

## Notice to convene HKScan Corporation's Extraordinary General Meeting

HKScan Corporation                      Stock exchange release                      29 January 2024 at 12:00 p.m. (EET)

The shareholders of HKScan Corporation are invited to the Extraordinary General Meeting of the company to be held on Wednesday, 28 February 2024, beginning at 10:00 a.m. (EET), at Mauno Koivisto Centre, in the President Auditorium, at the address BioCity, Tykistökatu 6, FI-20520 Turku. Reception of those who have registered for the meeting will start at 9:00 a.m. (EET). Instructions for the shareholders are in C Part "Instructions for participants in the General Meeting" of this notice to the General Meeting.

### ***A Matters on the agenda of the General Meeting***

The following matters shall be addressed at the 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                      **PROPOSAL OF THE BOARD OF DIRECTORS ON CONFIRMING AND APPROVING THE SALE OF HKSCAN'S SWEDISH BUSINESS AND ON AUTHORIZING THE BOARD OF DIRECTORS TO DECIDE ON THE ACQUISITION OF THE COMPANY'S OWN SHARES**
- 6.1                      **Background**

On 29 December 2023, the company announced that it has signed an agreement to sell the shares of its Swedish subsidiary HKScan Sweden AB to the Swedish Lantmännen ek för.

According to the agreement, the purchase price for the shares in HKScan Sweden AB amounts to approximately EUR 60 million in cash as well as the A shares (6,869,750) and K shares (665,000) in HKScan held by Lantmännen (the "**Consideration Shares**"). In addition, Lantmännen will repay an intragroup loan between HKScan and HKScan Sweden AB to the amount of approximately EUR 50 million. HKScan will also reduce off-balance sheet factoring financing of approximately EUR 55 million and approximately EUR 13 million of IFRS 16 leasing liabilities. A prepayment of EUR 25 million of the purchase price has been made upon signing of the agreement. The remainder of the purchase price will be paid at the closing of the transaction. The cash consideration will be adjusted at the time of the transaction by the usual adjustments. The total number of Consideration Shares held by Lantmännen to be transferred to the company as purchase price is 7,534,750 shares.

The transaction is expected to be closed in the first half of 2024 and is subject to clearance by the EU Commission and further clearance by the Swedish authorities for foreign direct investment (FDI) control.

The completion of the sale of the Swedish business is conditional upon the Extraordinary General Meeting of HKScan confirming and approving the transaction and granting to the Board of Directors of HKScan the necessary authorizations to acquire the Consideration Shares. The acquisition of the Consideration Shares is an integral part of the sale of the Swedish business and a condition for its completion, and the General Meeting must therefore take a position on the proposals of the Board of Directors referred to in this agenda item 6 below as a whole.

## **6.2 Proposal of the Board of Directors on confirming and approving the sale of HKScan's Swedish business**

The Board of Directors proposes and recommends that the Extraordinary General Meeting confirms and approves the sale of HKScan's Swedish business. The resolution is conditional and subject to the other conditions for the sale of the Swedish business set out above being fulfilled.

Further information on the agreement can be found in the company's stock exchange release dated 29 December 2023 and background material, which are available on the company's website at [www.hkscan.com/en/investors-information/Extraordinary-General-Meeting-2024/](http://www.hkscan.com/en/investors-information/Extraordinary-General-Meeting-2024/) no later than on 7 February 2024.

## **6.3 Proposal of the Board of Directors on authorizing the Board of Directors to decide on the acquisition of the company's own series A shares and series K shares**

The Board of Directors proposes to the Extraordinary General Meeting that the Board of Directors be authorized to decide on the purchase of the company's own series A shares and series K shares as follows:

The aggregate number of own shares to be acquired shall not exceed 6,869,750 series A shares and 665,000 series K shares in total, which corresponds to approximately 7.61 percent of all the shares in HKScan, approximately 7.34 percent of all the series A shares in HKScan and approximately 12.31 percent of all the series K shares in HKScan. However, HKScan together with its subsidiaries, cannot at any moment own and/or hold as pledge more than 10 percent of all the shares in HKScan.

