

THE PROPOSALS OF THE BOARD OF DIRECTORS' AND THE SHAREHOLDERS' NOMINATION COMMITTEE TO SOLTEQ PLC'S ANNUAL GENERAL MEETING 2024

A. THE BOARD OF DIRECTORS' PROPOSALS TO SOLTEQ PLC'S ANNUAL GENERAL MEETING 2024

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 2023.

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 and that the same applies to the remuneration of the auditor for the certification of the company's Sustainability Report for the financial year 2024.

Election of auditor

The Company has an obligation to organize an audit firm selection procedure in accordance with the EU Audit Regulation (537/2014) concerning the audit for the financial year 2024 (mandatory auditor rotation). The Audit Committee has prepared its recommendation in accordance with the EU Audit Regulation and organized a statutory audit firm selection procedure.

In accordance with the recommendation of the Audit Committee, the Board of Directors proposes to the Annual General Meeting that, for the financial year 2024, one audit firm is elected as the auditor of the company and that audit firm PricewaterhouseCoopers Oy is elected as the auditor of the company. PricewaterhouseCoopers Oy has informed that Tiina Puukkonieni, Authorised Public Accountant (KHT), Authorised Sustainability Auditor (KRT), is the auditor with principal responsibility.

In addition, it is proposed to the Annual General Meeting that PricewaterhouseCoopers Oy would, in accordance with Act (1252/2023) regarding amendments to the Finnish Companies Act, also carry out the assurance of the Company's sustainability reporting for the financial year 2024. PricewaterhouseCoopers Oy has notified the Company that Tiina Puukkonieni, Authorised Public Accountant (KHT), Authorised Sustainability Auditor (KRT), would act as the responsible sustainability reporting assurance provider.

Amendment of the Articles of Association

The Board of Directors proposes to the Annual General Meeting that the Articles of Association is amended so that the domicile of the company is Espoo and that a general meeting of shareholders can be held in addition to the domicile of the company in Helsinki or Vantaa.

According to the proposal of the Board of Directors, the sections 1 § and 11 § would after the amendment read as follows:

1 § Company's trade name and domicile

The trade name of the company is Solteq Oyj, in Swedish Solteq Abp and in English Solteq Plc. The domicile of the company is Espoo.

11 § Notice of meeting, meeting venue, and method of participation

The notice of the general meeting shall be given by publication in the manner prescribed by the Board of Directors in a newspaper with a national circulation or on the company's website, or otherwise in a verifiable manner not earlier than two months and not later than three weeks before the general meeting, but always at least nine days before the record date of the general meeting.

In order to attend the general meeting, a shareholder must notify the company no later than on the date specified in the notice, which may not be earlier than ten days before the general meeting.

The general meeting shall be held at a venue determined by the Board of Directors, which may be in Helsinki or Vantaa in addition to the company's domicile.

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/generalmeeting2024.

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 option rights 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 transfer 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 2025. This authorization will cancel the decision made by the Annual General Meeting 2023 regarding the same matter.

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 2025. This authorization will cancel the decision made by the Annual General Meeting 2023 regarding the same matter.

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 2025. This authorization will cancel the decision made by the Annual General Meeting 2023 regarding the same matter.

ADVISORY RESOLUTIONS

Handling of the remuneration report for governing bodies

The company's Remuneration Report for governing bodies for the year 2023 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/generalmeeting2024.

The Board of Directors proposes that the Annual General Meeting approves the Remuneration Report for governing bodies for the year 2023.

Handling of the remuneration policy for governing bodies

The Board of Directors proposes that the Annual General Meeting approves the amended remuneration policy for governing bodies. The remuneration policy was last presented to the Annual General Meeting on 10 June 2020.

The remuneration policy has been amended regarding the setting of short-term and long-term incentive schemes for the CEO, so that the remuneration payable under short-term incentive schemes shall not exceed 75 % of the fixed annual salary and the weight of long-term incentive schemes shall at the target level constitute a significant part of the CEO's total remuneration. The amendment is intended to ensure that any variable remuneration is weighted towards the achievement of the company's long-term objectives.

The amended remuneration policy presented to the Annual General Meeting is available on the company's website at www.solteq.com/generalmeeting2024.

B. THE SHAREHOLDERS' NOMINATION COMMITTEE'S PROPOSALS TO SOLTEQ PLC'S ANNUAL GENERAL MEETING 2024

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

The Shareholders' Nomination Committee of Solteq Plc proposes 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 2025:

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' Nomination Committee of Solteq Plc proposes to the Annual General Meeting that 7 members are to be elected to the Board of Directors.

Election of members of the Board of Directors

The Shareholders' Nomination Committee of Solteq Plc proposes to the Annual General Meeting that for the term expiring at the end of the Annual General Meeting 2025, the current members of the Board of Directors Markku Pietilä, Katarina Cantell, Panu Porkka, Anni Sarvaranta, Mika Sutinen and Esko Mertsalmi are re-elected, and Lotta Airas 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, but not independent of its significant 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/generalmeeting2024.