

ATRIA PLC
Business ID: 0841066-1

MINUTES 1 / 2021
Annual General Meeting, 29 April 2021

ANNUAL GENERAL MEETING

Date 29 April 2021 at 1:00 p.m. (EEST)
Place Atria Plc's Helsinki office, Läkkipäntie 23, Helsinki, Finland

Present The Board of Directors of Atria Plc has pursuant to Section 2, Subsection 2 of the temporary legislation 677/2020 resolved that shareholders and their proxy representatives may participate in the meeting only through advance voting and by submitting counterproposals and asking questions in advance. Thus, only the Company's General Counsel Merja Harju and attorney-at-law Riikka Rannikko were present at the venue.

The shareholders included in the list of votes adopted at the meeting were represented at the meeting. The list of votes, which includes the shareholders represented at the meeting and their proxy representatives, as well as the number of shares and the number of votes of each shareholder, was attached to the minutes ([Appendix 1](#)).

1. Opening of the meeting

The Chairman of the General Meeting, Riikka Rannikko, opened the meeting.

2. Calling the meeting to order

As set out in the notice to the General Meeting, the meeting was chaired by attorney-at-law Riikka Rannikko. It was recorded that attorney-at-law Riikka Rannikko also kept the minutes of the meeting.

It was recorded that the proposals of the Board of Directors and shareholders to the General Meeting were publicly disclosed by a stock exchange release on 18 March 2021 as part of the notice to the General Meeting. The proposals of the Nomination Board were publicly disclosed by a stock exchange release on 7 January 2021. All proposals made to the General Meeting have thus been available in full on the Company's website as of 18 March 2021. No shareholders' counterproposals subject to voting had been received by the deadline on 7 April 2021 at 10:00 a.m. (EEST). It was also possible to submit questions referred to in Chapter 5, Section 25 of the Finnish Companies Act to the management of the Company by 15 April 2021 at 4:00 p.m. (EEST). No shareholder's questions to the Company's management were made by the deadline.

It was recorded that a shareholder or its proxy representative could only attend the General Meeting by voting in advance and that all items on the agenda have thus been voted on. It was recorded that, pursuant to the temporary legislation, all matters on the agenda could be opposed without submitting a counterproposal.

3. Election of persons to scrutinise the minutes and to supervise the counting of votes

Merja Harju, the Company's General Counsel, acted as the person to scrutinise the minutes and supervise the counting of votes in accordance with the invitation to the General Meeting.

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4. Recording the legality of the meeting

It was recorded that the notice to the General Meeting had been published by stock exchange release on 18 March 2021. In addition, the notice to the General Meeting had been published on the Company's website on 18 March 2021.

It was recorded that the General Meeting had been convened in accordance with the Company's Articles of Association, the Finnish Companies Act and the legislation 677/2020, which temporarily derogates from certain provisions of the Finnish Companies Act, and that the meeting therefore was lawfully convened and constituted a quorum.

The notice to the Annual General Meeting was attached to the minutes (Appendix 2).

5. Recording the attendance at the meeting and adoption of the list of votes

A list of shareholders who had voted in advance within the advance voting period either in person or by proxy and who have the right to attend the Annual General Meeting in accordance with Chapter 5, Sections 6 and 6a of the Finnish Companies Act was presented. It was recorded that 85 owners of Series A shares representing in total 9,274,759 shares and votes and 3 owners of Series KII shares representing in total 9,203,981 shares and 92,039,810 votes had participated in the advance voting. There were 18,478,740 shares and 101,314,569 votes represented at the meeting altogether, comprising approximately 65.37 percent of all shares and 91.19 percent of all votes in the Company.

It was recorded that the Company or Euroclear Finland Oy had not become aware of any technical or other problems relating to the advance voting or compiling the list of votes. The shareholders' right to participate in the meeting and the correctness of the vote count had thus been reliably verified.

The list of attendees and the list of votes represented at the meeting were attached to the minutes (Appendix 1).

