

**NOTICE TO THE ANNUAL GENERAL MEETING OF DOVRE GROUP PLC**

Notice is given to the shareholders of Dovre Group Plc ('Company') to the Annual General Meeting ('AGM') to be held on Tuesday, April 29, 2025 at 2.30 p.m. at Helsingin Suomalainen Klubi (The Helsinki Finnish Club), Kansakoulukuja 3, 00100 Helsinki. The reception of the persons who have registered for the meeting and the distribution of voting tickets will commence at 2.00 p.m. at the meeting venue.

**A. MATTERS ON THE AGENDA OF THE ANNUAL GENERAL MEETING**

At the AGM, 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 to verify the counting of votes
4. Recording the legality of the meeting
5. Recording the attendance at the meeting and adoption of the voting list
6. Presentation of the annual accounts 2024, the report of the Board of Directors and the auditor's report
  - Review by the Acting CEO of Dovre Group Plc
  - Presentation of the EPC business model by Ilari Koskelo
7. Adoption of the annual accounts
8. Resolution on the use of the profit shown on the balance sheet and resolution on the distribution of dividend

The parent company's distributable funds as on December 31, 2024 amounted to EUR 16 951 447.40. Board of Directors proposes to the AGM that no dividend is paid. The Board is nevertheless considering convening an Extraordinary General Meeting in autumn 2025 to resolve on dividend distribution, once the Company's situation has become more clear.

Shareholders representing over fourteen (14) percent of the Company's shares have proposed to the Annual General meeting to resolve to pay a dividend of EUR 0.06 per share.

9. Resolution on the discharge of the members of the Board of Directors and the CEO from liability
10. Adoption of the remuneration report for governing bodies

The Board of Directors proposes to the AGM that the AGM adopts the remuneration report for the financial year 2024.

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

Board of Directors proposes to the AGM that the annual remuneration payable to the Board members shall be as follows: The Chairman of the Board is paid EUR 35,000 (previously 40,000), the Vice Chairman of the Board EUR 30,000 (previously 33,000), and each other member of the Board EUR 25,000.

In addition, it is proposed that reasonable travel expenses incurred by the Board members be compensated according to the actual costs.

The remuneration of the members of the Board of Directors shall be paid in cash.

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

The shareholders representing over 25% of the total shares in the Company have indicated to propose to the AGM that the number of Board members be three (3).

13. Election of the members of the Board of Directors

The shareholders representing over 25% of the total shares in the Company have indicated to propose to the AGM that current members of the Board, Ilari Koskelo, Antti Manninen and Sanna Outa-Ollila be re-elected as members of the Board. Following the sale of Dovre Group's international operations, Svein Stavelin has announced that he is no longer available for re-election.

14. Resolution on the remuneration of the auditor

The Board of Directors proposes to the AGM that the auditor's fee shall be paid according to the approved reasonable invoice from the auditor.

15. Election of the auditor

The Board of Directors proposes to the AGM that one (1) auditor be elected for the Company. The Board of Directors proposes that Authorized Public Accountant firm BDO Oy be elected as the Company's auditor. BDO Oy has informed that Authorized Public Accountant and Authorized Sustainability Auditor Henrik Juth would act as the principally responsible auditor.

16. Resolution on the remuneration of the sustainability reporting assurer

The Board of Directors proposes to the General Meeting that the sustainability reporting assurer to be elected is reimbursed as per their invoice approved by the company.

17. Election of the sustainability reporting assurer

The Board of Directors proposes to the General Meeting that the sustainability audit firm BDO Oy be elected as the company's sustainability reporting assurer for the term ending at the conclusion of the following annual general meeting. BDO Oy has informed that Authorized Public Accountant and Authorized Sustainability Auditor Henrik Juth would act as the principally responsible sustainability reporting assurer.

18. Authorizing the Board of Directors to decide on the repurchase of the Company's own shares

The Board of Directors proposes to the AGM that the Board of Directors be authorized to decide on the repurchase of the Company's own shares on the following conditions:

a) By virtue of the authorization, the Board is entitled to decide on repurchase of a maximum of 10,100,000 of the Company's own shares, corresponding to a maximum of approximately 9.5% of all shares in the Company.

b) The Company's own shares may be repurchased in deviation from the proportion to the holdings of the shareholders using the non-restricted equity and acquired on regulated market through trading on Nasdaq Helsinki Ltd at the share price prevailing at the time of acquisition. Shares will be acquired and paid for in accordance with the rules of Nasdaq Helsinki Ltd and Euroclear Finland Ltd.

c) The shares may be repurchased in order to be used as consideration in possible acquisitions or other arrangements related to the Company's business, to finance investments or as part of the Company's incentive program or the be held, otherwise conveyed or cancelled by the Company.

The Board of Directors shall decide on other matters related to repurchase of the Company's own shares.

The repurchase authorization is valid until June 30, 2026. The authorization revokes previous authorizations to acquire the Company's own shares.

