

**ENENTO GROUP PLC
ANNUAL GENERAL MEETING 2024****BOARD OF DIRECTORS' PROPOSALS TO THE ANNUAL GENERAL MEETING 2024**

1. The Board of Directors proposes that a dividend of EUR 0.50 per share be paid for the financial year ended 31 December 2023 (totalling EUR 11.869.222.50 based on the Company's registered total number of shares at the time of the proposal, notwithstanding shares held in treasury). The dividend will be paid to a shareholder registered in the Company's shareholders' register held by Euroclear Finland Oy on the payment record date of 27 March 2024. The Board of Directors proposes that the dividend be paid on 5 April 2024.

The Board of Directors further proposes that the Annual General Meeting authorises the Board, at its discretion, to resolve on the distribution of an additional dividend up to a maximum of EUR 0.50 per share (totalling EUR 11.869.222.50 based on the Company's registered total number of shares at the time of the proposal, notwithstanding shares held in treasury). It is the intention of the Board of Directors that the dividend payment pursuant to this authorisation would be carried out in November 2024. The Company will separately publish resolutions of the Board of Directors on the dividend payment and confirm the record and payment dates in connection with such resolutions. The additional dividend to be paid based on the authorisation would be paid to a shareholder who on the payment record date in question is recorded in the Company's shareholders' register maintained by Euroclear Finland Oy. The Board of Directors proposes that the authorisation includes the right for the Board of Directors to decide on all other terms and conditions related to the dividend payment. The Board may also decide not to use this authorisation. The authorisation is proposed to remain in effect until the next Annual General Meeting.

2. The Board of Directors proposes to the Annual General Meeting that the Remuneration Report for the governing bodies to be adopted.
3. The Board of Directors proposes to the Annual General Meeting that the Remuneration Policy for the governing bodies be adopted.
4. The Board of Directors proposes that the remuneration of the auditor be paid according to the reasonable invoice approved by the Board of Directors' Audit Committee.
5. The Board of Directors proposes that PricewaterhouseCoopers Oy, Authorised Public Accountants, be re-elected as the company's auditor for a term that will continue until the end of the next Annual General Meeting. PricewaterhouseCoopers Oy has announced that the auditor-in-charge would be Mikko Nieminen, the Authorised Public Accountant.

The Board of Directors notes that its recommendation is free from influence by a third party, and the The Board of Directors is not subject to compliance with any such clauses of the kind referred to in Article 16(6) of the EU Audit Regulation (No 537/2014) that would restrict the Annual General Meeting's decision-making relating to the election of auditor.

6. The Board of Directors proposes that article 5 of the Articles of Association be amended so that the Annual General Meeting of the Company shall for hereon out elect the Chairperson of the Board of Directors. If the Chairperson of the Board of Directors resigns in the middle of their term or is permanently unable to carry out their duties, the Board of Directors may elect a new Chairperson from among its members for the remaining term of office. Additionally, it is proposed to amend certain language in article 5 for clarity.

In its amended form, said provision of the Articles of Association would read as follows:

"5 Board of Directors

The company shall have a Board of Directors, which consists of a minimum of four (4) and a maximum of eight (8) ordinary members, including the Chairperson.

The term of the Board member shall begin from the General Meeting where they have been elected and last until the closing of the following Annual General Meeting.

The Annual General Meeting shall elect a Chairperson. The Board of Directors may, if it finds it warranted, elect a Vice-Chairperson from among its members for one term at a time. If the Chairperson of the Board of Directors resigns in the middle of their term or is permanently unable to carry out their duties, the Board of Directors may elect a new Chairperson from among its members for the remaining term of office."

Further, the Board of Directors proposes that article 13 of the Articles of Association be amended to reflect the proposed amendments to article 5, so that the Annual General Meeting shall resolve and elect, in addition to the items currently listed in article 13 of the Articles of Association, the Chairperson of the Board of Directors (amended article 13, third paragraph, sub-item 10).

In its amended form, said provision of the Articles of Association would read as follows:

"13. Annual General Meeting

At the Annual General Meeting the following shall be presented

1. the financial statements and consolidated financial statements, and

2. the Auditor's Report;

shall be decided upon

3. adoption of financial statements, which encompasses the adoption of the consolidated financial statements,

4. the use of the profit shown on the balance sheet,

- 5. discharge of the members of the Board of Directors and the Managing Director from liability,*
- 6. adoption of the remuneration policy, when necessary,*
- 7. adoption of the remuneration report,*
- 8. the number of members of the Board of Directors, and*
- 9. the remuneration of the members of the Board of Directors and the auditor; as well as shall be elected*
- 10. the Chairperson and members of the Board of Directors and*
- 11. the auditor."*

7. The Board of Directors proposes that the Board of Directors be authorised to resolve on one or more issuances of shares, including the right to issue new shares in the Company or to transfer the Company's treasury shares. The authorisation would cover up to a total of 1,500,000 shares, corresponding to approximately 6.3 per cent of the Company's registered total number of shares at the time of the proposal.

The Board of Directors would also be authorised to resolve on the issuance of shares in deviation from the shareholders' pre-emptive rights (directed issue) if there would be a weighty financial reason for such issuance. The authorisation could be used for material arrangements from the Company's point of view, such as financing or carrying out business arrangements or investments or for other such purposes determined by the Board of Directors.

The Board of Directors would be authorised to resolve on all other terms and conditions of the issuance of shares, including the payment period, grounds for the determination of the subscription price and subscription price or issuance of shares without consideration or that the subscription price may be paid besides in cash also by other assets either partially or entirely.

The authorisation is proposed to be effective for 18 months from the close of the Annual General Meeting i.e. until 25 September 2025. If this authorisation is approved, it will revoke the share issuance authorisation granted to the Board of Directors by the Annual General Meeting on 28 March 2023.

8. The Board of Directors proposes that the Board of Directors be authorised to decide, in one or several instalments, on the repurchase of maximum of 1,500,000 of the Company's own shares. The proposed maximum number of shares corresponds to approximately 6.3 per cent of the Company's registered total number of shares at the time of the proposal. The shares would be repurchased using the Company's invested unrestricted shareholders' equity, and thus, the repurchases will reduce funds available for distribution. The shares could be repurchased for developing the Company's capital structure, for financing or carrying out potential corporate acquisitions or other business arrangements, to be used as a part of the Company's remuneration or incentive plan or to be otherwise transferred further, retained by the Company as treasury shares, or cancelled, for example. In accordance with the resolution of the Board of Directors, the shares may be repurchased either through an offer to all shareholders on equal terms or through other means and

otherwise than in proportion to the existing shareholdings of the Company as directed repurchases, if the Board of Directors deems that there are weighty financial reasons for such directed repurchase.

The purchase price per share shall be the market price of the shares quoted on the trading venues where the Company's shares are traded or at the price otherwise established on the market at the time of the repurchase.

The Board of Directors shall resolve on all other matters related to the repurchase of the Company's own shares, including on how shares will be repurchased. Among other means, derivatives may be used in acquiring the shares. The authorisation is proposed to be effective for 18 months from the close of the Annual General Meeting i.e. until 25 September 2025. If this authorisation is accepted, it shall cancel the authorisation to repurchase the Company's shares granted to the Board of Directors by the Annual General Meeting on 28 March 2023.

Helsinki, 19 February 2024

ENENTO GROUP PLC
Board of Directors