

PROPOSALS OF THE BOARD OF DIRECTORS TO THE ANNUAL GENERAL MEETING OF 4.4.2024

Resolution on the use of the result shown on the balance sheet and the payment of dividend

The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0.15 per share be paid for the financial year 2023. The dividend will be paid in two instalments. The first instalment of EUR 0.08 per share will be paid to a shareholder who is entered in the company's shareholder register maintained by Euroclear Finland Oy on the record date of the dividend payment, Monday April 8, 2024. The Board of Directors proposes a dividend payment date of Monday April 15, 2024.

The second instalment of the dividend of EUR 0.07 per share will be paid to a shareholder who is entered in the company's shareholder register maintained by Euroclear Finland Oy on the record date of the second instalment of the dividend, Monday October 7, 2024. The Board of Directors proposes to the Annual General Meeting that the second dividend be paid on Monday October 14, 2024.

If necessary, the Board of Directors is authorized to decide on a new dividend payment record date and payment date for the second dividend payment, if the regulations or rules of the Finnish book-entry system change or otherwise require it.

Adoption of the remuneration policy

Presentation and review of the Remuneration policy approved by the Board of Directors. The Remuneration policy will be available by 2.00 pm on March 8, 2024 on the company's website, after which it will be regarded as having been presented to the Annual General Meeting. The Board of Directors proposes that the Remuneration policy be approved. The decision will be of an advisory nature, according to the Finland's Limited Companies Act.

Confirmation of the remuneration report for the company's governing bodies

Presentation and review of the Remuneration Report on the company's governing bodies approved by the Board of Directors. The Remuneration Report will be available by 2.00 pm on March 8, 2024 on the company's website, after which it will be regarded as having been presented to the Annual General Meeting. The Board of Directors proposes that the 2023 Remuneration Report on the company's governing bodies be approved. The decision will be of an advisory nature, according to the Finland's Limited Companies Act.

Resolution on the remuneration of the members of the Board of Directors

The Board of Directors proposes that members of the Board of Directors will receive a monthly fee of EUR 1,250.

Resolution on the number of members of the Board of Directors

Shareholders with a collective share of more than 40% of the company's shares and votes have announced that they will propose to the Annual General Meeting that four members be elected to the Board of Directors.

Election of the members of the Board of Directors

Shareholders with a collective share of more than 40% of the company's shares and votes have proposed that Kari Juutilainen, Jussi Vienola, Kristina Vienola and Lauri Sipponen be elected to the company's Board of Directors.

Resolution of the remuneration of the Auditors

According to the 8 § of the Articles of Association, Wulff Group Plc has one to two auditors and the auditors are appointed until further notice. The Board of Directors proposes to the Annual General Meeting that the reimbursements to the Auditors are paid on the basis of reasonable invoicing.

Election of Auditor

The Board of Directors proposes that BDO Oy, Authorized Public Accountants Organization, be elected as the Company's auditor. BDO Oy has informed that the auditor with principal responsibility will be Joonas Selenius, Authorized Public Accountant.

Authorizing the Board of Directors to decide on the repurchase of the company's own shares

The Board of Directors proposes that the Annual General Meeting shall authorize the Board of Directors to resolve on the acquisition of maximum 300,000 own shares. The authorization is effective until April 30, 2025. The authorization encompasses the acquisitions of the own shares through the public trading arranged by NASDAQ Helsinki Oy in pursuance of its rules or through a purchase offer made to the shareholders. The consideration paid for the acquired shares must be based on the market price. To carry out treasury share acquisitions, derivative, stock loan and other agreements may be made on the capital market in accordance with the relevant laws and regulations.

The authorization entitles the Board of Directors to deviate from the pre-emptive rights of shareholders (directed acquisition) in accordance with the law. The company can acquire treasury shares to carry out acquisitions or other business-related arrangements, to improve the company's capital structure, to support the implementation of the company's incentive scheme or to be cancelled or disposed of. The Board of Directors has the right to decide on other matters related to the acquisition of treasury shares.

Authorizing the Board of Directors to decide on a share issue and the special entitlement of the shares

The Board of Directors proposes that the Annual General Meeting authorise the Board to decide on the issue of new shares, disposal of treasury shares and/or the issue of special rights referred to in Chapter 10, Section 1 of the Companies Act in the following way:

The Board of Directors proposes that the authorisation entitle the Board to issue a maximum of 1,300,000 shares based on a single decision or several decisions. This maximum number encompasses the share issue and the shares issued on the basis of special rights. The proposed maximum number of shares is approximately 20% of the company's currently outstanding stock. The share issue may be subject to or exempt from fees and may be carried out for the company itself as provided in the law.

The Board proposes that the authorisation remain in force until April 30, 2025. The authorisation entitles the Board to deviate from shareholders' pre-emptive rights as provided in the law (private placement). The authorisation can be used to carry out acquisitions or other business-related arrangements, to finance investments, to improve the company's capital structure, to support the implementation of the company's incentive scheme or for other purposes as decided by the Board.

The Board proposes that the authorisation include the right to decide on the way in which the subscription price is entered in the company's balance sheet. The subscription price can be paid in cash or as a non-cash contribution, either partly or in full, or by offsetting the subscription price with a receivable of the subscriber. The Board of Directors has the right to decide on other matters related to the share issue.