



The Agenda for the Annual General Meeting 2022 of Kojamo Plc

1. Opening of the Meeting

2. Calling the Meeting to order

The Chair of the Annual General Meeting will be Antti Ihamuotila, attorney-at-law. In case Antti Ihamuotila would not be able to act as the Chair of the Annual General Meeting for a weighty reason, the Board of Directors will name another person it deems most suitable to act as the Chair.

3. Election of the person to scrutinize the minutes and to verify the counting of votes

The person to scrutinize the minutes and to verify the counting of votes will be Markus Kouhi, General Counsel. In case Markus Kouhi would not be able to act as the person to scrutinize the minutes and to verify the counting of votes for a weighty reason, the Board of Directors will name another person it deems most suitable to act in that role.

4. Recording the legality of the Meeting

5. Recording the attendance at the Meeting and adoption of the voting list

Shareholders who have voted in advance during the advance voting period and who have the right to participate in the meeting pursuant to Chapter 5 Sections 6 and 6a of the Finnish Limited Liability Companies Act will be recorded as having been represented at the meeting. The voting list will be adopted according to the information provided by Euroclear Finland Ltd and Innovatics Ltd.

6. Presentation of the Financial Statements, the report of the Board of Directors and the Auditor's report for the year 2021

The CEO's review.

As participation in the Annual General Meeting is possible only in advance, the Financial Statements, the report of the Board of Directors and the Auditor's report published by the company on 17 February 2022, which are available on the company's website <https://www.kojamo.fi/agm>, will be deemed to have been presented to the Annual General Meeting.

7. Adoption of the Financial Statements

The Board of Directors proposes that the Annual General Meeting adopt the Financial Statements.

8. Resolution on the use of the profit shown on the balance sheet and the payment of dividend and authorizing the Board of Directors to decide on distribution of dividend



On 31 December 2021, the parent company's distributable funds amounted to EUR 308,426,117.35, of which EUR 45,050,838.39 was profit for the financial year. The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0.38 per share be paid from the distributable funds of Kojamo plc based on the balance sheet to be adopted for the financial year 2021. Dividend shall be paid to shareholders who on the record date of the dividend payment of 18 March 2022 are recorded in the company's shareholders' register maintained by Euroclear Finland Ltd. The dividend will be paid on 5 April 2022.

The Board of Directors further proposes that the Board of Directors be authorized to resolve in its discretion on the payment of dividend as follows:

The amount dividend to be paid based on the authorization shall not exceed EUR 1.00 per share. The authorization is valid until 31 December 2022. Unless the Board of Directors decides otherwise for a justified reason, the authorization will be used to pay dividend one time during the period of validity of the authorization. The company shall make separate announcement of such resolution and confirm the final record and payment dates in such announcement.

The dividend to be paid based on a resolution of the Board of Directors will be paid to a shareholder registered in the company's shareholders' register maintained by Euroclear Finland Ltd on the dividend record date.

9. Resolution on the discharge of the members of the Board of Directors and the CEO from liability

10. Handling of the Remuneration Report for governing bodies

As participation in the Annual General Meeting is possible only in advance, the Remuneration Report 2021 for the members of the Board of Directors, CEO and deputy CEO of Kojamo, published by way of a stock exchange release on 17 February 2022, describing the implementation of the company's Remuneration Policy and presenting the information on the remuneration of the company's governing bodies for the financial period 2021, and which is available on the company's website <https://www.kojamo.fi/agm>, is deemed to have been presented to the Annual General Meeting. The Annual General Meeting's resolution on the approval of the Remuneration Report is advisory.

11. Resolution on the remuneration of the members of the Board of Directors

The Shareholders' Nomination Board proposes that Members of the Board to be elected in the Annual General Meeting will be paid the following annual fees for the term ending at the close of the Annual General Meeting in 2023:

- Chairman of the Board EUR 69,000
- Vice Chairman of the Board EUR 41,500
- other Members of the Board EUR 35,000 and
- Chairman of the Audit Committee EUR 41,500.



The Members of the Board are paid only one annual fee according to their role so that no duplicative fees will be paid. In addition, the Nomination Board proposes that an attendance allowance of EUR 600 be paid for each meeting and an attendance allowance of EUR 600 be paid also for Committee meetings.

