

## **PROPOSALS OF THE BOARD OF DIRECTORS TO THE ANNUAL GENERAL MEETING TO BE HELD ON 24 APRIL 2025**

### **Resolution on the use of the profit shown on the balance sheet and the payment of dividend**

The proposal of the Company's Board of Directors for profit distribution was published on 13 February 2025. The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0.69 per share be distributed for the financial year ended on 31 December 2024.

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 28 April 2025 and the proposed date of payment is 6 May 2025.

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

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

### **Resolution on the number and remuneration of auditors and sustainability reporting assurance provider**

According to the 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 General Meeting that the remuneration of the auditor to be elected shall be paid as per an invoice approved by the Company.

Furthermore, the Board of Directors proposes to the General Meeting that the remuneration of the sustainability reporting assurance provider to be elected shall be paid as per an invoice approved by the Company.

### **Election of auditors and sustainability reporting assurance provider**

The Board of Directors proposes to the General Meeting, that the authorised public accounting firm Deloitte Oy be elected as the Company's auditor for the following term. Deloitte Oy has notified that Marika Nevalainen, Authorised Public Accountant, acts as the principal auditor.

The Board of Directors proposes to the General Meeting, that the authorised sustainability audit firm Deloitte Oy be elected as the Company's sustainability reporting assurance provider for the following term. Deloitte Oy has notified the Company that Marika Nevalainen, Authorised Sustainability Auditor, acts as the principal sustainability auditor.

### **Amendment of the Articles of Association**

The Board of Directors proposes to the Annual General Meeting that the Articles of Association be partially amended so that the term of office of a member of the Board of Directors would be approximately one year, expiring at the end of the next Annual General Meeting following the election, and also that the mention regarding the members due to resign be removed (Article 7). In addition, technical amendments would be made to the Articles of Association by including the

resolution upon the election of the sustainability reporting assurance provider on the matters resolved by the Annual General Meeting (Articles 12 and 14), as well as the handling of the remuneration policy, the adoption of the remuneration report, and resolving upon the remuneration of the auditor and the sustainability reporting assurance provider (Article 14). Furthermore, it is proposed that Article 14 be amended to correspond to the aforementioned amendment to Article 7, so that instead of electing the members of the Board of Directors who are due to resign, the Annual General Meeting shall elect the members of the Board of Directors, and that references to deputy auditors and the resolution on the number of auditors and deputy auditors be removed from Article 14. Otherwise, the Articles of Association are proposed to remain unchanged.

## **7 § Board of Directors**

The Board of Directors proposes that Article 7 of the Articles of Association be amended so that the term of office of a member of the Board of Directors expires at the end of the next Annual General Meeting following the election. Additionally, it is proposed that the mention stating that the members who are due to resign by rotation may be re-elected be removed from Article 7. In its amended form, said provision of the Articles of Association would read as follows (unofficial translation in English below for informational purposes only):

### Current wording:

#### 7 § Board of Directors

The Board of Directors is responsible for the company's governance and proper organisation of the operations. The Board of Directors consists of a minimum of five (5) and a maximum of nine (9) members, who are elected at the Annual General Meeting for a term of three years. Each year, one to four members of the Board retire by rotation, the purpose of which is to ensure that the uninterrupted term of office of each member ends at the conclusion of the third Annual General Meeting following the election.

Members who are due to resign by rotation may be re-elected.

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### Proposed wording:

#### 7 § Board of Directors

The Board of Directors is responsible for the company's governance and proper organisation of the operations. The Board of Directors consists of a minimum of five (5) and a maximum of nine (9) members. The term of office of a member of the Board of Directors expires at the end of the next Annual General Meeting following the election.

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## **12 § Auditors**

The Board of Directors proposes that Article 12 of the Articles of Association be amended to include the appointment and term of office of the sustainability reporting assurance provider. In its amended form, said provision of the Articles of Association would read as follows (unofficial translation in English below for informational purposes only):

Current wording:

12 § Auditors

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.

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Proposed wording:

12 § Auditor and sustainability reporting assurance provider

The company shall have one (1) auditor which must be an auditing firm authorised by the Finnish Patent and Registration Office. The company shall have one (1) sustainability reporting assurance provider which must be an authorised sustainability audit firm approved by the Finnish Patent and Registration Office.

The auditor's and the sustainability reporting assurance provider's term of office expires at the end of the next Annual General Meeting following the election.

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#### **14 § Annual General Meeting**

The Board of Directors proposes that Article 14 of the Articles of Association be amended to include, in addition to the items currently included in Article 14, the handling of the remuneration policy, adoption of the remuneration report, resolving upon the election and remuneration of the sustainability reporting assurance provider, and resolving upon the remuneration of the auditor. Additionally, it is proposed that Article 14 be amended to reflect the abovementioned amendment to Article 7 so that instead of electing the members of the Board of Directors to replace those due to resign, the Annual General Meeting shall elect the members of the Board of Directors and that references to deputy auditors and the resolution on the number of auditors and deputy auditors be removed from Article 14. In its amended form, said provision of the Articles of Association would read as follows (unofficial translation in English below for informational purposes only):

Current wording:

14 § Annual General Meeting

The Annual General Meeting is held each year within six months of the end of the financial year on a day designated by the Board of Directors. The meeting shall

present:

- the financial statements and the annual report;
- the auditors' report;
- the Supervisory Board's statement on the financial statements and the auditors' report;

decide on:

Proposed wording:

14 § Annual General Meeting

The Annual General Meeting is held each year within six months of the end of the financial year on a day designated by the Board of Directors. The meeting shall

present:

- the financial statements and the annual report;
- the auditors' report;
- the Supervisory Board's statement on the financial statements and the auditors' report;

decide on:

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| - the approval of the income statement and the balance sheet;  | - the approval of the income statement and the balance sheet;  |
| - any measures called for by the profit or loss reported in the approved balance sheet;                                      | - any measures called for by the profit or loss reported in the approved balance sheet;                                      |
| - granting of discharge from liability to the members of the Board of Directors and of the Supervisory Board and to the CEO; | - granting of discharge from liability to the members of the Board of Directors and of the Supervisory Board and to the CEO; |
| - the number of members of and the remuneration payable to the Board of Directors;   | - the number of members of and the remuneration payable to the Board of Directors;   |
| - the number of members of and the remuneration payable to the Supervisory Board;  | - the number of members of and the remuneration payable to the Supervisory Board;  |
| - the number of auditors and deputy auditors;  | - the remuneration policy, if necessary;   |
| elect:   | - the approval of the remuneration report;   |
| - members of the Board of Directors to replace those due to resign;  | - the remuneration of the auditor and the sustainability reporting assurance provider;                                       |
| - members of the Supervisory Board to replace those due to resign;   | elect:   |
| - auditors and deputy auditors; and  | - the members of the Board of Directors;   |
| discuss:   | - the members of the Supervisory Board to replace those due to resign;   |
| - other business stated in the notice of meeting.  | - the auditor;   |
| *****  | - the sustainability reporting assurance provider; and   |
|  | discuss:   |
|  | - other business stated in the notice of meeting.  |
|  | *****  |

## **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 23 April 2024 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 2026.

### **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 2,800,000 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 23 April 2024 to the Board of Directors and is valid until the closing of the next Annual General Meeting, however, no longer than until 30 June 2026.

### **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.

Seinäjoki, 17 March 2025

ATRIA PLC

Board of Directors