

# **PROPOSALS OF THE BOARD OF DIRECTORS AND THE NOMINATION COMMITTEE TO THE ANNUAL GENERAL MEETING OF CONSTI PLC TO BE HELD ON 4 APRIL 2023**

## **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 0.60 per share shall be paid for the financial year of 2022.

The dividend will be paid to shareholders who are registered in the shareholders' register of the company, maintained by Euroclear Finland Ltd, on the record date for dividend payment, 6 April 2023. The Board of Directors proposes that the dividend is paid on 17 April 2023.

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 the approval of the Remuneration Report of 2022. According to the Finnish 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 be paid as follows: EUR 48,000 to the Chairman of the Board of Directors and EUR 36,000 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, Pekka Salokangas, Anne Westersund, Johan Westermarck and Juhani Pitkääkoski, 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>.

## **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 authorised public accounting firm Ernst & Young Oy be re-elected as the auditor of the company for the next 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 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 606,000 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 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 2024.

### **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 2024.

### **Amending the articles of association**

The Board of Directors proposes that 6 § of the Articles of Association be amended so that, upon the decision of the Board of Directors, the General Meeting can be organised without any meeting venue (remote meeting), and that the first paragraph of 6 § is removed as it has become redundant as a result of the company's shares being entered into the book-entry system. The amended article of the Articles of Association goes as follows:

“6 §

*The notice to a General Meeting of Shareholders must be delivered to the shareholders in writing to the addresses recorded in the shareholders' register or by publishing the notice on the Company's webpage not earlier than three months and not later than 21 days prior to the meeting, however, always at least nine (9) days prior to the record date for the General Meeting of Shareholders as referred to in the Companies Act.*

*In order to be allowed to speak and vote at the General Meeting, a shareholder must register at the Company as indicated in the notice of the meeting. The period of registration shall not expire earlier than ten (10) days before the meeting.*

*The Board of Directors may decide that a General Meeting of Shareholders is arranged without a meeting venue so that the shareholders exercise their full decision-making powers in real time during the meeting by use of telecommunication connections and technical means (remote meeting)."*

It is proposed that the Articles of Association remain otherwise unchanged.

In Helsinki, 3 March 2023

**CONSTI PLC**

Board of Directors