

PROPOSALS OF THE BOARD OF DIRECTORS TO THE ANNUAL GENERAL MEETING TO BE HELD ON 23 APRIL 2026

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 12 February 2026. The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0.75 per share be distributed for the financial year ended on 31 December 2025.

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 27 April 2026 and the proposed date of payment is 5 May 2026.

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.

Adoption of the remuneration policy for the governing bodies

The remuneration policy was last presented to the Annual General Meeting on 23 April 2024. The remuneration policy must be presented to the General Meeting at least every four years or whenever material changes are made to it.

The Board of Directors proposes certain amendments to the remuneration policy for the governing bodies and therefore proposes that the Annual General Meeting adopts the remuneration policy.

The key amendments to the proposed remuneration policy for the governing bodies concern the proportion of variable remuneration within total remuneration and the models available for long-term incentive schemes. Furthermore, the terms and conditions relating to the deferral and clawback of remuneration would be specified. Other amendments included in the remuneration policy are of a technical nature.

Resolution on the remuneration of the auditor and the sustainability reporting assurance provider

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 the auditor and the 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, and one (1) sustainability audit firm, which must be a sustainability audit firm authorised by the Finnish Patent and Registration Office. The terms of office of the auditor and the sustainability reporting assurance provider expire at the end of the next Annual General Meeting following the election.

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.

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, corresponding approximately 9.9 percent of the Company's total share capital, 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 24 April 2025 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 2027.

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, corresponding approximately 9.9 percent of the Company's total share capital, 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 24 April 2025 to the Board of Directors and is valid until the closing of the next Annual General Meeting, however, no longer than until 30 June 2027.

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 2026

ATRIA PLC
Board of Directors