

## **NOTICE TO THE ANNUAL GENERAL MEETING**

Notice is given to the shareholders of Atria Plc to the Annual General Meeting to be held on Tuesday 3 May 2022 at 1:00 p.m. (EEST) in the Company's Helsinki office, Läkkipäntie 23, Helsinki, Finland. The shareholders of the Company and their proxy representatives can only participate in the meeting and exercise the shareholder's rights by voting in advance as well as by submitting counterproposals and asking questions in advance in accordance with the instructions set out in this notice and other instructions provided by the Company. It is not possible to attend the meeting in person. Instructions for shareholders are provided in section C of this notice (Instructions for the participants in the General Meeting).

The Board of Directors of the Company has resolved on extraordinary meeting procedures pursuant to temporary legislation (375/2021) that entered into force on 8 May 2021. In order to prevent the spread of the coronavirus pandemic, the Annual General Meeting will be held without shareholders' and their proxy representatives' presence at the venue of the meeting. This is necessary in order to ensure the health and safety of the Company's shareholders, personnel and other stakeholders and in order to hold the meeting in a predictable manner so that shareholders have equal opportunities to participate in the meeting, whilst ensuring compliance with the restrictions imposed by the authorities, as in force from time to time.

The Chairman of the Board of Directors, the members of the Board of Directors, the CEO and other management of the Company and the Auditor will not attend the General Meeting. Furthermore, no webcast will be provided. A pre-recorded presentation by the Company's Chairman of the Board of Directors and the CEO will be published on the Company's website no later than on 8 April 2022.

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

At the General Meeting, the following matters will be considered:

#### **1. Opening of the meeting**

#### **2. Calling the meeting to order**

Riikka Rannikko, attorney-at-law, will act as the Chairman of the meeting. In the event Riikka Rannikko is prevented for a weighty reason from acting as the Chairman, the Board of Directors will appoint the person it deems most suitable to act as the Chairman.

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

Merja Harju, Company's General Counsel, will scrutinise the minutes and supervise the counting of the votes. In the event Merja Harju is prevented for a weighty reason from scrutinising the minutes and supervising the counting of votes, the Board of Directors will appoint the person it deems most suitable to scrutinise the minutes and 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**

Shareholders who have voted in advance within the advance voting period and who are entitled to participate in the general meeting in accordance with Chapter 5, Sections 6 and 6 a of the Finnish Companies Act shall be deemed shareholders participating in the meeting. The list of votes will be adopted according to the information furnished by Euroclear Finland Oy.

#### **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 2021**

Since the General Meeting may only be attended by voting in advance, the Company's 2021 financial statements, consolidated financial statements, the report of the Board of Directors and the auditor's report, as well as the Supervisory Board's statement on the financial statements and auditors' report for the year 2021, which are available on the Company's website no later than on 11 April 2022, are deemed to have been presented to the Annual General Meeting.

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

#### **8. 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 15 February 2022. The Board of Directors proposes to the General Meeting that a dividend of EUR 0.63 per share be distributed for the financial year ended on 31 December 2021. 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 5 May 2022 and the proposed date of payment is 12 May 2022.

#### **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 2021**

#### **10. Adoption of the remuneration report of the governing bodies**

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

The remuneration report is available on the Company's website at [www.atria.com/agm](http://www.atria.com/agm) at the latest on 25 March 2022. Since the General Meeting may only be attended by voting in advance, the 2021 remuneration report of the governing bodies is deemed to have been presented to the General Meeting.

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

In 2021, 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.

The Nomination Board proposes to the General Meeting that the remuneration of the members of the Supervisory Board be kept at the same level as in 2021.

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

According to the Articles of Association, the number of the members of the Supervisory Board is 18 to 21. In 2021, the Supervisory Board had 20 members.

Based on the information the Company has received, shareholders representing more than 10% of the votes conferred by the Company's shares propose to the General Meeting that the number of the Supervisory Board members to be elected be 20.

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

In accordance with the Articles of Association, the following members of the Supervisory Board are due to resign: Juho Anttikoski, Mika Asunmaa, Jyrki Halonen, Juha Nikkola, Heikki Panula and Ari Pöyhönen.

