

**THE BOARD OF DIRECTORS' AND SHAREHOLDERS' PROPOSALS TO SOLTEQ PLC'S ANNUAL GENERAL MEETING 2023**

**A. THE BOARD OF DIRECTORS' PROPOSALS TO SOLTEQ PLC'S ANNUAL GENERAL MEETING 2023**

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

The Board of Directors proposes to the Annual General Meeting that no dividend is distributed based on the balance sheet to be adopted for the financial year 2022.

The shareholders of Solteq Plc representing more than 40 % of the company's shares and votes have notified that they support the Board of Directors' proposal.

**Resolution on the remuneration of the auditor**

The Board of Directors proposes to the Annual General Meeting that the company's auditor will be reimbursed according to the auditor's reasonable invoice approved by the company.

The shareholders of Solteq Plc representing more than 40 % of the company's shares and votes have notified that they support the Board of Directors' proposal.

**Election of auditor**

The Board of Directors proposes to the Annual General Meeting that one audit firm is elected as the auditor of the company and that audit firm KPMG Oy Ab is re-elected as the auditor of the company. KPMG Oy Ab has informed that Petri Sammalisto, Authorised Public Accountant, is the auditor with principal responsibility.

The shareholders of Solteq Plc representing more than 40 % of the company's shares and votes have notified that they support the Board of Directors' proposal.

**Amendment of 11 § of the Articles of Association**

The Board of Directors proposes to the Annual General Meeting that the 11 § of the Articles of Association is amended to enable holding a general meeting of shareholders entirely without a physical meeting venue as a remote meeting.

According to the proposal, the heading 11 § "Notice of meetings" of the Articles of Association is amended to 11 § "Notice of meeting, meeting venue, and method of participation", and a new clause is to be added, which in its entirety would read as follows, while 11 § would otherwise stay as same:

*The Board of Directors may decide that the general meeting is held without a meeting venue whereby the shareholders shall exercise their power of decision in full in real-time during the meeting using telecommunication connection and technical means (remote meeting).*

Proposal for the new Articles of Association is available on the company's website at [www.solteq.com/generalmeeting2023](http://www.solteq.com/generalmeeting2023).

## **Authorizing the Board of Directors to decide on the issuance of shares as well as the issuance of option rights and other special rights entitling to shares**

The Board of Directors proposes to the Annual General Meeting that the Board of Directors is authorized to decide on a share issue carried out with or without payment and on issuing share options and other special rights referred to in Chapter 10, Section 1 of the Finnish Companies Act as follows:

The maximum total amount of shares or other rights is 2,000,000. The authorization includes the right to give new shares and special rights or convey the company's own shares. The authorization includes the right to deviate from the shareholders' pre-emptive right of subscription if there is a weighty financial reason for the company, e.g., to improve the capital structure, to execute business acquisitions, and other business improvement arrangements. The authorization cannot be used to implement the company's incentive schemes. The authorization is proposed to include the right for the Board of Directors to decide on the other terms concerning the share issue and the granting of special rights, including the subscription price and payment of the subscription price in cash or in whole or in part by other means (subscription in kind) or by using the subscriber's receivable to offset the subscription price and to record it in the company's balance sheet.

The authorization is effective until the next Annual General Meeting, however, no longer than 30 April 2024. This authorization will cancel the decision made by the Annual General Meeting 2022 regarding the same matter.

The shareholders of Solteq Plc representing more than 40 % of the company's shares and votes have notified that they support the Board of Directors' proposal.

## **Authorizing the Board of Directors to decide on the issuance of shares as well as the issuance of option rights and other special rights entitling to shares as part of the implementation the company's incentive schemes**

The Board of Directors proposes to the Annual General Meeting that the Board of Directors is authorized to decide on a share issue carried out with or without payment and on issuing share options and other special rights referred to in Chapter 10, Section 1 of the Finnish Companies Act as follows:

The maximum total amount of shares or other rights is 1,000,000. The authorization includes the right to give new shares and special rights or convey the company's own shares. The authorization includes the right to deviate from the shareholders' pre-emptive right of subscription if there is a weighty financial reason for the company, as part of the implementation the company's incentive schemes. The purpose of such incentive schemes must be to bind the company's key personnel over a period of 3 to 5 years. In addition, the purpose is that the now-granted authorization's maximum amount covers the company's key personnel's incentive schemes for at least 3 years. The authorization is proposed to include the right for the Board of Directors to decide on the other terms concerning the share issue and the granting of special rights, including the subscription price and payment of the subscription price in cash or by using the subscriber's receivable to offset the subscription price and to record it in the company's balance sheet.

The authorization is effective until 30 April 2026. This authorization will cancel the decision made by the Annual General Meeting 2022 regarding the same matter.

The shareholders of Solteq Plc representing more than 40 % of the company's shares and votes have notified that they support the Board of Directors' proposal.

## **Authorizing the Board of Directors to decide on repurchasing of the company's own shares**

The Board of Directors proposes to the Annual General Meeting that the Board of Directors is authorized to decide on repurchasing the company's own shares as follows:

On the basis of the authorization, the number of own shares to be repurchased shall not exceed 500,000 shares. Shares may be repurchased in one or more lots. The Company may use only unrestricted equity to repurchase its own shares.

Repurchase of own shares may be made otherwise than in proportion to the share ownership of the shareholders (directed repurchase). The purchase price shall be at least the lowest price paid for the company's shares in regulated trading at the time of purchase and no more than the highest price paid for Company shares in regulated trading at the time of purchase.

