

PROPOSALS OF THE BOARD OF DIRECTORS AND THE NOMINATION COMMITTEE TO THE ANNUAL GENERAL MEETING OF CONSTI PLC TO BE HELD ON 7 APRIL 2021

Resolution on the use of the profit shown in the balance sheet and resolution on the payment of dividends

The distributable funds of Consti Plc on 31 December 2020 were EUR 55,426,383.56 including retained earnings of EUR 27,373,311.13. The Board of Directors proposes to the General Meeting that a dividend of EUR 0.40 per share shall be paid for the financial year 1 January – 31 December 2020.

The dividend shall be paid to a shareholder who is registered in the company's register of shareholders, maintained by Euroclear Finland Ltd, on the record date for payment, 9 April 2021. The Board of Directors proposes that the dividend be paid on 16 April 2021.

Handling of the Remuneration Report of Governing Bodies

The Board of Directors proposes approval of the Remuneration Report of 2020. 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 36,000 to the Chairman of the Board of Directors and EUR 24,000 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. 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: Tapio Hakakari, Erkki Norvio, Petri Rignell, Pekka Salokangas, Anne Westersund and Johan Westermarck.

The Board Member candidates are introduced on Consti Plc's website at <https://investor.consti.fi/en>

All of the proposed candidates are independent of the company and major shareholders in the company.

All nominated persons have given their consent to the position.

Resolution on the remuneration of the auditor

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

Election of auditor

The Board of Directors proposes 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 should it be elected as the Auditor of the Company, Toni Halonen, Authorised Public Accountant will 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 580,000 shares, corresponding to approximately seven (7) 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 using only the 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 authorisation is proposed to authorise the Board of Directors to resolve how 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 2022.

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. Based on the authorisation, the Board of Directors may resolve on the issuance of new shares and/or transfer of own shares held by the Company.

Based on the authorisation, the number of shares to be issued, or transferred, including shares acquired under special rights, may not exceed 780,000 shares, corresponding 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 following Annual General Meeting, however not longer than until 30 June 2022.

Helsinki, on 3 March 2021