6. Presentation of the financial statements, the consolidated financial statements, the report of the Board of Directors, the auditor's report, and the Supervisory Board's statement for the year 2020

It was recorded that since the shareholders or their proxy representatives have only been able to participate in the General Meeting by voting in advance, the Company's financial statements, consolidated financial statements, the report of the Board of Directors and the auditor's report, published by the Company on 24 March 2021, and the Supervisory Board's statement on the financial statements and the auditor's report for the year 2020, published by the Company on 19 March 2021, and which have been available on the Company's website, are deemed to have been presented to the Annual General Meeting.

The financial statement documents were attached to the minutes (Appendix 3).

7. Adoption of the financial statements and the consolidated financial statements

It was recorded that 9,274,759 Series A shares and 9,203,981 Series KII shares were represented in this item, i.e. in aggregate 18,478,740 shares representing approximately 65.37 percent of all of the shares in the Company and that shares represented in this item

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bestowed 101,314,569 votes, representing approximately 91.19 percent of the votes bestowed by all of the shares in the Company.

101,303,277 votes representing approximately 99.99 percent of the votes cast had voted for the adoption of the financial statements and the consolidated financial statements and 11,292 votes representing approximately 0.01 percent of the votes cast had voted against the adoption of the financial statements and the consolidated financial statements. The number of shares that abstained from voting was 0.

Based on the result of the vote, the General Meeting resolved to adopt the Company's financial statements and the consolidated financial statements for the financial period 1 January – 31 December 2020.

8. Resolution on the use of the profit shown on the balance sheet and payment of dividend

It was recorded that according to the parent company's balance sheet on 31 December 2020, the parent company's distributable funds totalled EUR 267,760,669.55, of which the profit for the financial year amounted to EUR 12,666,206.60.

It was recorded that the Board of Directors had proposed to the General Meeting that a dividend of EUR 0.50 per share be distributed for the financial year ended on 31 December 2020. The proposed dividend is paid to a shareholder who on the record date for the payment of the dividend is entered into the Company's shareholder register maintained by Euroclear Finland Oy. The record date for the payment of the dividend is 3 May 2021 and the proposed date of payment is 10 May 2021.

The proposal of the Board of Directors was attached to the minutes ([Appendix 4](#)).

It was recorded that 9,274,759 Series A shares and 9,203,981 Series KII shares were represented in this item, i.e. in aggregate 18,478,740 shares representing approximately 65.37 percent of all of the shares in the Company and that shares represented in this item bestowed 101,314,569 votes, representing approximately 91.19 percent of the votes bestowed by all of the shares in the Company.

101,314,569 votes representing 100.00 percent of the votes cast had voted for the Board of Directors' proposal and 0 votes representing 0.00 percent of the votes cast had voted against the Board of Directors' proposal. The number of shares that abstained from voting was 0.

Based on the result of the vote, the General Meeting resolved, in accordance with the proposal of the Board of Directors, that a dividend of EUR 0.50 per share be distributed for the financial year ended on 31 December 2020 and that the record date for the payment of the dividend is 3 May 2021 and the date of payment is 10 May 2021.

9. Resolution on the discharge of the members of the Supervisory Board and the Board of Directors and the CEO from liability for the financial period 1 January to 31 December 2020

It was recorded that 9,247,085 Series A shares and 9,203,981 Series KII shares were represented in this item, i.e. in aggregate 18,451,066 shares representing approximately 65.27 percent of all of the shares in the Company and that shares represented in this item

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bestowed 101,286,895 votes, representing approximately 91.16 percent of the votes bestowed by all of the shares in the Company.

101,286,895 votes representing 100.00 percent of the votes cast had voted for the discharge from liability and 0 votes representing 0.00 percent of the votes cast had voted against the discharge from liability. The number of shares that abstained from voting was 0.

Based on the result of the vote, the General Meeting resolved to discharge the members of the Supervisory Board and the Board of Directors, and the CEO from liability for the financial period from 1 January to 31 December 2020.

10. Adoption of the remuneration report of the governing bodies

It was recorded that since the shareholders or their proxy representatives have only been able to participate in the General Meeting by voting in advance, the 2020 remuneration report of the governing bodies, which has been available on the Company's website as of 24 March 2021, is deemed to have been presented to the General Meeting.

It was recorded that the Board of Directors had proposed that the Annual General Meeting adopts the remuneration report of the governing bodies.

