

# **PROPOSALS OF THE BOARD OF DIRECTORS AND THE NOMINATION COMMITTEE TO THE ANNUAL GENERAL MEETING OF CONSTI PLC TO BE HELD ON 3 APRIL 2024**

## **Use of the profit shown in the balance sheet and resolution on the payment of dividends**

The Board of Directors proposes to the General Meeting that a dividend of EUR 0.70 per share be paid for the financial year of 2023.

The Board of Directors proposes that the dividend is paid in two instalments. The first instalment, EUR 0.40 per share, will be paid to shareholders who are registered in the shareholders' register maintained by Euroclear Finland Ltd on the record date of the dividend of 5 April 2024. The Board of Directors proposes that this instalment of the dividend will be paid on 12 April 2024.

The second instalment, EUR 0.30 per share, will be to shareholders who are registered in the shareholders' register maintained by Euroclear Finland Ltd on the record date of the dividend, which, together with the dividend payment date, shall be decided by the Board of Directors in its meeting scheduled for 24 October 2024. The record date of the dividend date would then be 28 October 2024 and the dividend payment date 4 November 2024.

It is noted that the distribution of dividend proposed by the Board of Directors exceeds the amount of minority dividend as set out in Chapter 13, Section 7 of the Limited Liability Companies Act. The shareholders therefore cannot demand the minority dividend nor vote in favour of it.

## **Handling of the Remuneration Report of Governing Bodies**

The Board of Directors proposes the approval of the Remuneration Report of 2023. According to the Finnish Limited Liability Companies Act, the resolution is advisory.

## **Advisory resolution on the Remuneration Policy for the Governing Bodies**

The 2020 Annual General Meeting adopted the remuneration policy of the Governing Bodies. The remuneration policy must be presented to the General Meeting at least every four years or whenever it is materially amended.

The Board proposes that the Annual General Meeting approve the amended Remuneration Policy for Governing Bodies. The amended remuneration policy is available on the Company's website at <https://investor.consti.fi/en> three weeks before the General Meeting at the latest. The resolution on approval is advisory under the Finnish Companies Act.

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

The Nomination and Remuneration Committee proposes to the General Meeting that the members of the Board of Directors be paid as follows: EUR 54,000 to the Chairman of the Board of Directors and EUR 42,000 to the members of the Board of Directors. In addition, a fee of EUR 500 per member per meeting is paid for Board meetings. The travel expenses incurred from participating in the meetings of the Board of Directors are also compensated against an invoice. No separate remuneration is awarded for committee work.

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

The Nomination and Remuneration Committee proposes to the General Meeting that the number of members of the Board of Directors be confirmed to be a total of six (6).

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

The Nomination and Remuneration Committee proposes to the General Meeting that the current members of the Board of Directors, Petri Rignell, Erkki Norvio, Anne Westersund, Johan Westermarck and Juhani Pitkääkoski, be re-elected for the next term of office. Katja Pussinen is proposed to be elected as a new member of the Board.

The above-mentioned persons have given their consent to the election. The personal details of the candidates for the members of the Board of Directors are introduced on the company's website at the address <https://investor.consti.fi/en>.

#### **Resolution on the remuneration of the auditor**

The Board of Directors proposes to the General Meeting that the auditor is paid a remuneration against a reasonable invoice approved by the company.

#### **Election of auditor**

The Board of Directors proposes to the General Meeting that the authorised public accounting firm KPMG Oy Ab be elected as the auditor of the company for the next term of office. KPMG Oy Ab has informed that Turo Koila, Authorised Public Accountant, would act as the responsible auditor.

If KPMG Oy Ab will be elected as the auditor of the company, it will also carry out the assurance of the company's sustainability reporting for the financial year 2024 in accordance with the transitional provision of the act changing the Limited Liability Companies Act (1252/2023). KPMG Oy Ab has announced that it will appoint Turo Koila, Authorized Public Accountant, Authorized Sustainability Auditor as the principally responsible sustainability reporting assurer, if KPMG Oy Ab is elected as the Sustainability Reporting Assurer. The assurer is paid a remuneration against a reasonable invoice approved by the company.

#### **Authorising the Board of Directors to decide 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 the company's own shares in one or more tranches as follows:

The number of own shares to be acquired may not exceed 686,000 shares. The proposed number of shares corresponds to approximately nine (9) per cent of the aggregate number of shares in the company on the convocation date of the General Meeting. However, the company cannot, together with its subsidiaries, own or accept as a pledge altogether more than 10% of its own shares at any point in time.

The own shares can be acquired under the authorisation only with unrestricted equity.

The own shares can be acquired on the acquisition date at the price formed in public trading or at a price otherwise formed on the market.

The Board of Directors resolves on how the own shares are acquired. Inter alia derivatives can be used in the acquisition. The own shares can be acquired otherwise than in proportion to the share ownership of the shareholders (directed acquisition). The shares can be acquired through public trading on Nasdaq Helsinki Ltd at a price formed in public trading on the date of the acquisition.

The authorisation cancels any previous unused authorisations for the acquisition of own shares. The authorisation is valid until the following Annual General Meeting, however no longer than until 30 June 2025.

#### **Authorising the Board of Directors to resolve on a share issue and the issuance of special rights entitling to shares**

The Board of Directors proposes that the General Meeting authorises the Board of Directors to resolve on the issuance of shares and on the issuance of special rights entitling to shares referred to in Chapter 10, Section 1 of the Limited Liability Companies Act, in one or more tranches, either against or without consideration. The Board of Directors may, under the authorisation, resolve on the issuance of new shares and/or transfer of own shares held by the company.

The number of shares to be issued or transferred under the authorisation, including shares acquired under special rights, may not exceed 780,000 shares. The proposed number of shares corresponds to approximately ten (10) per cent of the aggregate number of shares in the company on the convocation date of the General Meeting.

The authorisation entitles the Board of Directors to resolve on all terms that apply to the share issue and to the issuance of special rights entitling to shares, including the right to deviate from the shareholders' pre-emptive subscription right. The Board of Directors may decide to either issue new shares or to transfer any treasury shares held by the company.

This authorisation revokes any previous unused authorisations to decide on a share issue and the issuance of options or other special rights entitling to shares. The proposed validity period of the authorisation is until the following Annual General Meeting, however not longer than until 30 June 2025.

In Helsinki, 28 February 2024

**CONSTI PLC**  
Board of Directors