

**Pihlajalinna Plc: Notice to Annual General Meeting**

Pihlajalinna Plc's Annual General Meeting will be held on Tuesday 4 April 2023 at 10:00 a.m. at Tampere Hall, Duetto 1 conference room, at Yliopistonkatu 55, 33100 Tampere, Finland. The reception of persons who have registered for the meeting and distribution of voting tickets will commence at the meeting venue at 9:00 a.m. The meeting is preceded by coffee service.

Shareholders can also exercise their right to vote by voting in advance. Instructions for advance voting are set out in section C of this notice to the General Meeting. Shareholders may ask questions referred to in Chapter 5, Section 25 of the Finnish Companies Act concerning the matters on the agenda of the meeting also in writing before the meeting. Instructions for posing written questions are set out in section C of this notice to the General Meeting.

Shareholders may follow the meeting through a webcast. Instructions for following the webcast are available on the company's website at <https://investors.pihlajalinna.fi/annual-general-meeting2023>. It is not possible to ask questions, make counterproposals or exercise the right to speak or vote through the webcast, and following the meeting through the webcast is not considered participation or exercise of shareholder's right in the General Meeting.

**A. Agenda for the General Meeting**

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

- 1. Opening of the meeting**
- 2. Calling the meeting to order**
- 3. Election of persons to scrutinize 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**
- 6. Presentation of the financial statements, the consolidated financial statements, the report of the Board of Directors and the auditor's report for year 2022**

- Presentation of the CEO's review

The company's annual report, which includes the company's financial statements, consolidated financial statements, the report of the Board of Directors and the auditor's report, will be available on the company's website at <https://investors.pihlajalinna.fi/en> on 14 March 2023 at the latest.

- 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 the payment of dividend**

The Board of Directors proposes to the Annual General Meeting that no dividend be paid based on the adopted balance sheet for the financial year that ended on 31 December 2022.

- 9. Resolution on the discharge of the members of the Board of Directors and the CEO from liability**
- 10. Advisory resolution on the adoption of the remuneration report**

The remuneration report for year 2022 will be available on the company's website at <https://investors.pihlajalinna.fi/en> on 14 March 2023 at the latest. The Annual General Meeting's resolution on the remuneration report 2022 is advisory.

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

The Shareholders' Nomination Board proposes that the members of the Board of Directors elected at the General Meeting will be paid the following annual remuneration for the term ending at the conclusion of the Annual General Meeting in 2024:

- Chairman of the Board of Directors EUR 60,000,
- Vice Chairman of the Board of Directors and the Chairmen of the Committees EUR 40,000 and
- other members EUR 30,000.

It is proposed that the annual remuneration be paid in company shares and money in such a way that approximately 40% of the remuneration is used to procure company shares on behalf and in the name of the members of the Board of Directors and the remainder is paid in money. The remuneration can be paid either entirely or partially in money, if the member of the Board of Directors has on the day of the General Meeting, 4 April 2023, been in possession of over EUR 1,000,000 worth of company shares. The company will pay any costs and transfer tax related to the purchase of the company shares.

The remuneration to be paid in shares can be paid by transferring company shares in possession of the company to the members of the Board of Directors or by procuring shares directly on the behalf of the members of the Board of Directors within three weeks after the interim report for the period of 1 January – 31 March 2023 has been published. If this is not possible, due to legal or other regulatory reasons, such as insider regulations, the shares will be transferred or procured at the first available time after this or, alternatively, the remuneration is paid in money. If the term of a member of the Board of Directors terminates before the Annual General Meeting of 2024, the Board of Directors has right to decide upon potential reclaim of the annual remunerations as it deems appropriate.

The Nomination Board proposes that each member of the Board of Directors shall be paid a meeting fee of EUR 600 in money for each Board of Directors and Committee meeting (EUR 500 in 2022). In addition, reasonable travelling expenses shall be paid according to the company travel rules.

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

The Shareholders' Nomination Board proposes to the Annual General Meeting that the number of members of the Board of Directors would be eight instead of the current seven.

## **13. Election of members of the Board of Directors and the Chair and Vice Chair of the Board of Directors**

The Shareholders' Nomination Board proposes to the Annual General Meeting that the present members of the Board of Directors Heli Iisakka, Hannu Juvonen, Leena Niemistö, Seija Turunen and Mikko Wirén would be re-elected for the new term. The Nomination Board proposes that Kim Ignatius, Tiina Kurki and Jukka Leinonen would be elected as new members of the Board of Directors.