The remuneration report was attached to the minutes ([Appendix 5](#)).

It was recorded that 9,273,839 Series A shares and 9,203,981 Series KII shares were represented in this item, i.e. in aggregate 18,477,820 shares representing approximately 65.37 percent of all of the shares in the Company and that shares represented in this item bestowed 101,313,649 votes, representing approximately 91.19 percent of the votes bestowed by all of the shares in the Company.

100,811,685 votes representing approximately 99.51 percent of the votes cast had voted for the adoption of the remuneration report of the governing bodies and 501,389 votes representing approximately 0.49 percent of the votes cast had voted against the adoption of the remuneration report of the governing bodies. The number of shares that abstained from voting was 575.

Based on the result of the vote, the General Meeting resolved to adopt the remuneration report of the governing bodies. The resolution was an advisory resolution.

11. Resolution on the remuneration of the members of the Supervisory Board

It was recorded that the Nomination Board had proposed to the General Meeting that the remuneration of the members of the Supervisory Board is kept at the same level as in 2020.

It was recorded that in 2020, the remuneration of the members of the Supervisory Board was as follows: the meeting compensation was EUR 300 per meeting, the compensation for the loss of working time was EUR 300 for meeting and proceeding dates, the fee of the Chairman of the Supervisory Board was EUR 1,500 a month, the fee of the Deputy Chairman was EUR 750 a month, and travelling expenses were compensated in accordance with the Company's travel policy. Compensation for meeting expenses is also paid to the Chairman and Vice Chairman of the Supervisory Board when attending Board meetings of the Company.

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The proposal of the Nomination Board was attached to the minutes (Appendix 4).

It was recorded that 9,273,839 Series A shares and 9,203,981 Series KII shares were represented in this item, i.e. in aggregate 18,477,820 shares representing approximately 65.37 percent of all of the shares in the Company and that shares represented in this item bestowed 101,313,649 votes, representing approximately 91.19 percent of the votes bestowed by all of the shares in the Company.

101,312,999 votes representing approximately 100.00 percent of the votes cast had voted for the Nomination Board's proposal and 650 votes representing approximately 0.00 percent of the votes cast had voted against the Nomination Board's proposal. The number of shares that abstained from voting was 0.

Based on the result of the vote, the General Meeting resolved to approve the proposal of the Nomination Board on the remuneration of the members of the Supervisory Board.

12. Resolution on the number of the members of the Supervisory Board

It was recorded that according to the Articles of Association, the number of the members of the Supervisory Board is 18 to 21. In 2020, the Supervisory Board had 20 members.

It was recorded that shareholders representing more than 10 percent of the votes conferred by the Company's shares had proposed to the General Meeting that the number of the Supervisory Board members to be elected is 20.

The proposal of the shareholders was attached to the minutes (Appendix 4).

It was recorded that 9,273,839 Series A shares and 9,203,981 Series KII shares were represented in this item, i.e. in aggregate 18,477,820 shares representing approximately 65.37 percent of all of the shares in the Company and that shares represented in this item bestowed 101,313,649 votes, representing approximately 91.19 percent of the votes bestowed by all of the shares in the Company.

101,308,473 votes representing approximately 99.99 percent of the votes cast had voted for the shareholders' proposal and 5,176 votes representing approximately 0.01 percent of the votes cast had voted against the shareholders' proposal. The number of shares that abstained from voting was 0.

Based on the result of the vote, the General Meeting resolved, in accordance with the proposal of the shareholders, that the number of the members of the Supervisory Board be 20.

13. Election of members of the Supervisory Board replacing those due to resign

It was recorded that in accordance with the Articles of Association, the following members of the Supervisory Board are due to resign: Lassi-Antti Haarala, Jussi Hantula, Jussi Joki-Erkkilä, Marja-Liisa Juuse, Ari Lajunen, Mika Niku and Ola Sandberg.

It was recorded that shareholders representing more than 10 percent of the votes conferred by the Company's shares had proposed to the General Meeting that Lassi-Antti Haarala,

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Jussi Joki-Erkkilä, Marja-Liisa Juuse, Ari Lajunen, Mika Niku and Ola Sandberg, who are due to resign, be re-elected as members of the Supervisory Board and Mika Herrala be elected as a new member of the Supervisory Board for the term of the next three years.

