

## **PROPOSALS OF THE BOARD OF DIRECTORS TO THE ANNUAL GENERAL MEETING TO BE HELD ON 25 APRIL 2023**

### **Resolution on the use of the profit shown on the balance sheet and payment of dividend**

The proposal of the Company's Board of Directors for profit distribution was published on 22 February 2023. The Board of Directors proposes to the General Meeting that a dividend of EUR 0.70 per share be distributed for the financial year ended on 31 December 2022. 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 27 April 2023 and the proposed date of payment is 5 May 2023.

### **Adoption of the remuneration report**

The Board of Directors proposes that the General Meeting adopts the remuneration report for the governing bodies.

### **Resolution on the number and remuneration of auditors**

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.

The Board of Directors proposes to the Annual General Meeting that one (1) auditor be elected for the Company.

The Board of Directors proposes to the Annual General Meeting that the remuneration of the auditor to be elected shall be paid as per an invoice approved by the Company.

### **Election of auditors**

The Board of Directors proposes to the Annual General Meeting that authorised public accounting firm Deloitte Oy be elected as the Company's auditor for the following term. Deloitte Oy has notified that Marika Nevalainen, Authorised Public Accountant, acts as the principal auditor.

The proposal of the Board of Directors is based on the competitive procurement process of the company's audit. As a result of the competitive procurement process, the company received offers from 3 authorised public accountant organizations. According to the evaluation of the Board of Directors, of the tenderers Deloitte Oy best fulfils the selection criteria that had been determined in advance.

The Board of Directors notes that its recommendation is free from influence by a third party, and the Board of Directors is not subject to compliance with any such clauses referred to in Article 16(6) of the EU Audit Regulation (Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC) that would restrict the choice as regards the appointment of a statutory auditor or auditing firm.

### **Amendments of the Articles of Association**

The Board of Directors proposes that Article 13 of the Articles of Association be amended to enable holding a general meeting entirely without a meeting venue as so-called remote meeting in addition

to the Company's domicile (Kuopio) or Helsinki. In its amended form, said provision of the Articles of Association would read as follows:

*“13 § Venue of General Meetings, notice of meeting and registration*

*The company's General Meetings shall be held in Kuopio or Helsinki, Finland. [In addition, the Board of Directors may resolve on organizing the General Meeting without a meeting venue whereby the shareholders have the right to exercise their power of decision in full in real time during the meeting using telecommunication connection and technical means.]*

*Notice of a General Meeting shall be given to the shareholders by publishing it on the company's website and by a stock exchange release not earlier than three (3) months and not later than three (3) weeks before the date of the Meeting and in any case not later than nine (9) days before the General Meeting Record Date. In addition, the Board of Directors may decide to publish the notice, or notification of delivering notice, in one or more Finnish national newspapers determined by the Board of Directors, or in any other manner it may decide.*

*To have the right to participate in a General Meeting, a shareholder must register with the company no later than on the day mentioned in the notice of meeting, which can be no earlier than ten (10) days before the meeting.”*

The Articles of Association is proposed to remain unchanged in other respects.

The proposal regarding the meeting venue is based on the changes to Chapter 5 of the Finnish Companies Act, including the possibility to arrange general meetings remotely. The legislative changes are based on the premise that, irrespective of the chosen general meeting format, shareholders' rights must not be compromised and that all participating shareholders can exercise their shareholder rights in full in real time, including the right to present questions and vote. The possibility to organize general meetings remotely enables the Company to prepare for rapid changes in the Company's operating environment and society in general, which may be caused, for example, by pandemics. It is important that the Company has the necessary means to offer its shareholders the possibility to exercise their shareholder rights and resolve on any matters that are presented in a general meeting under any circumstances.

## **Authorisation of the Board of Directors to resolve on the acquisition of the Company's own shares**

The Board of Directors proposes that the General Meeting authorise 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 is proposed that the authorisation supersedes the authorisation granted by the Annual General Meeting on 3 May 2022 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 2024.

## **Authorisation of the Board of Directors to resolve on the issuance of shares and the issuance of special rights entitling to shares**

The Board of Directors proposes that the General Meeting authorise 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 is 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 is proposed that the authorisation supersedes the authorisation granted by the Annual General Meeting on 3 May 2022 to the Board of Directors and is valid until the closing of the next Annual General Meeting, however, no longer than until 30 June 2024.

## **Authorisation of the Board of Directors to make donations**

The Board of Directors proposes that the General Meeting authorise 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.

Seinäjoki, 20 March 2023

ATRIA PLC Board of Directors