The shares may be purchased based on the proposed authorization to complete the sale of the Swedish business by using non-restricted equity. The shares may be purchased in a proportion other than that of the shares held by the shareholders (directed purchase). A directed purchase of the company's own shares always requires a weighty economic reason for the company and the authorization may not be utilized inconsistently with the principle of equal treatment of shareholders.

The maximum amount of consideration payable for the acquisition of a share is EUR 0.7316 per share for both series A shares and series K shares. For both series A shares and series K shares, the maximum consideration is based on the volume-weighted average price of HKScan's series A share in stock exchange trading during the 30 trading day period preceding the signing of the agreement.

The Board of Directors shall resolve upon other terms and conditions of the purchase. The shares may be acquired in one or more tranches.

The authorization is effective for eighteen (18) months from the decision of the General Meeting.

The authorization does not revoke earlier authorizations granted by the General Meeting to acquire and/or to accept as pledge the company's own shares.

## **7 PROPOSAL OF THE BOARD OF DIRECTORS ON AUTHORIZING THE BOARD OF DIRECTORS TO DECIDE ON THE ISSUE OF SHARES**

The Board of Directors proposes that the Extraordinary General Meeting authorizes the Board of Directors to decide on the issue of shares as follows:

The shares issued under the authorization are those series A shares or series K shares that are in HKScan's possession or HKScan's new series A or series K shares. Under the authorization, a maximum of 6,869,750 series A shares and a maximum of 665,000 series K shares, which corresponds to approximately 7.61 percent of all the shares in HKScan, approximately 7.34 percent of all the series A shares in HKScan and approximately 12.31 percent of all the series K shares in HKScan, can be issued. The shares can be issued in one or more tranches.

The shares may be issued under the proposed authorization to develop the capital structure of the company, to expand the ownership base of the company, or to finance or carry out acquisitions or other arrangements. The Board of Directors is authorized to resolve on all other terms for the share issue. Given the proposed purpose of the authorization, the share issue may take place in a directed manner, i.e., in deviation from the shareholders' pre-emptive right. A directed share issue always requires a weighty economic reason for the company and the authorization may not be utilized inconsistently with the principle of equal treatment of shareholders.

The authorization shall be effective until no later than 30 June 2025.

The authorization revokes earlier authorizations granted by the General Meeting to decide on the issue of shares or option rights and other special rights entitling to shares.

## **8 CLOSING OF THE MEETING**

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

The aforementioned proposals of the Board of Directors for the decisions on the matters on the agenda of the General Meeting, this notice and HKScan's Annual and Corporate Responsibility Report from 2022, which includes the company's latest adopted financial statements, the report of the Board of Directors and the Auditor's report, are available on the company's website at [www.hkscan.com/en/investors-information/Extraordinary-General-Meeting-2024/](http://www.hkscan.com/en/investors-information/Extraordinary-General-Meeting-2024/). The company's Interim Report Q1/2023, Half Year Financial Report 2023 and Interim Report Q3/2023 are also available on the company's website. A report by the Board of Directors of the company on events that have a material impact on the company's position after the preparation of the Interim Report Q3/2023 will be available on the company's website no later than on 7 February 2024.

The proposals of the Board of Directors and other aforementioned documents are available also at the Extraordinary General Meeting, and copies of these documents and this notice will be sent to shareholders upon request.

The minutes of the Extraordinary General Meeting will be made available on the website at [www.hkscan.com/en/investors-information/Extraordinary-General-Meeting-2024/](http://www.hkscan.com/en/investors-information/Extraordinary-General-Meeting-2024/) no later than on 13 March 2024.

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

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

Each shareholder, who is registered on 16 February 2024 in the company's shareholders' register held by Euroclear Finland Ltd, has the right to participate in the Extraordinary General Meeting. A shareholder whose shares are registered in his/her personal Finnish book-entry account is registered in the company's shareholders' register.