Own shares can be purchased to be used to improve the capital structure of the company, to execute business acquisitions and other business improvement arrangements, or as a part of the implementation of the company's incentive schemes.

The authorization is effective until the next Annual General Meeting, however, no longer than 30 April 2024. This authorization will cancel the decision made by the Annual General Meeting 2022 regarding the same matter.

The shareholders of Solteq Plc representing more than 40 % of the company's shares and votes have notified that they support the Board of Directors' proposal.

## **Authorizing the Board of Directors to decide on accepting the company's own shares as pledge**

The Board of Directors proposes to the Annual General Meeting that the Board of Directors is authorized to decide on accepting the company's own shares as pledge as follows:

The Board of Directors is authorized to decide on accepting the company's own shares as pledge (directed) in connection with business acquisitions or when executing other business arrangements. The pledge may occur in one or in multiple transactions.

The number of own shares to be accepted as pledge shall not exceed 2,000,000 shares.

The Board of Directors may decide on other terms concerning the pledge.

The authorization is effective until the next Annual General Meeting, however, no longer than 30 April 2024. This authorization will cancel the decision made by the Annual General Meeting 2022 regarding the same matter.

The shareholders of Solteq Plc representing more than 40 % of the company's shares and votes have notified that they support the Board of Directors' proposal.

## ADVISORY RESOLUTION

### **Advisory resolution on approval of the remuneration report for governing bodies**

The company's Remuneration Report for governing bodies for the year 2022 based on the company's remuneration policy adopted in the Annual General Meeting of the company held on 10 June 2020 is attached to this notice and is available on Solteq Plc's website at [www.solteq.com/generalmeeting2023](http://www.solteq.com/generalmeeting2023).

The Board of Directors proposes that the Annual General Meeting approves the Remuneration Report for governing bodies. The resolution of the Annual General Meeting on approval of the Remuneration Report shall be considered advisory.

The shareholders of Solteq Plc representing more than 40 % of the company's shares and votes have notified that they support the approval of the Remuneration Report for governing bodies.

## B. THE SHAREHOLDERS' PROPOSALS TO SOLTEQ PLC'S ANNUAL GENERAL MEETING 2023

### **Establishing the Shareholders' Nomination Committee and confirming its rules of procedure**

The shareholders of Solteq Plc representing more than 40 % of the shares and votes of the company propose to the Annual General Meeting that the Shareholders' Nomination Committee is established for the company and its rules of procedure are confirmed.

Aforementioned shareholders have proposed that the Shareholders' Nomination Committee's main duties are to prepare proposals for the number, election, and remuneration of the members of the Board of Directors for the Annual General Meeting and, if required, to the Extraordinary General Meeting. According to the proposal, the Shareholders' Nomination Committee is established for time being, until the General Meeting decides otherwise. The Shareholders' Nomination Committee shall consist of a maximum of four (4) members representing Solteq's four (4) largest shareholders, representing the largest proportion of the votes attached to all Solteq shares on August 31 in the year preceding the Annual General Meeting. At the discretion of the Shareholders' Nomination Committee, the Chairman of the Board of Directors may be invited to the Shareholders' Nomination Committee as an expert member without membership or voting rights, and without affecting the quorum of the Nomination Committee. The Shareholders' Nomination Committee elects a chairman from among its members. The term of office of the members of the Shareholders' Nomination Committee ends every year with the appointment of the next Shareholders' Nomination Committee.

The Shareholders' Nomination Committee's composition, duties and operation are defined in more detail in the Rules of Procedure of the Shareholders' Nomination Committee. Proposal for the Rules of Procedure is available on the company's website at [www.solteq.com/generalmeeting2023](http://www.solteq.com/generalmeeting2023)

### **Resolution on the remuneration of the members of the Board of Directors**

The shareholders of Solteq Plc representing more than 40 % of the shares and votes of the company propose to the Annual General Meeting that the remuneration of the to be elected members of the Board of Directors remain the same and are as follows during the term expiring at the end of the Annual General Meeting 2024:

A monthly remuneration of EUR 5,000 is paid to the Chairman of the Board and EUR 2,500 to the Board members. In addition, remuneration of EUR 500 per meeting will be paid to the Chairman of the Board and to each Board member for each Board and Board Committee meeting. In addition to the aforementioned remuneration, it is proposed that Board members will be reimbursed for ordinary and reasonable expenses resulting from Board work against an invoice.

### **Resolution on the number of members of the Board of Directors**

The shareholders of Solteq Plc representing more than 40 % of the company's shares and votes propose to the Annual General Meeting that 6 members are to be elected to the Board of Directors.

### **Election of members of the Board of Directors**

The shareholders of Solteq Plc representing more than 40 % of the shares and votes of the company propose to the Annual General Meeting that for the term expiring at the end of the Annual General Meeting 2024, the current members of the Board of Directors Markku Pietilä, Panu Porkka, Anni Sarvaranta, Katarina Segerståhl, and Mika Sutinen are re-elected, and Esko Mertsalmi is elected as a new member of the Board of Directors. The new member proposed to the Board of Directors is considered to be independent of the company and its major shareholders.

All proposed members of the Board of Directors have given their consent to the election.

Further information on the new member proposed to the Board of Directors is available on the company's website at [www.solteq.com/generalmeeting2023](http://www.solteq.com/generalmeeting2023).