

## **PROPOSALS OF THE BOARD OF DIRECTORS TO THE ANNUAL GENERAL MEETING 20.3.2024**

### **1. Resolution on the use of the profit shown on the balance sheet and the distribution of dividend**

The Board of Directors proposes to the Annual General Meeting that, based on the financial statements for the financial period January 1, 2023–December 31, 2023, an actual dividend of EUR 0.32 and an additional dividend of EUR 0.20 per share to be paid for each share entitled to dividend from the parent company's distributable reserves. It is proposed to pay an additional dividend to mark the 20th anniversary of Fondia.

The Board of Directors proposes to pay the dividends for the financial year 2023 in two instalments as follows:

An actual dividend of EUR 0.32 per share will be paid to the shareholder who, on the record date for the payment of the dividend on March 22, 2024, is registered in the shareholders' register of the company maintained by Euroclear Finland Ltd. The Board of Directors proposes to pay the actual dividend on April 3, 2024. An additional dividend of EUR 0.20 per share will be paid to the shareholder, who on the record date for the payment of the dividend on September 20, 2024, is registered in the shareholders' register maintained by Euroclear Finland Ltd. The Board of Directors proposes to pay the additional dividend on September 27, 2024. The Board of Directors proposes that it be authorized, if necessary, to decide on a new record date and payment date for the second payment installment of the dividend, if the regulations or rules of the Finnish book-entry system change or otherwise require it.

The parent company's distributable funds at the end of the financial year were EUR 8,712,492.41, of which EUR 1,764,238.58 was profit for the financial year.

### **2. Consideration of the remuneration report for the governing bodies**

The Board of Directors proposes the Annual General Meeting to approve the remuneration report for governing bodies from financial year 2023. According to the Finnish Companies Act, the resolution is advisory. The remuneration report for governing bodies is available on the company's website [www.fondia.com/AGM2024](http://www.fondia.com/AGM2024).

### **3. Consideration of the remuneration policy for the governing bodies**

The Board of Directors proposes the Annual General Meeting to approve the remuneration policy for governing bodies 2024. According to the Finnish Companies Act, the resolution is advisory. The remuneration policy for governing bodies is available on the company's website [www.fondia.com/AGM2024](http://www.fondia.com/AGM2024).

### **4. Resolution on the remuneration of the auditor**

The Board of Directors proposes to the Annual General Meeting that the remuneration to the auditor to be elected be paid in according to the auditor's reasonable invoice approved by the company.

## **5. Election of the auditor**

The Board of Directors proposes to the Annual General Meeting that Grant Thornton Oy, Authorized Public Accountants, be appointed as the company's auditor. Grant Thornton Oy has notified that KHT Peter Åhman, Authorized Public Accountant, would act as the auditor with principal responsibility.

The auditor's term of office ends at the close of the next Annual General Meeting following the election.

## **6. Authorising the Board of Directors to decide on the repurchase of company's own shares**

The Board of Directors proposes that the Annual General Meeting authorises the Board of Directors to decide on the repurchase of company's own shares as follows:

The number of own shares to be repurchased on the basis of the authorisation shall not exceed 300,000 shares in total, which corresponds to approximately 7.6% of the current total number of the shares in the company. However, the company, together with its subsidiaries, may not own and/or pledge more than 10% of all shares in the company at any time. Own shares may only be repurchased on the basis of the authorisation by using the unrestricted equity of the company.

Own shares can be repurchased on the repurchase date at a price formed in multilateral trading or otherwise at a price formed in the market. Shares may also be repurchased outside public trading at a price that does not exceed the market price in public trading at the time of acquisition.

The Board of Directors decides how the shares are repurchased. Own shares may be repurchased other than in proportion to the shares held by the shareholders (directed repurchase) if there is a weighty financial reason for the company within the meaning of Chapter 15, Section 6 of the Companies Act.

Own shares may be repurchased for the purpose of developing the company's capital structure, for transfer for the purpose of financing or implementing possible acquisitions, investments or other arrangements relating to the company's business, for use in the company's incentive schemes or otherwise for further transfer, retention or annulment.

The authorisation annuls the authorisation given to the Board of Directors by the Annual General Meeting of March 23, 2023. The authorisation is effective until the end of the next Annual General Meeting, however no longer than until June 30, 2025.

## **7. Authorising the Board of Directors to decide on the issuance of shares, option rights and other special rights entitling to shares**

The Board of Directors proposes to the General Meeting that the Board of Directors be authorised to decide on the issuance of shares, option rights and other special rights entitling to shares referred to in Chapter 15, Section 6 of the Finnish Limited Liability Companies Act in one or more tranches as follows:

The number of shares to be issued on the basis of the authorisation shall not exceed 390,000 shares in total (including shares to be issued on the basis of special rights), which corresponds to approximately 9.9% of the current total number of the shares in the company.

The Board of Directors decides on all the conditions of the issuance of shares, option rights and special rights entitling to shares. The authorisation may be used to issue both new shares and shares held by the company. New shares may be issued, and shares held by the company may be transferred either against payment or free of charge. In the issue and transfer of shares, option rights and other special rights entitling to shares, the shareholders' pre-emptive subscription rights (directed issue) may be derogated from if there is a weighty economic reason from the company's point of view, such as the use of shares to develop the company's capital structure, to implement possible acquisitions, investments or other arrangements relating to the company's business or to implement the company's commitment and incentive schemes. The Board of Directors may also decide on a share issue free of charge to the company itself.

The authorisation annuls the authorisation given to the Board of Directors by the Annual General Meeting of March 23, 2023. The authorisation is effective until the end of the next Annual General Meeting, however no longer than until June 30, 2025.