The proposal of the shareholders was attached to the minutes ([Appendix 4](#)).

It was recorded that 9,273,839 Series A shares and 9,203,981 Series KII shares were represented in this item, i.e. in aggregate 18,477,820 shares representing approximately 65.37 percent of all of the shares in the Company and that shares represented in this item bestowed 101,313,649 votes, representing approximately 91.19 percent of the votes bestowed by all of the shares in the Company.

101,305,107 votes representing approximately 99.99 percent of the votes cast had voted for the shareholders' proposal and 6,698 votes representing approximately 0.01 percent of the votes cast had voted against the shareholders' proposal. The number of shares that abstained from voting was 1,844.

Based on the result of the vote, the General Meeting resolved, in accordance with the proposal of the shareholders, that Lassi-Antti Haarala, Jussi Joki-Erkkilä, Marja-Liisa Juuse, Ari Lajunen, Mika Niku and Ola Sandberg, who are due to resign, be re-elected as members of the Supervisory Board and Mika Herrala be elected as a new member of the Supervisory Board for the term of the next three years.

It was recorded that after the elections, the composition of the Supervisory Board is the following:

<i>Member</i>	<i>Term ends</i>
Juho Anttikoski	2022
Mika Asunmaa	2022
Lassi-Antti Haarala	2024
Jyrki Halonen	2022
Mika Herrala	2024
Veli Hyttinen	2023
Pasi Ingalsuo	2023
Jussi Joki-Erkkilä	2024
Marja-Liisa Juuse	2024
Juha Kiviniemi	2023
Risto Lahti	2023
Ari Lajunen	2024
Vesa Lapatto	2023
Juha Nikkola	2022
Mika Niku	2024
Heikki Panula	2022
Ari Pöyhönen	2022
Risto Sairanen	2023
Ola Sandberg	2024
Timo Tuhkasaari	2023

In total 20 members.

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

It was recorded that the Nomination Board had proposed to the General Meeting that the remuneration of the members of the Board of Directors be kept at the same level as in 2020.

It was recorded that in 2020, the remuneration of the members of the Board of Directors was as follows: the meeting compensation was EUR 300 per meeting, the compensation for the loss of working time was EUR 300 for meeting and proceeding dates, the fee of the Chairman of the Board of Directors was EUR 4,800 a month, the fee of the Deputy Chairman was EUR 2,600 a month, the fee of a member of the Board of Directors was EUR 2,200 a month, and travelling expenses were compensated in accordance with the Company's travel policy.

The proposal of the Nomination Board was attached to the minutes ([Appendix 4](#)).

It was recorded that 9,271,273 Series A shares and 9,203,981 Series KII shares were represented in this item, i.e. in aggregate 18,475,254 shares representing approximately 65.36 percent of all of the shares in the Company and that shares represented in this item bestowed 101,311,083 votes, representing approximately 91.19 percent of the votes bestowed by all of the shares in the Company.

101,309,733 votes representing approximately 100.00 percent of the votes cast had voted for the Nomination Board's proposal and 650 votes representing approximately 0.00 percent of the votes cast had voted against the Nomination Board's proposal. The number of shares that abstained from voting was 700.

Based on the result of the vote, the General Meeting resolved to approve the proposal of the Nomination Board on the remuneration of the members of the Board of Directors.

15. Resolution on the number of members of the Board of Directors

It was recorded that according to the Articles of Association, the Board of Directors consists of a minimum of five (5) and a maximum of nine (9) members. In 2020, the number of members was eight (8).

It was recorded that the Nomination Board had proposed to the General Meeting that the number of the members of the Board of Directors to be elected be eight (8).

The proposal of the Nomination Board was attached to the minutes ([Appendix 4](#)).

It was recorded that 9,273,839 Series A shares and 9,203,981 Series KII shares were represented in this item, i.e. in aggregate 18,477,820 shares representing approximately 65.37 percent of all of the shares in the Company and that shares represented in this item bestowed 101,313,649 votes, representing approximately 91.19 percent of the votes bestowed by all of the shares in the Company.

