



The proposals of Kojamo plc Board of Directors and Shareholders' Nomination Committee to the Annual General Meeting on 16 March 2023

Proposal of the Board of Directors on the use of the profit shown on the balance sheet and the payment of dividend

The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0.39 per share be paid from the distributable funds of Kojamo plc based on the balance sheet to be adopted for the financial year 2022. Dividend shall be paid to shareholders who, on the record date of the dividend payment of 20 March 2023, are recorded in the company's shareholders' register maintained by Euroclear Finland Oy. The dividend will be paid on 5 April 2023.

Proposal of the Board of Directors on the Remuneration Report for governing bodies

The Board of Directors proposes to approve the 2022 Remuneration Report for governing bodies.

Proposal of the Shareholders' Nomination Board on the remuneration of the members of the Board of Directors

The Shareholders' Nomination Board proposes to the Annual General Meeting that members of the Board of Directors 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 2024:

- Chairman of the Board EUR 72,500,
- Vice Chairman of the Board EUR 43,000,
- other members of the Board EUR 36,000, and
- Chairman of the Audit Committee EUR 43,000.

The members of the Board of Directors are paid only one annual fee according to their role so that no overlapping fees will be paid. In addition, the Nomination Board proposes that an attendance allowance of EUR 700 be paid for each meeting and an attendance allowance of EUR 700 be paid for Committee meetings as well. For the members of the Board of Directors or the members of the Committees who reside abroad and do not have a permanent address in Finland, the attendance allowance will be multiplied by two (EUR 1,400), if attending the meeting requires travelling to Finland.

The Nomination Board proposes the annual fee to be paid as 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 of Directors. The company will pay any transaction costs and transfer tax 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 of Directors 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 2023

Proposal of The Shareholders' Nomination Board on the number of members of the Board of Directors

The Shareholders' Nomination Board proposes to the Annual General Meeting that for the term ending at the close of the Annual General Meeting in 2024, the number of the members of the Board of Directors to remain the same and to be seven (7).

Proposal of The Shareholders' Nomination Board on the election of members and Chairman of the Board of Directors

The Nomination Board proposes to the Annual General Meeting Mikael Aro to be elected as Chairman of the Board of Directors, and of the current members Kari Kauniskangas, Anne Leskelä, Mikko Mursula and Catharina Stackelberg-Hammarén, and as new members Annica Ånäs and Andreas Segal to be elected as members of the Board of Directors. A presentation of the proposed new members of the Board is attached to this notice.

Matti Harjuniemi and Reima Rytsölä will leave the company's Board of Directors.

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

Proposal of the Board of Directors on the remuneration of the Auditor

The Board of Directors proposes, based on the Audit Committee's recommendation, to the Annual General Meeting that the Auditor to be elected be remunerated against a reasonable invoice approved by the company.

Proposal of the Board of Directors on the election of Auditor

The Board of Directors proposes, based on the Audit Committee's recommendation, 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 Petri Kettunen, APA, as the principally responsible auditor.

Proposal of the Board of Directors to authorise 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 to the Annual General Meeting that the Board of Directors be authorised to decide on the repurchase and/or on the acceptance as pledge of the company's shares in an aggregate maximum amount of 24,714,439 shares. The proposed number of shares corresponds to approximately 10 percent of all the shares of the company.

Own shares may be repurchased on the basis of the authorisation only by using unrestricted equity. Own shares can be repurchased at a price formed in public trading on the date of the repurchase or otherwise at a price formed on the market. The Board of Directors decides how the 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 2024.

This authorisation cancels the authorisation given to the Board of Directors by the Annual General Meeting on 16 March 2022 to decide on the repurchase and/or on the acceptance as pledge of the company's own shares.

Proposal of the Board of Directors to authorise 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 to the Annual General Meeting that the Board of Directors be authorised to decide on the issuance of shares as well as the issuance of special rights entitling to shares referred to in chapter 10 section 1 of the Finnish Companies Act as follows:

The number of shares to be issued on the basis of the authorisation shall not exceed an aggregate maximum of 24,714,439 shares, which corresponds to approximately 10 percent of all the shares of the company. This authorisation applies to both, the issuance of new shares as well as the transfer of treasury shares held by the company.

The Board of Directors decides 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 2024.

This authorisation cancels the authorisation given to the Board of Directors by the Annual General Meeting on 16 March 2022 to decide on the issuance of shares as well as special rights entitling to shares.

Proposal of the Board of Directors to amend the Articles of Association

The Board of Directors to the Annual General Meeting proposes that an addition is made to the Articles of Association to allow the Board of Directors, at their discretion, to arrange a General Meeting as a virtual meeting without a meeting venue. Among other things, the addition would allow General Meetings to be arranged in a way that can facilitate shareholder participation, for example, in the event of a pandemic or other unforeseen and exceptional circumstances. The Finnish Companies Act requires that shareholders can exercise their full rights in virtual meetings with equal rights to those in customary General Meetings. Pursuant to the proposal of the Board of Directors, section 8 § of the Articles of Association would read after the addition as follows (addition in italics):

"8 § Annual General Meeting

The Annual General Meeting shall be held within six (6) months from the termination of the financial year, at a date specified by the Board of Directors. The Annual General Meeting shall be held in Helsinki, Espoo or Vantaa.

The notice convening the General Meeting shall be delivered to the shareholders no earlier than three (3) months and no later than three (3) weeks prior to the Meeting, but no later than nine (9) days before the record date of the General Meeting. The notice shall be



delivered to the shareholders by means of a notice published on the company's website or at least in one national daily newspaper designated by the Board of Directors.

To be entitled to attend the General Meeting, a shareholder shall notify the company of its attendance by the date specified in the notice convening the Meeting, which date may not be earlier than ten (10) days prior to the Meeting.

The Board of Directors may decide that an annual or an extraordinary general meeting is arranged without a meeting venue in a manner whereby shareholders exercise their full decision-making powers in real time during the general meeting using telecommunications and technical means (virtual meeting)."

In Helsinki 14 February 2023

Kojamo plc

The Board of Directors