

PROPOSALS TO THE ANNUAL GENERAL MEETING 2025**Resolution of the use of the profit shown on the balance sheet and payment of dividend
(Item 8 of AGM)**

The Board of Directors proposes to the Annual General Meeting that, based on the adopted balance sheet for the financial year that ended on 31 December 2024, EUR 0.38 per share will be distributed as a dividend. The dividend will be paid to shareholders who, on the dividend payment record date of 28 April 2025, are registered in the company's shareholders' register maintained by Euroclear Finland Oy. The Board of Directors proposes that the dividend be paid on 6 May 2025.

**Resolution on the remuneration of the members of the Board of Directors
(Item 12 of AGM)**

The Shareholders' Nomination Board proposes that the board members elected at the General Meeting be paid the following annual fees for the term ending with the 2026 Annual General Meeting:

- Chair of the Board of Directors EUR 66,000 (EUR 60,000 in 2024),
- Vice Chair of the Board and the Chairs of the Committees EUR 44,000 (EUR 40,000 in 2024) and
- other members EUR 33,000 (EUR 30,000 in 2024).

The Nomination Board proposes that the Chair of the Board of Directors be paid a meeting fee of EUR 1,000 (EUR 600 in 2024) in money for each Board and Committee meeting and other board members EUR 660 (EUR 600 in 2024). In addition, reasonable travelling expenses shall be paid according to the Company travel rules.

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, 24 April 2025, 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 Board members within three weeks after the interim report for the period of 1 January – 31 March 2025 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 2026, the Board has the right to decide upon potential reclaim of the annual remunerations as it deems appropriate.

**Resolution on the number of members of the Board of Directors
(Item 13 of AGM)**

The Shareholders' Nomination Board proposes to the Annual General Meeting that the number of members of the Board of Directors would be six (6) instead of the current seven (7).

**Election of members of the Board of Directors and the Chair and Vice-Chair of the Board of Directors
(Item 14 of AGM)**

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

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

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.

**Resolution on the remuneration of the auditor
(Item 15 of AGM)**

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.

**Election of auditor
(Item 16 of AGM)**

On the recommendation of the Audit Committee, the Board of Directors proposes to the General Meeting that Ernst & Young Oy, Authorized Public Accountant firm, be elected as the company's auditor for the financial period 2025. Ernst & Young Oy has notified the company that Johanna Winqvist-Ilkka, Authorized Public Accountant, would act as the principally responsible Auditor.

The recommendation of the Board's Audit Committee is based on the competitive tendering process for the Company's audit. As a result of the competitive tendering process, the Company received offers from four audit firms, two of which were interviewed by the Audit Committee. According to the Audit Committee's assessment, Ernst & Young Oy best meets the selection criteria defined in advance in the invitation to tender. The recommendation of the Board's Audit Committee on the election of auditor is attached to the notice and is also available on the company's website at <https://investors.pihlajalinna.fi/annual-general-meeting2025>.

**Resolution on the remuneration of the sustainability reporting assurer
(Item 17 of AGM)**

On the recommendation of the Audit Committee, the Board of Directors proposes that the fee of the sustainability reporting assurer be paid according to the reasonable invoice approved by the company.

**Election of the sustainability reporting assurer
(Item 18 of AGM)**

On the recommendation of the Audit Committee, the Board of Directors proposes that Authorized Sustainability Audit Firm Ernst & Young Oy be elected as the company's sustainability reporting assurer for the financial period 2025. Ernst & Young Oy has notified the company that the sustainability reporting auditor with principal responsibility would be Johanna Winqvist-Ilkka, Authorized Public Accountant (APA) and Authorized Sustainability Auditor (ASA).

**Amending the Articles of Association
(Item 19 of AGM)**

The Board of Directors proposes to the General Meeting that a new section 9 § concerning the election of the sustainability reporting assurer be added to the Articles of Association and that the numbering of the subsequent sections be adjusted accordingly. Additionally, the Board of Directors proposes to the General Meeting that section 10 § ("In the Annual General Meeting") of the current Articles of Association be amended by adding provisions on the remuneration of the sustainability reporting assurer (item 6) and on the election of a sustainability reporting assurer (item 9). The amended provisions of the Articles of Association would read as follows:

9 § The Company shall have one (1) Sustainability Reporting Assurer which shall be Authorized Sustainability Audit Firm with an Authorized Sustainability Auditor (ASA) acting as the principal sustainability reporting assurer.

11 § In the Annual General Meeting the following shall be

submitted:

1. the financial statements and the annual report and
2. the Auditor's report

decided upon:

3. confirmation of the financial statements,
4. use of the profit shown by the balance sheet,
5. the discharge from liability of the members of the Board of Directors and the CEO,
6. the remunerations of members of the Board of Directors, the Auditor and Sustainability Reporting Assurer, and
7. the number of members of the Board of Directors,

elected:

8. the members of the Board of Directors, and
9. the Auditor and Sustainability Reporting Assurer,

addressed:

10. other issues possibly indicated in the notice of the meeting.

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

**Authorizing the Board of Directors to resolve on the repurchase of the company's own shares
(Item 20 of AGM)**

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 maximum of 2,260,000 of the company's own shares, in one or several batches, which corresponds to approximately 10 per cent 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 10 April 2024 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 2026.

**Authorizing the Board of Directors to resolve on the issuance of shares and other special rights entitling to shares
(Item 21 of AGM)**

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 per cent 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 10 April 2024 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 2026.