

## **Proposals of the Board of Directors**

### **AUTHORIZATION OF THE BOARD OF DIRECTORS TO DECIDE ON THE SHARE ISSUE AND ON THE ISSUE OF SPECIAL RIGHTS ENTITLING TO SHARES**

The Board of Directors proposes that the Annual General Meeting of the Company to be held on April 6, 2022 shall authorize the Board of Directors to decide on an issue of new shares and conveyance of the own shares held by the Company (share issue) either in one or more instalments. The share issue can be carried out as a share issue against payment or without consideration on terms to be determined by the Board of Directors.

The authorization also includes the right to issue special rights, in the meaning of Chapter 10, Section 1 of the Companies Act, which entitle to the Company's new shares or the Company's own shares held by the Company against consideration.

- In the share issue and/or based on the special rights a maximum of 4,500,000 new shares can be issued and a maximum of 700,000 own shares held by the Company can be conveyed;
- The authorization includes the right to deviate from the shareholders' pre-emptive subscription right;
- The authorization can be used against payment e.g. in order to develop the Company's capital structure, to broaden the Company's ownership, to be used as payment in corporate acquisitions or when the Company acquires assets relating to its business and as part of the Company's incentive programs or for any other weighty financial reason for the Company;
- The authorization also includes the right to decide on the price of the shares and the criterion based on which the price is determined, as well as on distribution of shares against consideration in kind or set-off;
- The authorization includes the right to decide on a share issue without consideration to the Company itself so that the number of own shares held by the Company after the share issue is a maximum of one-tenth (1/10) of all shares in the Company. Pursuant to Chapter 15, Section 11, Subsection 1 of the Companies Act, all own shares held by the Company and its subsidiaries are included in this amount;
- The authorization shall be in force until the next Annual General Meeting; and
- Board of Directors is otherwise authorized to decide on the terms and conditions regarding the share issue and the issue of special rights.

### **AUTHORIZATION OF THE BOARD OF DIRECTORS TO DECIDE ON THE ACQUISITION OF OWN SHARES**

The Board of Directors proposes that the Annual General Meeting of the Company to be held on April 6, 2022 shall authorize the Board of Directors to decide on an acquisition of own shares on the following conditions:

- Based on the authorization, own shares may be acquired, either in one or more instalments, the aggregate maximum amount of 500,000 shares;
- The Company's own shares may be acquired in order to develop the Company's capital structure, to be used as payment in corporate acquisitions or when the Company acquires assets related to its business and as part of the Company's incentive programs in a manner and to the extent decided by the Board of Directors, and to be conveyed for other purposes or to be cancelled;
- The authorization includes the right to decide on a directed acquisition of the Company's own shares pursuant to Chapter 15, Section 6, Subsection 1 of the Companies Act;
- The shares shall be acquired in a manner decided by the Board of Directors at the value formed to the shares in public trading on the official list of Nasdaq Helsinki.
- The Company's own shares may be acquired only with unrestricted equity;
- The authorization shall be in force until the next Annual General Meeting; and
- The Board of Directors is otherwise authorized to decide on the terms and conditions regarding the acquisition of own shares.