on Friday, 27 March 2023 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/ir-highlights](http://www.deetee.com/ir-highlights);
- 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 20 March 2023 (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 a.m. on Monday, 27 March 2023. 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**

The shareholders may participate in the Annual General Meeting and exercise their rights at the meeting by way of proxy representation.

A proxy representative shall produce a dated proxy document or otherwise in a reliable manner demonstrate their right to represent the shareholder at the General Meeting. When a shareholder participates in the General Meeting by means of several proxy representatives representing the shareholder with shares at different securities accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the General Meeting.

Any proxy documents should be delivered either as a scanned copy to [investors@deetee.com](mailto:investors@deetee.com) or by mail to Detection Technology Oyj, Elektroniikkatie 10, 90590 Oulu before the end of the registration period on 27 March 2023 at 10:00 a.m. In addition to providing the proxy documents, shareholders or their proxy representatives are also required to register to the General Meeting in the manner instructed in this notice.

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

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, 2 March 2023, the total number of shares and votes in Detection Technology Plc is 14,655,930.



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 sensor components 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.

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