101,311,155 votes representing approximately 100.00 percent of the votes cast had voted for the Nomination Board's proposal and 2,494 votes representing approximately 0.00 percent of the votes cast had voted against the Nomination Board's proposal. The number of shares that abstained from voting was 0.

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Based on the result of the vote, the General Meeting resolved, in accordance with the proposal of the Nomination Board, that the number of members of the Board of Directors be eight (8).

16. Election of members of the Board of Directors replacing those due to resign

It was recorded that in accordance with the Articles of Association, the following members of the Board of Directors are due to resign: Kjell-Göran Paxal, Ahti Ritola and Harri Sivula. It was also recorded that of the resigning members, Harri Sivula had announced that he will no longer be available to serve as a member of the Board of Directors.

It was recorded that the Nomination Board had proposed to the General Meeting that Kjell-Göran Paxal and Ahti Ritola, who are due to resign, be re-elected as members of the Board of Directors and that Leena Laitinen be elected as a new member of the Board of Directors for the term of the next three years.

The proposal of the Nomination Board was attached to the minutes ([Appendix 4](#)).

It was recorded that 9,271,273 Series A shares and 9,203,981 Series KII shares were represented in this item, i.e. in aggregate 18,475,254 shares representing approximately 65.36 percent of all of the shares in the Company and that shares represented in this item bestowed 101,311,083 votes, representing approximately 91.19 percent of the votes bestowed by all of the shares in the Company.

100,647,176 votes representing approximately 99.34 percent of the votes cast had voted for the Nomination Board's proposal and 663,907 votes representing approximately 0.66 percent of the votes cast had voted against the Nomination Board's proposal. The number of shares that abstained from voting was 0.

Based on the result of the vote, the General Meeting resolved, in accordance with the proposal of the Nomination Board, that Kjell-Göran Paxal and Ahti Ritola, who are due to resign, be re-elected as members of the Board of Directors and that Leena Laitinen be elected as a new member of the Board of Directors for the term of the next three years.

It was recorded that in addition, Nella Ginman-Tjeder, Jukka Kaikkonen, Pasi Korhonen, Jukka Moisio and Seppo Paavola continue as members of the Board of Directors. Nella Ginman-Tjeder, Jukka Kaikkonen and Pasi Korhonen are due to resign at the closing of the Annual General Meeting 2022, and Seppo Paavola and Jukka Moisio are due to resign from the Board of Directors at the closing of the Annual General Meeting 2023.

17. Resolution on the number and remuneration of auditors

It was recorded that according to the Company's Articles of Association, the Company shall have one (1) auditor which must be an auditing firm authorised by the Finnish Patent and Registration Office. The auditor's term of office expires at the end of the next Annual General Meeting following the election.

It was recorded that the Board of Directors had proposed to the General Meeting that one (1) auditor be elected for the Company.

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It was recorded that the Board of Directors had proposed to the General Meeting that the remuneration of the auditor to be elected shall be paid as per an invoice approved by the Company.

The proposal of the Board of Directors was attached to the minutes ([Appendix 4](#)).

It was recorded that 9,273,839 Series A shares and 9,203,981 Series KII shares were represented in this item, i.e. in aggregate 18,477,820 shares representing approximately 65.37 percent of all of the shares in the Company and that shares represented in this item bestowed 101,313,649 votes, representing approximately 91.19 percent of the votes bestowed by all of the shares in the Company.

101,303,327 votes representing approximately 99.99 percent of the votes cast had voted for the Board of Directors' proposal and 10,322 votes representing approximately 0.01 percent of the votes cast had voted against the Board of Directors' proposal. The number of shares that abstained from voting was 0.

Based on the result of the vote, the General Meeting resolved, in accordance with the proposal of the Board of Directors, to elect one (1) auditor for the Company. It was further resolved that the remuneration of the auditor shall be paid as per an invoice approved by the Company.

18. Election of the auditors

It was recorded that the Board of Directors had proposed to the General Meeting that authorised public accounting firm PricewaterhouseCoopers Oy be re-elected as the Company's auditor for the term, which expires at the closing of the next Annual General Meeting following the election. It was recorded that PricewaterhouseCoopers Oy had notified that Samuli Perälä, Authorised Public Accountant, acts as the principal auditor.

