

# **PROPOSALS OF THE BOARD OF DIRECTORS AND THE NOMINATION COMMITTEE TO THE ANNUAL GENERAL MEETING OF CONSTI PLC TO BE HELD ON 5 APRIL 2022**

## **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 0.45 per share shall be paid for the financial year of 2021.

The dividend shall be paid to a shareholder who is registered in the shareholders' register of the company, maintained by Euroclear Finland Ltd, on the record date for payment, 7 April 2022. The Board of Directors proposes that the dividend is paid on 14 April 2022.

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 cannot therefore demand the minority dividend nor vote in favour of it.

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

The Board of Directors proposes approval of the Remuneration Report of 2021. According to the Limited Liability Companies Act, the resolution is advisory.

## **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 would be paid as follows: EUR 42,000 to the Chairman of the Board of Directors and EUR 30,000 to the members of the Board of Directors. In addition, the Nomination Committee proposes that a EUR 500 fee per member per meeting is paid for Board meetings. In addition, the travel expenses incurred from participating in the meetings of the Board of Directors are also compensated to the Members of the Board of Directors according to 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 shall 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 following current Members of the Board of Directors shall be re-elected for the following term of office: Erkki Norvio, Petri Rignell, Pekka Salokangas, Anne Westersund and Johan Westermarck. In addition, the Nomination and Remuneration Committee proposes that Juhani Pitkääkoski be elected as a new member of the Board of Directors. The current Chairman of the Board of Directors, Tapio Hakakari has informed that he will not be available for re-election.

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 according to a reasonable invoice approved by the company.

## **Election of auditor**

The Board of Directors proposes to the General Meeting that Authorised Public Accounting firm Ernst & Young Oy shall be re-elected as the Auditor of the Company for the following term of office. Ernst & Young Oy has informed that Toni Halonen, Authorised Public Accountant would act as the Responsible Auditor.

## **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 would 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 621,000 shares. The proposed number of shares corresponds to approximately eight (8) per cent of the aggregate number of shares in the company on the convocation date of the General Meeting.

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

The own shares can be acquired on the acquisition date at a 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. In the acquisition, derivatives can, inter alia, be used. The own shares can be acquired otherwise than in proportion to the share ownership of the shareholders (directed acquisition). The shares can be acquired on the acquisition date at a price, which is formed in public trading, in the public trading organised by Nasdaq Helsinki Ltd.

The authorisation revokes previous unused authorisations on the acquisition of the company's own shares. The authorisation is valid until the following Annual General Meeting, however no longer than until 30 June 2023.

## **Authorising 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 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 the conditions of the issuance of shares and 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 resolve on issuing either new shares or shares possibly held by the company.

The authorisation revokes previous unused authorisations on the issuance of shares and the issuance of options and other special rights entitling to shares. The authorisation is proposed to be valid until the end of the following Annual General Meeting, however no longer than until 30 June 2023.

Helsinki, on 3 March 2022

**CONSTI PLC**

Board of Directors