

CONSTI PLC NOTICE TO THE ANNUAL GENERAL MEETING

28 February 2025 at 9.00 a.m. (EET)

NOTICE TO THE ANNUAL GENERAL MEETING OF CONSTI PLC

The shareholders of Consti Plc are invited to the Annual General Meeting to be held on 3 April 2025 at 1:00 p.m. EEST at the address Valimo Park, Valimotie 16, FI-00380 Helsinki. The reception of persons who have registered for the meeting and the distribution of ballots at the venue will commence at 12:30 p.m. EEST.

A. MATTERS ON THE AGENDA OF THE GENERAL MEETING

The following matters will be discussed at the General Meeting:

- 1. Opening of the meeting**
- 2. Calling the meeting to order**
- 3. Election of persons to scrutinise the minutes and to supervise the counting of votes**
- 4. Recording the legality of the meeting**
- 5. Recording the attendance at the meeting and adoption of the list of votes**
- 6. Presentation of the Financial Statements, Annual Report and the Auditor's Report for the year 2024**

Review by the CEO.

The Annual Report of the company, which includes the company's financial statements, consolidated financial statements, the Board of Directors' Report, the auditor's report and the assurance report of the sustainability report, will be made available on the company's website at <https://investor.consti.fi/en> no later than three weeks prior to the General Meeting.

7. Adoption of the Financial Statements, including the adoption of the Consolidated Financial Statements

8. 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 2024.

The Board of Directors proposes that the dividend is paid in two instalments. The first instalment, EUR 0.35 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 7 April 2025. The Board of Directors proposes that this instalment of the dividend will be paid on 14 April 2025.

The second instalment, EUR 0.35 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 23 October 2025. The record date of the dividend date would then be 27 October 2025 and the dividend payment date 3 November 2025.

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.

9. Resolution on the discharge of the members of the Board of Directors and the managing director from liability for the financial year 1 January through 31 December 2024

10. Handling of the Remuneration Report of Governing Bodies

The company's Remuneration Report for 2024 is available on the company's website at <https://investor.consti.fi/en>.

The Board of Directors proposes the approval of the Remuneration Report of 2024. According to the Finnish Limited Liability Companies Act, the resolution is advisory.

11. 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.

12. 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).

13. 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, Juhani Pitkäkoski and Katja Pussinen, be re-elected for the next term of office.

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>.

14. 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.

15. Election of the 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.

16. Resolution on the remuneration of the sustainability reporting assurer

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

17. Election of the sustainability reporting assurer

The Board of Directors proposes to the General Meeting that KPMG Oy Ab, Authorized Sustainability Audit Firm, be elected as the company's sustainability reporting assurer for the next term of office. KPMG Oy Ab has informed that Authorised Public Accountant (KHT), Authorized Sustainability Auditor (KRT) Turo Koila would act as the sustainability reporting auditor with principal responsibility.

18. 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 700,000 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 2026.

19. 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 800,000 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 2026.

20. Closing of the meeting

B. Documents of the General Meeting

The above-mentioned proposals on the matters on the agenda of the General Meeting, this notice as well as the Remuneration Report, the Financial Statements, the Board of Directors' Report including the sustainability report, the Auditor's Report and the assurance report of the sustainability statement will be available on Consti Plc's website at <https://investor.consti.fi/en> by 13 March 2025, at the latest. Copies of the proposals and other documents referred to above and of this notice will be sent to shareholders upon request. The minutes of the General Meeting will be available on the above-mentioned website on 17 April 2025, at the latest.

C. INSTRUCTIONS FOR THE PARTICIPANTS IN THE GENERAL MEETING

1. Shareholders registered in the shareholders' register

The shareholders who have been registered on the record date of the General Meeting, i.e. 24 March 2025, in the shareholders' register of the company maintained by Euroclear Finland Ltd are entitled to participate in the General Meeting. Shareholders whose shares are registered in their personal Finnish book-entry accounts are registered in the shareholders' register of the company. Changes in the shareholding after the record date of the General Meeting do not affect the right to participate in the General Meeting or the shareholder's voting rights.

The registration will commence on 28 February 2025 at 12:00 noon EET. Shareholders who are registered in the shareholders' register of the company and who wish to participate in the General Meeting must register for the General Meeting by 27 March 2025 at 4:00 p.m. EET at the latest, by which time the registration must be received.