The Shareholders' Nomination Board proposes to the Annual General Meeting that Jukka Leinonen would be elected as the Chairman of the Board of Directors and Leena Niemistö as the Vice Chairman of the Board of Directors.

Further information on the proposed members and their independence is available on the company's website at <https://investors.pihlajalinna.fi/en>.

With regard to the selection procedure for the members of the Board of Directors, the Shareholders' Nomination Board recommends that shareholders take a position on the proposal as a whole at the General Meeting. This recommendation is based on the fact that in Pihlajalinna, in line with a good Nordic governance model, the Shareholders' Nomination Board is separate from the Board of Directors. The Shareholders' Nomination Board, in addition to ensuring that individual nominees for membership of the Board of Directors possess the required competence, is also responsible for making sure that the proposed Board of Directors as a whole has the best possible expertise and experience for the company and that the composition of the Board of Directors also meets other requirements of the Finnish Corporate Governance Code for listed companies.

## **14. Resolution on the remuneration of the auditor**

On the recommendation of the Audit Committee, the Board of Directors proposes to the General Meeting that the auditor's fee be paid according to the invoice approved by the Board of Directors' Audit Committee.

## **15. Election of auditor**

On the recommendation of the Audit Committee, the Board of Directors proposes to the General Meeting that KPMG Oy Ab, Authorized Public Accountant firm, would be re-elected as the company's auditor for the financial

period 1 January – 31 December 2023. KPMG Oy Ab has notified that Assi Lintula, Authorized Public Accountant, would act as the principally responsible auditor.

#### **16. Amending the Articles of Association**

The Board of Directors proposes that an addition be made to the Articles of Association regarding the possibility for the Board of Directors to decide, at its discretion, to organize a General Meeting as a remote meeting entirely without a meeting venue. The amendment would enable, among other things, the organization of General Meetings in situations such as pandemic or other unforeseen and exceptional situations. The Board of Directors proposes that the following paragraph be added as the fourth paragraph of Article 9 of the Articles of Association, while Article 9 otherwise remains unchanged:

*"The Board of Directors may decide that shareholders may participate in the General Meeting in such a way that shareholders exercise their decision-making powers by the use of telecommunication connections and technical means before or during the General Meeting. The Board of Directors may also decide that the General Meeting is arranged without a meeting venue so that shareholders exercise their full decision-making powers in real time by the use of telecommunication connections and technical means during the meeting."*

#### **17. Authorizing the Board of Directors to resolve on the repurchase of the company's own shares**

The Board of Directors proposes to the Annual General Meeting that the Board of Directors would be authorized to decide on the repurchase of a total of no more than 2,260,000 of the company's own shares, in one or several batches, which corresponds to approximately 10% of the company's present shares. By virtue of the authorization, own shares may be repurchased only by using unrestricted equity.

Own shares can be repurchased at a price formed in trading on regulated market on the date of the repurchase or otherwise at a price formed on the market. Derivatives, among other things, may also be used in the repurchase. The Board of Directors will decide how shares are repurchased. Own shares can be repurchased otherwise than in proportion to the shares held by shareholders (directed repurchase), if there is a weighty financial reason for the company to do so.

This authorization revokes the authorization granted by the General Meeting on 13 April 2022 to decide on the repurchase of the company's own shares. The authorization will be valid until the end of the next Annual General Meeting, however no later than 30 June 2024.

#### **18. Authorizing the Board of Directors to resolve on the issuance of shares and other special rights entitling to shares**

The Board of Directors proposes to the Annual General Meeting that the Board of Directors would be authorized to resolve on the issuance of shares and other special rights entitling to shares referred to in Chapter 10, Section 1 of the Finnish Companies Act, in one or more batches as follows.

The total number of shares to be issued by virtue of the authorization shall not exceed 2,260,000, which corresponds to approximately 10% of the company's present shares. The authorization concerns both the issuance of new shares and conveying the company's own shares.

The Board of Directors decides on all other terms and conditions of the issuance of shares and other special rights entitling to shares and has the right to deviate from the shareholder's pre-emptive subscription right (directed issue) if there is a weighty financial reason for the company to do so. The authorization may be used, for example, to finance corporate acquisitions or other business arrangements and investments, or to implement the company's share-based incentive schemes and for other purposes to be decided upon by the company's Board of Directors.