Based on the information the Company has received, shareholders representing more than 10% of the votes conferred by the Company's shares propose to the General Meeting that Juho Anttikoski, Mika Asunmaa, Jyrki Halonen, Juha Nikkola and Ari Pöyhönen, who are due to resign, be re-elected as members of the Supervisory Board and Suvi Rantala be elected as a new member of the Supervisory Board for the term of the next three years.

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

In 2021, 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 Nomination Board proposes to the General Meeting that the remuneration of the members of the Board of Directors be kept at the same level as in 2021.

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

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 2021, the number of members was eight (8).

The Nomination Board proposes to the Annual General Meeting that the number of the members of the Board of Directors to be elected be eight (8).

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

In accordance with the Articles of Association, the following members of the Board of Directors are due to resign: Nella Ginman-Tjeder, Jukka Kaikkonen and Pasi Korhonen. In addition, Jukka Moisio has announced to renounce his membership in the Board of Directors.

The Nomination Board proposes to the Annual General Meeting that Nella Ginman-Tjeder, Jukka Kaikkonen and Pasi Korhonen, who are due to resign, be re-elected as members of the Board of Directors for the term of the next three years, and that Mika Joukio would be elected as a new member of the Board of Directors and replace Jukka Moisio who is renouncing his membership during his term for a term continuing until the close of the Annual General Meeting 2023.

In addition, Kjell-Göran Paxal, Ahti Ritola, Leena Laitinen, and Seppo Paavola would continue as members of the Board of Directors. Regarding the current members of the Board of Directors, Seppo Paavola is due to resign at the closing of the Annual General Meeting 2023, and Kjell-Göran Paxal, Ahti Ritola and Leena Laitinen are due to resign from the Board of Directors at the closing of the Annual General Meeting 2024.

## **17. 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.

## **18. Election of auditors**

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

## **19. 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 29 April 2021 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 2023.

## **20. 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 29 April 2021 to the Board of Directors and is valid until the closing of the next Annual General Meeting, however, no longer than until 30 June 2023.

## **21. 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.

## **22. Closing of the meeting**

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

The aforementioned proposals relating to the agenda of the Annual General Meeting and this notice are available on Atria Plc's website at [www.atria.com](http://www.atria.com). Atria Plc's financial statements, the consolidated financial statements, the report of the Board of Directors and the auditors' report, the Supervisory Board's statement on the financial statements and auditors' report and the remuneration report, will be available on the mentioned website at the latest on 11 April 2022. Copies of the proposals and of this notice will be sent to shareholders upon request. The minutes of the General Meeting will be available on the aforementioned website as of 17 May 2022 at the latest.

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

In order to prevent the spread of the coronavirus pandemic, the General Meeting will be arranged so that a shareholder or his/her proxy representative may not be present at the venue of the meeting. The shareholders and their proxy representatives can participate in the meeting and exercise the shareholder's rights only by voting in advance and by submitting counterproposals and asking questions in advance in accordance with the instructions set out below and other instructions provided by the Company.

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

Each shareholder, who is on the record date of the General Meeting, 21 April 2022, registered in the shareholder register of the Company maintained by Euroclear Finland Oy, has the right to participate in the General Meeting. A shareholder, whose shares are registered on his/her personal Finnish book-entry account, is registered in the shareholder register of the Company. Shareholders can participate in the meeting only by voting in advance or through a proxy representative as described below.

#### **2. Registration and voting in advance**

The registration and advance voting will begin on 8 April 2022 at 10:00 a.m. (EEST), when the deadline for submitting counterproposals to be put to a vote has expired. A shareholder, who is registered in the shareholders' register of the Company and who wants to participate in the General Meeting, shall register for the meeting and vote in advance no later than on 25 April 2022 at 4:00 p.m. (EEST) by which time the registration and votes must be received. Registration to the General Meeting

without submitting advance votes will not be considered participation in the General Meeting.