The Nomination Board proposes the annual fee to be paid as the company's shares and cash so that approximately 40 per cent of the annual fee will be paid as Kojamo plc's shares and the rest will be paid in cash. The shares will be purchased in the name and on behalf of the Members of the Board. The company will pay any transaction costs related to the purchase of the company shares. The shares in question can't be transferred earlier than two years from the transaction or before the term of the Member of the Board has ended, depending which date is earlier. The shares shall be purchased within two weeks of the publication of Kojamo plc's Interim Report for 1 January – 31 March 2022.

12. Resolution on the number of members of the Board of Directors

The Shareholders' Nomination Board proposes that for the term ending at the close of the Annual General Meeting in 2023, the number of the members of the Board of Directors to remain the same and to be seven (7).

13. Election of members and Chairman of the Board of Directors

The Nomination Board proposes Mikael Aro to be elected as Chairman of the Board, and the current members Matti Harjuniemi, Anne Leskelä, Mikko Mursula, Reima Rytsölä and Catharina Stackelberg-Hammarén and, as a new member, Kari Kauniskangas to be elected as members of the Board of Directors. A presentation of the proposed new member of the Board is attached to this notice.

Minna Metsälä will leave Kojamo's Board of Directors.

All candidates have consented to being elected and are independent of the company. The members are also independent of the company's major shareholders.

The members of the Board are presented on Kojamo's website: <https://kojamo.fi/en/investors/corporate-governance/board/>

14. Resolution on the remuneration of the Auditor

On the recommendation of the Audit Committee, the Board of Directors proposes to the Annual General Meeting that the Auditor's fees be paid according to the Auditor's reasonable invoice approved by the company.

15. Election of Auditor

Based on the recommendation of the Audit Committee, the Board of Directors proposes to the Annual General Meeting that KPMG Oy Ab, authorised public accountants, be re-elected as the company's Auditor for the term ending at the close of the next Annual General Meeting. KPMG Oy Ab has announced that it will appoint Esa Kailiala, APA, as the principally responsible auditor.



16. Authorising the Board of Directors to decide on the repurchase and/or on the acceptance as pledge of the company's own shares

The Board of Directors proposes that the Annual General Meeting authorises the Board of Directors to decide on the repurchase and/or on the acceptance as pledge of an aggregate maximum of 24,714,439 of the company's own shares. The proposed amount of shares corresponds to approximately 10 per cent of all the shares of the company.

Own shares may be repurchased on the basis of this authorisation only by using unrestricted equity. Own shares can be repurchased at a price formed in trading on a regulated market on the date of the repurchase or otherwise at a price formed on the market. The Board of Directors is entitled to decide how shares are repurchased and/or accepted as pledge. Own shares may be repurchased otherwise than in proportion to the shares held by the shareholders (directed repurchase).

The authorisation shall be in force until the close of the next Annual General Meeting, however no longer than until 30 June 2023.

The authorisation cancels the authorisation given to the Board of Directors by the Annual General Meeting on 17 March 2021 to decide on the repurchase and/or on the acceptance as pledge of the company's own shares.

17. Authorising the Board of Directors to decide on the issuance of shares and the issuance of special rights entitling to shares

The Board of Directors proposes that the Annual General Meeting authorises the Board of Directors to decide on the issuance of shares and the issuance of special rights entitling to shares referred to in Chapter 10, Section 1 of the Companies Act as follows:

The number of shares to be issued on the basis of this authorisation shall not exceed an aggregate maximum of 24,714,439 shares, which corresponds to approximately 10 per cent of all the shares of the company. This authorisation applies to both the issuance of new shares and the conveyance of own shares held by the company.

The Board of Directors is entitled to decide on all terms of the issuance of shares and of special rights entitling to shares. The issuance of shares and of special rights entitling to shares may be carried out in deviation from the shareholders' pre-emptive rights (directed issue).

The authorisation shall be in force until the close of the next Annual General Meeting, however no longer than until 30 June 2023.

The authorisation cancels the authorisation given to the Board of Directors by the Annual General Meeting on 17 March 2021 to decide on the issuance of shares as well as special rights entitling to shares.

18. Closing of the Meeting