19. Authorizing the Board of Directors to decide on the issuance of shares as well as the issuance of other special rights entitling to shares

The Board of Directors proposes to the AGM that the Board of Directors be authorized to decide on

- (i) the issuance of new shares and/or
- (ii) the conveyance of the Company's own shares and/or
- (iii) the granting of special rights referred to in Chapter 10, Section 1 of the Finnish Companies Act, on the following conditions:

By virtue of the authorization, the Board may also decide on a directed issue of shares and special rights, i.e. in deviation of the pre-emptive subscription rights of the shareholders, under the requirements of the law. By virtue of the authorization, a maximum of 10,100,000 shares may be issued, corresponding to a maximum of 9.5% of the Company's existing shares.

The Board may use the authorization in one or more instalments. The Board may use the authorization to finance or conclude acquisitions or other arrangements, to strengthen the Company's capital structure, for incentive programs or for other purposes decided by the Board. The new shares may be issued or the Company's own shares conveyed either against payment or free of charge. The new shares may also be issued as an issue without payment to the Company itself. The Board is authorized to decide on other terms of the issuance of shares and special rights. By virtue of the authorization, the Board of Directors may decide on the realization of the Company's own shares possibly held by the Company as pledge.

The authorization is valid until June 30, 2026. The authorization revokes earlier authorizations to issue shares and grant option rights and other special rights entitling to shares.

20. Closing of the meeting

**B. DOCUMENTS OF THE ANNUAL GENERAL MEETING**

The above mentioned proposals of the Board of Directors relating to the agenda of the AGM as well as this notice are available on the Company's website [www.dovregroup.com](http://www.dovregroup.com). The Company's annual report, which includes the Company's financial statements, the report of the Board of Directors, the auditor's report and the Corporate Government Statement, as well as the remuneration report, have been published in electronic form on the Company's website during April 3, 2025. The proposals of the Board of Directors and the financial statements are also available at the AGM. Copies of these documents and of this notice will be sent to shareholders upon request.

**C. INSTRUCTIONS FOR THE PARTICIPANTS IN THE ANNUAL GENERAL MEETING**

1. Shareholder registered in the shareholders' register

A shareholder who is registered in the shareholders' register of the Company maintained by Euroclear Finland Ltd, on the record date April 15, 2025, has the right to participate in the AGM. A shareholder, whose shares are registered on his/her personal Finnish book-entry account, is registered in the shareholder register of the Company.

The registration period for the AGM commences on April 7, 2025. A shareholder, who is registered in the shareholder register of the Company and who wants to participate in the AGM, must register no later than on April 24, 2025 10:00 a.m., by which time the registration must be received.

Registration for the AGM can be made:

- a) on Dovre Group Plc's website at <https://www.dovregroup.com/investors/releases-and-events/>
- b) by email to [mette.aalto@dovregroup.com](mailto:mette.aalto@dovregroup.com)

c) by telephone to Dovre Group Plc/Mette Aalto, tel. +358 40 668 6756

In connection with the registration, a shareholder shall notify his/her name, personal identification number or business ID, address, telephone number, and the name of a possible assistant or proxy representative and the personal identification number of a proxy representative. The personal data given to Dovre Group Plc is used only in connection with the AGM and with the processing of related necessary registrations.

## 2. Holders of nominee registered shares

A holder of nominee registered shares has the right to participate in the AGM by virtue of such shares, based on which he/she would be entitled to be registered in the shareholder register of the Company maintained by Euroclear Finland Ltd on the record date of the AGM on April 15, 2025. The right to participate requires, in addition, that the shareholder has, on the basis of such shares, been registered into the temporary shareholder register maintained by Euroclear Finland Ltd. at the latest by April 24, 2025 by 10:00 a.m. In regards to nominee registered shares this constitutes due registration for the AGM. Changes in shareholding after the record date of the AGM do not affect the right to participate in the AGM or the number of votes of the shareholder.

A holder of nominee registered shares is advised to request without delay necessary instructions regarding the registration in the temporary shareholder register of the Company, the issuing of proxy documents and registration for the AGM from his/her custodian bank. The account management organization of the custodian bank has to register a holder of nominee registered shares, who wants to participate in the AGM, into the temporary shareholder register of the Company at the latest by April 24, 2025 by 10:00 a.m.

## 3. Proxy representative and powers of attorney

A shareholder may participate in the AGM and exercise his/her rights at the meeting through a proxy representative. A proxy representative shall produce a duly dated proxy document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder at the AGM. When a shareholder participates in the AGM by means of several proxy representatives representing the shareholder with shares at different securities accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the AGM.

Any proxy documents should be delivered in original to Dovre Group Plc/Mette Aalto, Ahventie 4 B, 02170 Espoo, Finland, or as a scanned copy by email to [mette.aalto@dovregroup.com](mailto:mette.aalto@dovregroup.com) by the last date of registration. In addition to the delivery of the proxy documents the shareholder or the proxy representative shall register for the AGM as described in this notice.

## 4. Other information

Pursuant to Chapter 5, Section 25 of the Companies Act, a shareholder who is present at the AGM has the right to request information with respect to the matters to be considered at the meeting

On the date of this notice to the AGM, the total number of shares and votes in Dovre Group Plc is 105,956,494.

Espoo, April 7, 2025

DOVRE GROUP PLC  
Board of Directors

For further information please contact Mrs Sanna Outa-Ollila, Acting CEO, tel. +358 20 436 2000 or Mr Hans Sten, CFO, tel. +358 20 436 2000.

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