Shareholders with a Finnish book-entry account can register from 28 February 2025 at 12:00 noon EET to 27 March 2025 at 4 p.m. EET by the following means:

- a) On Consti's website at <https://investor.consti.fi/en>. Electronic registration requires strong identification of the shareholder or their legal representative or proxy with a Finnish, Swedish, or Danish bank ID, or a mobile certificate. A representative of a legal person must also identify themselves with their own personal bank code. The representative is then able to state which company or organisation they represent.
- b) By email. Shareholders registering by e-mail shall submit the registration form available on the company's website at <https://investor.consti.fi/en> or equivalent information to agm@innovatics.fi.
- c) By mail. Shareholders registering by mail shall submit the registration form available on the company's website at <https://investor.consti.fi/en> or equivalent information to Innovatics Oy, General Meeting / Consti Plc, Ratamestarinkatu 13 A, FI-00520 Helsinki.
- d) Calling + 358 10 2818 909 on weekdays between 9:00 a.m. and 12:00 p.m. and 1:00 p.m. and 4:00 p.m. (EET).

The shareholder and their representative are required to provide the requested information, such as the shareholder's name, date of birth or business ID, contact details, the name of any assistant or proxy representative, if any, the proxy representative's date of birth and contact details. The personal details given by the shareholder when registering are only used in the context of the General Meeting and when handling the necessary registrations pertaining thereto.

The shareholders and their representatives or proxies must be able to prove their identity and/or right of representation at the meeting.

Further information on registration is available by telephone during the registration period for the AGM by calling Innovatics Oy at +358 10 2818 909 on weekdays from 9:00 a.m. to 12:00 noon and from 1:00 p.m. to 4:00 p.m. (EET).

2. Proxy representatives and powers of attorney

Shareholders may participate in the General Meeting and exercise their rights at the meeting by way of proxy representation. The proxy representative must identify themselves by strong identification in the registration service, after which the proxy representative can register on behalf of the shareholder. The proxy representative must produce a dated power of attorney or otherwise prove in a reliable manner that they are entitled to represent the shareholder at the General Meeting. Right of representation can be proved by utilising the Suomi.fi authorisation service in the electronic registration service. More information available at www.suomi.fi/e-authorizations.

In the event that a shareholder participates in the General Meeting by means of several proxy representatives that represent the shareholder based on shares held in different securities accounts, the shares represented by each proxy representative must be specified when registering for the General Meeting.

The proxy documents, if any, should be delivered primarily as an attachment in connection with electronic registration or alternatively by mail to Innovatics Oy, Annual General Meeting / Consti Plc, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland or by e-mail to agm@innovatics.fi before the end of the registration period. In addition to providing the proxies, the shareholder or the shareholder's proxy must arrange the registration to the General Meeting as described above in this notice. Model proxy documents are available on the company's website <https://investor.consti.fi/en>.

3. Holders of nominee-registered shares

The holders of nominee-registered shares are entitled to participate in the General Meeting by virtue of the shares based on which they would be entitled to be registered in the shareholders' register maintained by Euroclear Finland Ltd on the record date of the General Meeting, i.e. 24 March 2025.

Participation also requires that the shareholder on the basis of such shares has been registered in the temporary shareholders' register held by Euroclear Finland Ltd at the latest by 31 March 2025 at 10:00 a.m. EEST. With regard to nominee-registered shares, this is considered to constitute due registration for the General Meeting. Changes in the shareholding after the record date of the General Meeting do not affect the right to participate in the General Meeting or the shareholder's voting rights.

Holders of nominee-registered shares are advised to request in good time necessary instructions regarding temporary registration in the shareholders' register of the company, issuing of proxy documents, registration and participation for the General Meeting from their custodian bank. The account management organisation of the custodian bank has to register a nominee-registered shareholder wishing to participate in the General Meeting to be temporarily registered in the shareholders' register of the company no later than the time stated above.

4. Other instructions and information

The meeting language is Finnish.

Shareholders attending the General Meeting shall be entitled under Chapter 5, Section 25 of the Limited Liability Companies Act to request information with respect to the matters to be considered at the General Meeting.

On the convocation date 28 February 2025, Consti Plc has a total of 8,016,567 shares entitling to an equal number of votes. On the convocation date 28 February 2025, the company holds a total of 103 300 of its own shares which do not entitle their holder to vote at the General Meeting.

In Helsinki, 28 February 2025

CONSTI PLC
Board of Directors

Additional information:

Esa Korkeela, CEO, Consti Plc, Tel. +358 40 730 8568
Anders Löfman, CFO, Consti Plc, Tel. +358 40 572 6619

Distribution:

Nasdaq Helsinki Ltd
Major media
www.consti.fi

Consti in brief:

Consti is a leading Finnish company concentrating on renovation and technical services. Consti offers comprehensive renovation and building technology services and selected new construction services to housing companies, corporations, investors and the public sector in Finland's growth centres. Company has four business areas: Housing Companies, Corporations, Public Sector and Building Technology. In 2024, Consti Group's net sales amounted to 327 million euro. It employs approximately 1000 professionals in construction and building technology.

Consti Plc is listed on Nasdaq Helsinki. The trading code is CONSTI. www.consti.fi