

# NOTICE TO CONVENE THE ANNUAL GENERAL MEETING OF WULFF GROUP PLC

The Annual General Meeting of Wulff Group Plc will be held on Friday April 8, 2022 at 12.00 pm. This meeting is being convened through exceptional arrangements, without the presence of the shareholders or their representatives at Wulff Group Plc's headquarters at Kilonkartanontie 3, 02610 Espoo. There is a barrier-free access to the Annual General Meeting.

Shareholders can exercise their shareholder rights at the annual general meeting also by voting in advance. Instructions regarding advance voting are given in section C.4 of this invitation.

In addition, shareholders can follow the Annual General Meeting as a live webcast. Instructions for shareholders can be found in section C.6 of this invitation.

The CEO's videotaped briefing on the Annual General Meeting will be available for viewing on April 5, 2023 at approximately 4:00 pm, after the Annual General Meeting concludes, on the webpage <https://www.wulff.fi/en/investors/board-and-corporate-governance/annual-general-meeting/>.

## A) MATTERS TO BE HANDLED BY THE ANNUAL GENERAL MEETING:

1. Opening the meeting
2. Calling the meeting to order
3. Electing of persons to confirm 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 annual accounts, the report of the Board of Directors and the Auditor's report for the year 2022;  
Review by the CEO
7. Adoption of the annual accounts
8. 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 0.14 per share be paid for the financial year 2022. The dividend will be paid in two installments. The first installment 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 dividend payment, Wednesday April 12, 2023. The Board of Directors proposes a dividend payment date of Friday April 21, 2023.

The second installment 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 installment of the dividend, Thursday October 12, 2023. The Board of Directors proposes to the Annual General Meeting that the second dividend be paid on Friday October 20, 2022.

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.

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

#### **10. Confirmation of the company's governing bodies' Remuneration Report for 2022**

The Board of Directors proposes that the 2022 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.

#### **11. Resolution on the remuneration of the members of the Board of Directors**

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

#### **12. 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.

#### **13. 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.

#### **14. 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.

#### **15. 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 Juha Selänne, Authorized Public Accountant.

#### **16. Authorizing the Board of Directors to decide on the repurchase of the company's of 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, 2024. 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.

#### **17. Authorizing of the Board of Directors to decide on a share issue and on the special entitlement of the shares**

The Board of Directors proposes that the Annual General Meeting authorize 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 authorization 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 consideration and may be carried out for the company itself as provided in the law.

The Board proposes that the authorization remain in force until April 30, 2024. The authorization entitles the Board to deviate from shareholders' pre-emptive rights as provided in the law (private placement). The authorization 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 authorization 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.

## **18. Closing of the meeting**

### **B) DOCUMENTS OF THE ANNUAL GENERAL MEETING**

The aforementioned proposals of the Board of Directors relating to the agenda of the Annual General Meeting, as well as this invitation, are available at Wulff Group Plc's website: [www.wulff.fi/en](http://www.wulff.fi/en). Wulff Group Plc's Annual Report, including the Financial Statements, the Report of the Board of Directors and the Auditor's Report, as well as the Remuneration Report, are available on the above-mentioned website by 2.00 pm on Thursday March 10, 2023. Copies of the Board of Directors' proposals and of the Financial Statements will be sent to shareholders upon request. The minutes of the Annual General Meeting will be viewable on the website by Wednesday April 19, 2023.

### **C) INSTRUCTIONS FOR PARTICIPANTS IN THE ANNUAL GENERAL MEETING**

#### **1. Registration and voting of the shareholder entered in the shareholder list in advance**

The right to participate in the general meeting belongs to the shareholder who is registered on Friday 24 March 2023 in the company's shareholder register kept by Euroclear Finland Oy. A shareholder whose shares are registered in his personal Finnish book-entry account is registered in the company's shareholder register.

A shareholder entered in the company's shareholder register who wishes to participate in the general meeting must register for the general meeting no later than Monday 3 April 2023 at 10:00 a.m., by which time the registration must be received.

You can register for the general meeting:

- by e-mail to: [agm@innovatics.fi](mailto:agm@innovatics.fi),
- by writing to: Innovatics Oy, Annual General Meeting/Wulff-Yhtiöt Oyj, Ratamestarinkatu 13 A, 00520 Helsinki

When registering, the shareholder's name, address, telephone number and the name of any assistant or agent must be stated. There is a barrier-free access to the Annual General Meeting. We ask you to inform us of the need for barrier-free access when registering your attendance.

The shareholder present at the general meeting has the right to ask questions about matters discussed at the meeting in accordance with chapter 4, section 25 of the Companies Act.

The personal data provided by shareholders upon registration will only be used in connection with the processing of the general meeting and necessary registrations related to it.

More information regarding registration and early voting is available from Innovatics Oy by phone during the general meeting's registration time at 010 2818 909 on weekdays from 9:00 a.m. to 12:00 p.m. and from 1:00 p.m. to 4:00 p.m.

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

The shareholder may participate in the general meeting and exercise his rights there also through a proxy.

The shareholder's representative must present a dated power of attorney, or otherwise prove in a reliable manner that he is entitled to represent the shareholder. If the shareholder participates in the general meeting through several proxies, who represent the shareholder with shares in different securities accounts, the shares on the basis of which each proxy represents the shareholder must be indicated when registering.

