



The proposals of Kojamo plc Board of Directors and Shareholders' Nomination Committee to the Annual General Meeting on 13 March 2025

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

The Board of Directors proposes to the Annual General Meeting that no dividend be paid based on the balance sheet to be adopted for the financial year 2024.

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

The Board of Directors proposes to approve the 2024 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 the members of the Board of Directors to be elected at the Annual General Meeting be paid the following annual fees for the term ending at the close of the Annual General Meeting in 2026:

- Chairman of the Board EUR 76,000,
- Vice Chairman of the Board EUR 45,000,
- other members of the Board EUR 38,000, and
- Chairmen of the Board's Committees EUR 45,000.

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 directly 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 2025.



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 2026, the number of members of the Board of Directors remain the same and be seven (7).

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

The Shareholder's Nomination Board proposes to the Annual General Meeting that Mikael Aro be elected as Chairman of the Board, and the current members Kari Kauniskangas, Anne Koutonen, Mikko Mursula, Veronica Lindholm, Andreas Segal and Annica Ånäs, be re-elected as members of the 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 the 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 on the election of the sustainability reporting assurance provider

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

Proposal of the Board of Directors on the election of the sustainability reporting assurance provider

The Board of Directors proposes, based on the Audit Committee's recommendation, to the Annual General Meeting that KPMG Oy Ab be elected as the company's sustainability reporting assurance provider for the term ending at the close of the next Annual General Meeting. KPMG Oy Ab has notified that Petri Kettunen, ASA, would act as the key sustainability partner.

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 2026.

This authorisation cancels the authorisation given to the Board of Directors by the Annual General Meeting on 14 March 2024 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 2026.

This authorisation cancels the authorisation given to the Board of Directors by the Annual General Meeting on 14 March 2024 to decide on the issuance of shares as well as special rights entitling to shares.

In Helsinki 13 February 2025

Kojamo plc

The Board of Directors