The proposal of the Board of Directors was attached to the minutes ([Appendix 4](#)).

It was recorded that 9,273,839 Series A shares and 9,203,981 Series KII shares were represented in this item, i.e. in aggregate 18,477,820 shares representing approximately 65.37 percent of all of the shares in the Company and that shares represented in this item bestowed 101,313,649 votes, representing approximately 91.19 percent of the votes bestowed by all of the shares in the Company.

101,251,346 votes representing approximately 99.94 percent of the votes cast had voted for the Board of Directors' proposal and 62,303 votes representing approximately 0.06 percent of the votes cast had voted against the Board of Directors' proposal. The number of shares that abstained from voting was 0.

Based on the result of the vote, the General Meeting resolved, in accordance with the proposal of the Board of Directors, to re-elect authorised public accounting firm PricewaterhouseCoopers Oy as the Company's auditor for the term, which expires at the closing of the next Annual General Meeting following the election.

19. Authorisation of the Board of Directors to resolve on the acquisition of the Company's own shares

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It was recorded that the Board of Directors had proposed that the General Meeting authorises the Board of Directors to resolve on the acquisition of a maximum of 2,800,000 of the Company's own Series A shares in one or more instalments with funds belonging to the Company's unrestricted equity, subject to the provisions of the Finnish Companies Act on the maximum amount of treasury shares. The Company's own Series A shares may be acquired for use as consideration in any acquisitions or other arrangements relating to the Company's business, to finance investments, as part of the Company's incentive scheme, to develop the Company's capital structure, to be otherwise further transferred, to be retained by the Company, or to be cancelled.

The shares shall be acquired in a proportion other than that of the shareholders' current shareholdings in the Company in public trading arranged by Nasdaq Helsinki Ltd at the trading price of the moment of acquisition. The shares shall be acquired and paid according to the rules of Nasdaq Helsinki Ltd and Euroclear Finland Oy. The Board of Directors is authorised to decide on the acquisition of own shares in all other respects.

It was proposed that the authorisation supersedes the authorisation granted by the Annual General Meeting on 29 April 2020 to the Board of Directors to decide on the acquisition of the Company's own shares and is valid until the closing of the next Annual General Meeting, however, no longer than until 30 June 2022.

The proposal of the Board of Directors was attached to the minutes ([Appendix 4](#)).

It was recorded that 9,273,839 Series A shares and 9,203,981 Series KII shares were represented in this item, i.e. in aggregate 18,477,820 shares representing approximately 65.37 percent of all of the shares in the Company and that shares represented in this item bestowed 101,313,649 votes, representing approximately 91.19 percent of the votes bestowed by all of the shares in the Company.

The Board of Directors' proposal was supported by 9,271,345 Series A shares, corresponding to approximately 99.97 percent of the represented Series A shares and 9,203,981 Series KII shares, corresponding to 100.00 percent of the represented Series KII shares. Thus, the Board of Directors' proposal was supported by a total of 18,475,326 shares, corresponding to approximately 99.99 percent of all the represented shares. The Board of Directors' proposal was opposed by 650 Series A shares, corresponding to approximately 0.01 percent of the represented Series A shares and 0 Series KII shares, corresponding to 0.00 percent of the represented Series KII shares. Thus, the Board of Directors' proposal was opposed by a total of 650 shares, corresponding to approximately 0.00 percent of all the represented shares. The shares supporting the Board of Directors' proposal bestowed 101,311,155 votes, corresponding to approximately 100.00 percent of the votes cast, and the shares opposing the Board of Directors' proposal bestowed 650 votes, corresponding to approximately 0.00 percent of the votes cast. The number of shares that abstained from voting was 1,844.

Based on the result of the vote, the General Meeting resolved, in accordance with the proposal of the Board of Directors, to authorise the Board of Directors to resolve on the acquisition of the Company's own shares.