In connection with the registration, a shareholder shall notify the requested information such as, his/her name, personal/business ID, email address, telephone number, as well as the name of a possible proxy representative or legal representative, and the personal ID of the proxy representative or legal representative. The personal data given by the shareholders or the representatives to Euroclear Finland Oy and the Company is used only in connection with the General Meeting and with the processing of necessary related registrations. For further information on how Atria Plc processes personal data, please review Atria Plc's privacy notice regarding the General Meeting, which is available at the Company's website at [www.atria.com/agm](http://www.atria.com/agm) or contact by email [mari.laurila@atria.com](mailto:mari.laurila@atria.com). Shareholders are requested to note that personal information provided in connection with the registration and advance voting by e-mail is provided possibly through an unsecure connection at the shareholder's own responsibility.

A shareholder who has a Finnish book-entry account can register and vote in advance on certain items on the agenda of the General Meeting during the period beginning on 8 April 2022 at 10:00 a.m. (EEST) and ending on 25 April 2022 at 4:00 p.m. (EEST) in the following manners:

a) on the Company's website [www.atria.com/agm](http://www.atria.com/agm)

For shareholders that are natural persons, registration requires strong electronic authentication. When shareholders who are natural persons log into the service through the Company's website, they are directed to the electronic authentication. After this, a shareholder can in one session register to the Annual General Meeting, authorise another person and vote in advance. Strong electronic authentication can be conducted with online banking codes or a mobile certificate.

For shareholders that are legal persons, no strong electronic authentication is required. However, shareholders that are legal persons must notify their book-entry account number and other required information. If a shareholder that is a legal person uses the electronic suomi.fi authorisation, registration requires strong electronic authentication from the authorised representative, which can be conducted with online banking codes or a mobile certificate.

b) by email or by regular mail.

A shareholder may submit the advance voting form available on the Company's website at [www.atria.com/agm](http://www.atria.com/agm) on 8 April 2022 or corresponding information by mail to Euroclear Finland Oy to the address Euroclear Finland Oy, Yhtiökokous/Atria Plc, P.O. Box 1110, FI-00101 Helsinki or by email to [yhtiokokous@euroclear.eu](mailto:yhtiokokous@euroclear.eu).

If a shareholder participates in the General Meeting by submitting advance votes by mail or email to Euroclear Finland Oy, the submission of votes before the due date of the registration period and advance voting constitutes due registration for the General Meeting provided that the aforementioned information required for the registration is received before the end of the advance voting period.

The advance voting instructions will be available on the Company's website at [www.atria.com/agm](http://www.atria.com/agm) by

8 April 2022 at the latest. Additional information is also available during the registration period by telephone from the number +358 500 656 055 from Monday to Friday 9:00 a.m. to 12:00 noon (EEST) and 13:00 p.m. to 16:00 p.m. (EEST).

### 3. Proxy representatives and powers of attorney

A shareholder may participate in the General Meeting and exercise his/her rights at the meeting by way of proxy representation. Due to the coronavirus pandemic, shareholders not voting in advance are requested to exercise shareholders' rights through a centralised proxy representative designated by the Company by authorising Anniina Järvinen, attorney-at-law, from Hannes Snellman Attorneys Ltd, or a person appointed by her, to represent them at the General Meeting in accordance with the voting instructions of the shareholder. Authorising the designated proxy representative will not accrue any costs for the shareholder, excluding possible postal fees for proxy documents. Further information about the designated proxy representative is available at [www.hannessnellman.com/people/all/anniina-jaervinen/](http://www.hannessnellman.com/people/all/anniina-jaervinen/)

Shareholders may also participate in the General Meeting and exercise their rights at the meeting by way of another proxy representative. A proxy representative shall provide a dated proxy document or otherwise in a reliable manner demonstrate their right to represent the shareholder at the General Meeting. Should a shareholder participate in the General Meeting by means of several proxy representatives representing the shareholder with shares in different book-entry accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration.

Proxy and voting instruction templates will be available on the Company's website at [www.atria.com/agm](http://www.atria.com/agm) on 8 April 2022 at the latest. Possible proxy documents containing the advance voting form should be delivered by mail to Euroclear Finland Oy, Yhtiökokous/Atria Plc, P.O. Box 1110, FI-00101 Helsinki, Finland or by email to [yhtiokokous@euroclear.eu](mailto:yhtiokokous@euroclear.eu) prior to the end of the advance voting period on 25 April 2022 at 4:00 p.m. (EEST), by which time the documents must be received.