Possible credentials are requested to be submitted before the end of the registration period:

- by writing to: Innovatics Oy, Annual General Meeting/Wulff-Yhtiöt Oyj, Ratamestarinkatu 13 A, 00520 Helsinki
- by e-mail to: agm@innovatics.fi

## 3. Holders of nominee registered shares

Each holder of nominee registered shares has the right to participate in the Annual General Meeting on the basis of the shares that would entitle him/her to be registered in the shareholder register maintained by Euroclear Finland Ltd by the Annual General Meeting reconciliation date March 24, 2023. An additional precondition for participation is that the shareholder be temporarily registered, on the basis of the aforementioned shares, in the shareholder register maintained by Euroclear Finland Ltd, by no later than March 31, 2023 at 10.00 am. With respect to nominee-registered shares, this shall be regarded as constituting registration for the Annual General Meeting.

Holders of nominee registered shares are hereby instructed to ask their custodian, reasonably in advance, for the necessary instructions on temporary registration in the shareholder register, on the issuing of powers-of-attorney, and on registration for the Annual General Meeting. By no later than the aforementioned date, the custodian's asset manager must declare that the owner of the nominee-registered share(s) should be temporarily registered in the company's shareholder register, and must ensure that vote(s) are cast on behalf of the nominee-registered share(s)' owner.

## 4. Early voting

Shareholders with a Finnish book-entry account can vote in advance on items 7-17 of the agenda by mail or e-mail. The shareholder must submit the pre-voting form available on the company's website [www.wulff.fi/sijoittajill/johto-ja-hallinto/varsinainen-yhtiokokous/](http://www.wulff.fi/sijoittajill/johto-ja-hallinto/varsinainen-yhtiokokous/) by letter to Wulff-Yhtiöt Oyj, Yhtiökokus, Kilonkartanontie 3, 02610 Espoo or by e-mail to [sijottat@wulff.fi](mailto:sijottat@wulff.fi).

Early voting starts on Tuesday, March 14, 2023 at 9:00 a.m. and ends on Monday, April 3, 2023 at 10:00 a.m., by which time the votes must be received. The resolution proposal that is the subject of advance voting is considered to have been presented unchanged at the general meeting.

In the case of a shareholder registered as a director, advance voting takes place through the account management company. The account management company must take care of voting in advance on behalf of the nominee-registered shareholder in accordance with the instructions given by him.

## 5. Sending questions in advance

The shareholder can submit questions referred to in chapter 5, section 25a of the Limited Liability Companies Act, about matters discussed at the meeting until March 20, 2023, by e-mail to the address [sijoittajat@wulff.fi](mailto:sijoittajat@wulff.fi). Such shareholder questions and the company's answers to them can be viewed on the company's website [www.wulff.fi/sijoittajille/johto-ja-hallinto/varsinainen-yhtiokokous/](http://www.wulff.fi/sijoittajille/johto-ja-hallinto/varsinainen-yhtiokokous/) no later than March 22, 2023. The prerequisite for asking questions is that the shareholder presents an explanation of his share ownership when requested.

## 6. Online broadcast of the general meeting

The online broadcast of the general meeting is carried out through Inderes Oyj's virtual general meeting service on the Videosync platform, which includes video and audio monitoring of the general meeting. Watching online does not require any paid software or downloads. In addition to an internet connection, following requires a computer, smartphone or tablet with speakers or headphones for sound reproduction and a microphone for asking oral questions or speeches. To follow, it is recommended to use one of the following browsers: Chrome, Firefox, Edge, Safari or Opera. The shareholder is responsible for the functionality of his internet connection and devices during the meeting. Shareholders following the meeting via webcast cannot ask questions and are not considered to be participating in the annual general meeting.

The link and password for following the webcast will be sent by e-mail and/or text message to the e-mail address and/or mobile phone number provided during registration no later than the day before the meeting, by Tuesday April 5, 2023 at 4:00 p.m. It is recommended to log into the meeting system well in advance of the meeting's start time.

## OTHER INFORMATION

On the date of the meeting invitation, Wulff Group Plc has a total of 6,907,628 shares, which confer an equal number of votes.

The videotaped CEO's briefing from the Annual General Meeting will be available for viewing on April 5, 2023 at approximately 4.00 pm, after the Annual General Meeting concludes, on the webpage [www.wulff.fi/en/investors/board-and-corporate-governance/annual-general-meeting/](http://www.wulff.fi/en/investors/board-and-corporate-governance/annual-general-meeting/). Shareholders are hereby asked to remember that the videotaped briefing will only be produced if arrangements can be made to do so without breaching the public ordinances and restrictions issued to counteract the Covid-19 pandemic.

Additional information on these matters can also be found at the company's website: [www.wulff.fi/en](http://www.wulff.fi/en).

In Espoo on March 9, 2023

WULFF GROUP PLC  
BOARD OF DIRECTORS

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**A better world - one workplace at a time.** We enable better and more sustainable work environments and a perfect working day. We make the workplace where you do your work. Here you can find today's workplace products: e.g. cafe supplies, real estate and cleaning maintenance products, office and IT supplies, ergonomics, first aid, hygiene, protection and safety products, air purification and innovative products for construction sites. Our selection also includes high-quality Canon printing and document management services as well as financial management services. Our customers also purchase international exhibition services and solutions for remote meetings from us. As a clear domestic market leader, we are developing our selection to become more and more responsible and our customer experience to be the best in the industry. In addition to Finland, Wulff Group operates in Sweden, Norway and Denmark. Read more at [wulff.fi/en](http://wulff.fi/en).