20. Authorisation of the Board of Directors to resolve on the issuance of shares and the issuance of special rights entitling to shares

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It was recorded that the Board of Directors had proposed that the General Meeting authorises the Board of Directors to resolve on an issue of a maximum total of 5,500,000 new Series A shares or Series A shares possibly held by the Company, in one or more instalments, by issuing shares and/or option rights or other special rights entitling to shares, referred to in Chapter 10, Section 1 of the Finnish Companies Act. It is proposed that the authorisation be used for the financing or execution of any acquisitions or other arrangements or investment relating to the Company's business, for the implementation of the Company's incentive scheme or for other purposes subject to the Board of Directors' decision.

It was proposed that the authorisation include the Board of Directors' right to decide on any terms and conditions of the share issue and the issue of special rights referred to in Chapter 10, Section 1 of the Finnish Companies Act. The authorisation thus also includes the right to issue shares in a proportion other than that of the shareholders' current shareholdings in the Company under the conditions provided in law, the right to issue shares against payment or without charge as well as the right to decide on a share issue without payment to the Company itself, subject to the provisions of the Finnish Companies Act on the maximum amount of treasury shares.

It had been proposed that the authorisation supersedes the authorisation granted by the Annual General Meeting on 29 April 2020 to the Board of Directors and is valid until the closing of the next Annual General Meeting, however, no longer than until 30 June 2022.

The proposal of the Board of Directors was attached to the minutes ([Appendix 4](#)).

It was recorded that 9,273,839 Series A shares and 9,203,981 Series KII shares were represented in this item, i.e. in aggregate 18,477,820 shares representing approximately 65.37 percent of all of the shares in the Company and that shares represented in this item bestowed 101,313,649 votes, representing approximately 91.19 percent of the votes bestowed by all of the shares in the Company.

The Board of Directors' proposal was supported by 17,993,993 shares representing approximately 97.38 percent of all the represented shares and 100,829,822 votes representing approximately 99.52 percent of the votes cast. The Board of Directors' proposal was opposed by 483,527 shares, representing approximately 2.62 percent of all the represented shares and 483,527 votes representing approximately 0.48 percent of the votes cast.

Based on the result of the vote, the Annual General Meeting resolved, in accordance with the proposal of the Board of Directors, to authorise the Board of Directors to resolve on the issuance of shares and the issuance of special rights entitling to shares.

21. Authorisation of the Board of Directors to make donations

It was recorded that the Board of Directors had proposed that the General Meeting authorises the Board of Directors to donate a sum of no more than EUR 100,000 from the distributable capital of the Company to support activities of colleges, universities or other educational institutions or other charitable or corresponding purposes and, in the same context, that the Board of Directors be authorised to resolve on the schedule of the payments and any other terms and conditions relating to the donations.

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The proposal of the Board of Directors was attached to the minutes (Appendix 4).

It was recorded that 9,273,839 Series A shares and 9,203,981 Series KII shares were represented in this item, i.e. in aggregate 18,477,820 shares representing approximately 65.37 percent of all of the shares in the Company and that shares represented in this item bestowed 101,313,649 votes, representing approximately 91.19 percent of the votes bestowed by all of the shares in the Company.

101,313,649 votes representing 100.00 percent of the votes cast had voted for the Board of Directors' proposal and 0 votes representing 0.00 percent of the votes cast had voted against the Board of Directors' proposal. The number of shares that abstained from voting was 0.

Based on the result of the vote, the General Meeting resolved, in accordance with the proposal of the Board of Directors, to authorise the Board of Directors to resolve on making of donations.

22. Closing of the meeting

It was recorded that all of the matters on the agenda had been addressed and the minutes were to be available on the Company's website as from 13 May 2021.

The Chairman closed the meeting at 13.30 p.m. (EEST).

(Signature pages follow)

Unofficial translation of the original Finnish language document. In case of discrepancy, the Finnish language version shall prevail.

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Chairman of the Annual General Meeting:

Riikka Rannikko

Minutes scrutinized and approved:

Merja Harju

Unofficial translation of the original Finnish language document. In case of discrepancy, the Finnish language version shall prevail.

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APPENDICES

1. The list of attendees and the list of votes
2. Notice to the Annual General Meeting
3. Financial statements, consolidated financial statements, report of the Board of Directors and auditor's report and the Supervisory Board's statement on the financial statements and on the auditor's report
4. Proposals to the Annual General Meeting
5. Remuneration Report for the Governing Bodies