Proxy representatives must register and vote in advance on behalf of a shareholder, and they can submit counterproposals and ask questions in the manner instructed in this notice. Delivery of proxy documents and advance votes by the due date for the registration and advance voting constitutes due registration for the General Meeting, provided that the above-mentioned information required for the registration is included in the documents.

Shareholders that are legal persons can also use the electronic suomi.fi authorisation service instead of a traditional proxy document. In this case, the legal person shall authorise the authorised representative nominated by the legal person in the suomi.fi service at suomi.fi/e-authorizations by using the mandate theme "Representation at the General Meeting". In the General Meeting service of Euroclear Finland Oy, the authorised representative shall in connection with registration use strong electronic authentication and thereafter the electronic authorisation is verified automatically. Strong electronic authentication can be conducted with online banking codes or a mobile certificate. Further information is available at suomi.fi/e-authorizations and on the Company's website at



[www.atria.com/agm](http://www.atria.com/agm).

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

A holder of nominee registered shares has the right to participate in the General Meeting by virtue of such shares based on which he/she on the record date of the General Meeting, 21 April 2022, would be entitled to be registered in the shareholder register of the Company maintained by Euroclear Finland Oy. The right to participate in the General Meeting requires, in addition, that the shareholder on the basis of such shares has been temporarily registered in the shareholder register maintained by Euroclear Finland Oy at the latest by 28 April 2022 at 10:00 a.m. (EEST). A holder of nominee registered shares is considered to be registered for the General Meeting, when he/she is notified for temporary registration in the shareholder register as described above.

A holder of nominee registered shares is advised to request necessary instructions regarding the temporary registration in the Company's shareholder register, the issuing of proxy documents and registration for the General Meeting from his/her custodian bank well in advance. The account management organisation of the custodian bank shall notify a holder of nominee registered shares, who wants to participate in the General Meeting, for temporary registration in the Company's shareholder register at the latest by the time stated above and see to the voting in advance on behalf of a holder of nominee registered shares before the due date for the registration.

#### **5. Other instructions and information**

Shareholders who hold at least one hundredth of all the shares in the Company have the right to submit counterproposals concerning the matters on the agenda of the General Meeting to be placed for a vote. Such counterproposals shall be delivered to the Company by email to [mari.laurila@atria.com](mailto:mari.laurila@atria.com) or by regular mail to Atria Plc, Mari Laurila, P.O. Box 900, FI-60060 ATRIA by 7 April 2022 at 10:00 a.m. (EEST), at the latest. The shareholders shall in connection with the counterproposal present a statement of their shareholding. The counterproposal is admissible for consideration at the General Meeting if the shareholders who have made the counterproposal have the right to attend the meeting and on the record date of the General Meeting represent at least one hundredth of all shares in the Company. If a counterproposal will not be taken up for consideration at the General Meeting, the votes given in favour of the counterproposal will not be taken into account. The Company will publish possible counterproposals to be put to a vote on the Company's website at [www.atria.com/agm](http://www.atria.com/agm) by 8 April 2022 at the latest.

A shareholder has the right to pose questions with respect to the matters to be considered at the meeting pursuant to Chapter 5, Section 25 of the Finnish Companies Act by email to [mari.laurila@atria.com](mailto:mari.laurila@atria.com) or by regular mail to Atria Plc, Mari Laurila, P.O. Box 900, FI-60060 ATRIA no later than 19 April 2022 at 4:00 p.m. (EEST). The Company will publish such questions by shareholders, responses to the questions by the Company's management as well as other counterproposals than those put up to a vote on the Company's website at [www.atria.com/agm](http://www.atria.com/agm) by 22 April 2022 at 4:00 p.m. (EEST) at the latest. As a prerequisite for presenting questions or counterproposals, a shareholder must present sufficient evidence to the Company of his/her shareholdings.

# ATRIA

*Good food – better mood.*

Changes in shareholding after the record date of the General Meeting 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 to the General Meeting Atria Plc has a total of 19,063,747 Series A shares, representing a total of 19,063,747 votes, and 9,203,981 Series KII shares representing a total of 92,039,810 votes.

Seinäjoki, 21 March 2022

ATRIA PLC  
The Board of Directors