This authorization revokes the authorization granted by the General Meeting on 13 April 2022 to decide on the issuance of shares and special rights entitling to shares. The authorization will be valid until the end of the next Annual General Meeting, however no later than 30 June 2024.

#### **19. Closing of the meeting**

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

The aforementioned resolution proposals on the agenda of the General Meeting and this notice to the General Meeting are available on the company's website at <https://investors.pihlajalinna.fi/annual-general-meeting2023>. Pihlajalinna Plc's financial statements, the report of the Board of Directors and auditor's report as well as the remuneration report for governing bodies will be available on the company's website as of 14 March 2023 at the latest. Upon request, copies of the aforementioned documents will be sent to shareholders. The minutes of the General Meeting will be available to shareholders on the aforementioned website as of 18 April 2023 at the latest.

## **C. Instructions for the participants in the meeting**

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

A shareholder who is registered in the company's shareholders' register maintained by Euroclear Finland Oy on the record date of the General Meeting, 23 March 2023, 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 shareholders' register of the company.

Registration for the General Meeting will begin on 15 March 2023 at 12:00 p.m. A shareholder who is registered in the company's shareholders' register and wishes to participate in the General Meeting shall register for the meeting no later than on 28 March 2023 at 4:00 p.m. by which time the registration must be received by the company. The shareholder may register for the General Meeting:

- a) through the company's website at <https://investors.pihlajalinna.fi/annual-general-meeting2023>

Electronic registration requires strong identification by the shareholder or his/her legal representative or proxy representative with Finnish or Swedish banking credentials or mobile ID.

- b) by post or email

A shareholder registering by post or email shall send the registration form available on the company's website at <https://investors.pihlajalinna.fi/annual-general-meeting2023> or corresponding information to Innovatics Ltd by post to the address Innovatics Ltd, Annual General Meeting / Pihlajalinna Plc, Ratamestarinkatu 13 A, 00520 Helsinki, Finland, or by email to [agm@innovatics.fi](mailto:agm@innovatics.fi).

- c) by telephone + 358 10 2818 909

Registration by telephone is possible during the registration period on weekdays between 9:00 a.m. and 12:00 p.m. and between 1:00 p.m. and 4:00 p.m.

In connection with the registration, a shareholder shall notify the requested information, such as the shareholder's name, date of birth or business ID, contact information, the name of a possible assistant or proxy representative and the date of birth of the proxy representative. The personal data given to Pihlajalinna Plc by shareholders is used only in connection with the General Meeting and with the processing of thereto related necessary registrations.

A shareholder, his/her representative or proxy representative shall, on demand, be able to prove his/her identity and/or right to representation at the meeting venue.

Further information on registration is available by telephone during the General Meeting's registration period from Innovatics Ltd's telephone number +358 10 2818 909 on weekdays between 9:00 a.m. and 12:00 p.m. and between 1:00 p.m. and 4:00 p.m.

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

A holder of nominee registered shares has the right to participate in the General Meeting by virtue of the shares based on which he/she on the record date of the General Meeting, 23 March 2023, would be entitled to be registered in the company's shareholders' register held 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 into the shareholders' register held by Euroclear Finland Oy at the latest by 30 March 2023 by 10 a.m. As regards nominee registered shares this constitutes due registration for the General Meeting.

A holder of nominee registered shares is advised without delay to request necessary instructions regarding the temporary registration in the shareholders' register of the company, the issuing of proxy documents and voting instructions as well as the registration for and participation in the General Meeting and advance voting from his/her custodian bank. The account manager of the custodian bank has to register a holder of nominee registered shares, who wants to participate in the Annual General Meeting, to be temporarily entered in the shareholders' register of the company at the latest by the time stated above and, if necessary, to arrange voting in advance on behalf of the holder of nominee registered shares before the end of the registration period concerning holders of nominee registered shares. Further information on the matter can be found on the company's website at <https://investors.pihlajalinna.fi/annual-general-meeting2023>.

### **3. Powers of attorney used by proxy representative**

A shareholder may participate in the General Meeting and exercise his/her rights at the meeting by way of proxy representation. The shareholder's proxy representative may also vote in advance as described in this notice. The proxy representative must personally identify him-/herself for the electronic registration service and advance voting with strong identification, after which the proxy representative can register and vote in advance on behalf of the shareholder he/she represents. A proxy representative shall produce a dated proxy document or otherwise in reliable manner demonstrate his/her right to represent the shareholder at the General Meeting. The right to represent can be demonstrated by using the suomi.fi authorization service available in the electronic registration service.