A shareholder who wishes to attend the Extraordinary General Meeting must notify the company of their intention of doing so by 21 February 2024 at 16:00 p.m. (EET), by which time the registration must be received. Notification may be made:

- (a) through the company's website at [www.hkscan.com/en/investors-information/Extraordinary-General-Meeting-2024/](http://www.hkscan.com/en/investors-information/Extraordinary-General-Meeting-2024/);
- (b) by email to [legal@hkscan.com](mailto:legal@hkscan.com); or
- (c) by regular mail to: HKScan Corporation, Extraordinary General Meeting, P.O. Box 50, FI-20521 Turku, Finland.

The notification shall give the name, personal identification number or business ID, address and telephone number of the shareholder and the name of any possible assistant or proxy representative. Personal information given to the Company will be used solely in the context of the Extraordinary General Meeting and the processing of related registrations.

#### **2. Proxy representative and powers of attorney**

A shareholder may participate in the Extraordinary General Meeting and exercise his/her rights at the meeting by way of proxy representation.

A proxy representative shall produce a dated letter of proxy or otherwise in a reliable manner demonstrate his/her right to represent the shareholder at the Extraordinary General Meeting. If the shareholder participates in the Extraordinary General Meeting by several proxy representatives who represent the shareholder with shares on separate securities accounts, the shares with which each representative represents the shareholder shall be notified in connection with the registration.

Possible letters of proxy should be sent by email to [legal@hkscan.com](mailto:legal@hkscan.com) or as originals to HKScan Corporation, Extraordinary General Meeting, P.O. Box 50, FI-20521 Turku, Finland before the close of the registration deadline.

Corporation owners can use the suomi.fi electronic authorization service instead of traditional power of attorney to authorize an agent. A proxy presentative is appointed in

the Suomi.fi service at [www.suomi.fi/e-authorizations](http://www.suomi.fi/e-authorizations) using the proxy box "Representation at the General Meeting". The proxy entitles the holder to attend the General Meeting. When registering for the General Meeting, the proxy will be identified by strong electronic authentication in the General Meeting Service. Strong electronic authentication works with bank IDs or with mobile authentication. More information on electronic proxy voting is available at [www.suomi.fi/e-authorizations](http://www.suomi.fi/e-authorizations).

### **3. Holders of nominee registered shares**

A holder of nominee registered shares has the right to participate in the Extraordinary General Meeting by such shares, based on which he/she on the record date of the Extraordinary General Meeting, 16 February 2024, would be entitled to be registered in the shareholders' register of the company held by Euroclear Finland Ltd. The right to participate in the Extraordinary General Meeting requires, in addition, that the shareholder based on such shares has been registered into the temporary shareholders' register held by Euroclear Finland Ltd at the latest by 23 February 2024 at 10:00 a.m. (EET). As regards nominee registered shares this constitutes due registration for the Extraordinary General Meeting. Changes in shareholding after the record date do not affect the right to participate in the meeting or the number of voting rights held in the meeting.

Holders of nominee registered shares are advised to request from their asset manager without delay the necessary instructions concerning registration in the shareholders' register, the issue of letters of proxy and registration for the Extraordinary General Meeting. The asset manager's account operator must notify for registration in the company's temporary shareholders' register any holder of nominee registered shares who wishes to attend the Extraordinary General Meeting. Such notification for registration must be made by the abovementioned date and time.

### **4. Other information**

The meeting shall be held in Finnish.

Pursuant to chapter 5, section 25 of the 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.

Changes in shareholding after the record date, 16 February 2024, do not affect the right to participate in the meeting or the number of voting rights held in the meeting. On the date of this notice of the Extraordinary General Meeting, the total number of shares in the Company is 93,551,781 series A shares and 5,400,000 series K shares and the total number of votes is 93,551,781 for series A shares and 108,000,000 for series K shares.

Turku, 29 January 2024

HKScan Corporation

Board of Directors