

SHAREHOLDERS' PROPOSALS TO THE ANNUAL GENERAL MEETING OF FONDIA PLC 20.3.2024

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

Shareholders representing in total more than 33% of all shares and votes represented by the shares, jointly propose to the Annual General Meeting that the following remuneration be paid to the Board of Directors to be chosen for the term beginning at the close of the Annual General Meeting on March 20, 2024, and ending at the close of the next Annual General Meeting following the election:

chairperson of the Board of Directors EUR 3,500 per month
member of the Board of Directors each EUR 2,000 per month.

In addition, the shareholders in question propose that the travel expenses of the members of the Board of Directors shall be reimbursed in accordance with the maximum amount of the respective travel allowance base approved by the Tax Administration.

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

Shareholders representing in total more than 33% of all shares and votes represented by the shares, jointly propose to the Annual General Meeting that six (6) members be elected to the Board of Directors.

3. Election of members of the Board of Directors

Shareholders representing in total more than 33% of all shares and votes represented by the shares, jointly propose to the Annual General Meeting that the following persons be re-elected as members of the Board of Directors for a term beginning at the close of the Annual General Meeting on March 20, 2024, and ending at the close of the Annual General Meeting following the election:

Charlotte Darth
Johan Hammarén
Timo Lappi
Katariina Lindholm
Juha Sarsama

and as a new member:

Sami Honkonen

The above-mentioned nominees have given their consent to their election. Krista Siljander, who has been a member of the Board of Directors since 2022, has announced that she is no longer available for the next term of office.

According to the assessment of the proposing shareholders, all nominees are independent of the company and Charlotte Darth, Sami Honkonen, Katariina Lindholm and Juha Sarsama are independent of the major shareholders of the company.

The above-mentioned shareholders propose that in the Annual General Meeting the shareholders take a stand on the proposal for the election of the members of the Board of Directors as a whole. The proposing body has assessed the proposed composition of the Board of Directors as to its overall structure as well as to its individual nominees based on the requirements set forth in the Board's Diversity Policy and in the Corporate Governance Code. The proposing body believes that, in addition to the complementary excellence and experience of the individual Board nominees, the proposed Board as a whole, meets the requirements of both the Corporate Governance Code and the Board Diversity Policy.

All the proposed nominees for the Board of Directors are presented on the company's website www.fondia.com/AGM2024.