A template for a proxy document and voting instructions is available on the company's website at <https://investors.pihlajalinna.fi/annual-general-meeting2023>. Should a shareholder participate in the 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.

Any proxy documents are requested to be delivered primarily as an attachment in connection with the electronic registration or alternatively by post to the address Innovatics Ltd, Annual General Meeting / Pihlajalinna Plc, Ratamestarinkatu 13 A, 00520 Helsinki, Finland or by email to the address [agm@innovatics.fi](mailto:agm@innovatics.fi) before the end of the registration period. In addition to the delivery of proxy documents, the shareholder or his/her proxy representative shall ensure the registration for the General Meeting as described above in this notice.

### **4. Advance voting**

A shareholder with a personal Finnish book-entry account may register and vote in advance with respect to certain items on the agenda of the Annual General Meeting between 15 March 2023 at 12:00 p.m. and 28 March 2023 at 4:00 p.m. in the following manners:

- a) through Pihlajalinna's website at <https://investors.pihlajalinna.fi/annual-general-meeting2023>

Electronic registration and advance voting require strong identification with Finnish banking credentials or mobile ID.

- b) by email or by post

A shareholder may send the advance voting form that is available on Pihlajalinna's General Meeting website as of 15 March 2023 or corresponding information to Innovatics Ltd by email to the address [agm@innovatics.fi](mailto:agm@innovatics.fi) or by post to Innovatics Ltd, Annual General Meeting / Pihlajalinna Plc, Ratamestarinkatu 13 A, 00520 Helsinki, Finland. Advance votes must be received by the company by the end of the advance voting period. Submitting votes in this way before the end of the registration and advance voting period constitutes due registration for the General Meeting, provided that it presents the information required for registration mentioned in section C.1

A shareholder who has voted in advance cannot exercise the right to ask questions or demand a vote in accordance with the Finnish Companies Act unless the shareholder him-/herself or through a proxy representative participates in the General Meeting at the meeting venue. Instructions concerning advance voting are available on Pihlajalinna's General Meeting's website. Further information on advance voting can also be obtained during the registration period by calling +358 10 2818 909 on weekdays between 9:00 a.m. and 12:00 p.m. and between 1:00 p.m. and 4:00 p.m.

For holders of nominee-registered shares, the advance voting is carried out via the account manager of the custodian bank. The account manager may vote in advance on behalf of the holders of nominee registered shares that they represent in accordance with the voting instructions provided by the holders of nominee registered shares during the registration period for the nominee registered shares.

A resolution proposal subject to advance voting is considered to have been presented unchanged at the General Meeting. The terms and conditions regarding the electronic advance voting and other instructions concerning it will also be available on the company's website at <https://investors.pihlajalinna.fi/annual-general-meeting2023>.

## **5. Other information**

The language of the General Meeting is Finnish.

A shareholder present at the General Meeting has a right to ask questions at the General Meeting about matters on the agenda of the meeting in accordance with Chapter 5, Section 25 of the Finnish Companies Act.

Shareholders who have the right to participate in and who have registered for the General Meeting can follow the General Meeting through a webcast. It is not possible to ask questions, make counterproposals or exercise the right to speak or vote through the webcast, and following the meeting through the webcast is not considered participation or exercise of shareholder's right in the General Meeting. The link to the webcast is available on the company's website at <https://investors.pihlajalinna.fi/annual-general-meeting2023>.

A shareholder may ask questions referred to in Chapter 5, Section 25 of the Finnish Companies Act regarding the matters on the agenda of the meeting until 21 March 2023 at 5:00 p.m. also by email to the address [agm@pihlajalinna.fi](mailto:agm@pihlajalinna.fi) or by post to the address Pihlajalinna Plc / legal department, Kehräsaari B, 2 floor, 33200 Tampere, Finland. The company's management will answer to such questions presented in writing in advance at the General Meeting. When asking a question, a shareholder must provide sufficient evidence of his/her shareholding.

On the date of this notice to the General Meeting, 8 March 2023, the total number of shares in Pihlajalinna Plc and votes represented by such shares is 22,620,135. The company holds 70,491 of its own shares. The company's subsidiaries do not own the company's shares.

Changes in the share ownership after the record date of the General Meeting do not affect the right to participate in the General Meeting or the shareholder's number of votes.

In Tampere, 8 March 2023

PIHLAJALINNA PLC  
Board of Directors