



Anora Group Plc: Notice of the Annual General Meeting 2022

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Notice is given to the shareholders of Anora Group Plc of the Annual General Meeting to be held on Wednesday, 11 May 2022 at 1:00 p.m. at Anora's head office at the address Kaapeli aukio 1, FI-00180, Helsinki, Finland.

The shareholders of the company and their proxy representatives can only participate in the meeting and exercise their shareholder's rights by voting in advance as well as by submitting counterproposals and asking questions in advance. It is not possible to attend the meeting in person. Instructions for shareholders are provided in section C of this notice (Instructions for the participants in the Annual General Meeting).

The management of the company will not participate in the Annual General Meeting. The company will publish presentations by the Chairman of the Board of Directors and the CEO on its website on or about 22 April 2022.

The Board of Directors of the company has resolved on extraordinary meeting procedures pursuant to temporary legislation (375/2021) that entered into force on 8 May 2021. In order to prevent the spread of the Covid-19 pandemic, the Annual General Meeting will be held without shareholders' and their proxy representatives' presence at the venue of the meeting. This is necessary in order to ensure the health and safety of the company's shareholders, personnel and other stakeholders and in order to hold the meeting in a predictable manner so that shareholders have equal opportunities to participate, whilst also ensuring compliance with the restrictions imposed by the authorities, as in force from time to time.

A. Matters on the agenda of the Annual General Meeting

The following matters will be considered at the Annual General Meeting:

1. Opening of the meeting

2. Calling the meeting to order

Attorney-at-law Mikko Heinonen will act as the Chairperson of the meeting. In the event Mikko Heinonen is prevented for a weighty reason from acting as the Chairperson, the Board of Directors will appoint the person it deems most suitable to act as the Chairperson.

3. Election of persons to scrutinize the minutes and to supervise the counting of votes

The company's General Counsel Thomas Heinonen will scrutinize the minutes and supervise the counting of votes. In the event Thomas Heinonen is prevented for a weighty reason from scrutinizing the minutes and supervising the counting of votes, the Board of Directors will appoint the person it deems most suitable to scrutinize the minutes and supervise the counting of votes.

4. Recording of the legality of the meeting

5. Recording the attendance at the meeting and adoption of the list of votes

Shareholders who have voted in advance within the advance voting period and who are entitled to participate in the Annual General Meeting in accordance with Chapter 5, Sections 6 and 6 a of the Finnish Companies Act shall be deemed shareholders participating in the meeting. The list of votes will be adopted according to the information provided by Euroclear Finland Oy 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

Since the Annual General Meeting may only be attended by voting in advance, the company's 2021 annual report, including the financial statements of the company, the report of the Board of Directors and the auditor's report, which has been published on 19 April 2022 and is available on the company's website at www.anora.com/investors, is deemed to have been presented to the Annual General Meeting.

7. Adoption of the Financial Statements

8. Resolution on the use of profit shown on the balance sheet and the payment of dividend

According to the Financial Statements on 31 December 2021, the parent company's distributable funds amount to EUR 118 063 196.87, including profit for the period of EUR 6 564 235.73.

The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0.45 per share be paid for the financial year 2021. The dividend will be paid to a shareholder registered in the shareholders' register held by Euroclear Finland Oy on the record date of the payment, i.e. 13 May 2022. The Board of Directors proposes that the dividend be paid on 20 May 2022.

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

10. Adoption of the Remuneration Report of the governing bodies

The Board of Directors proposes to the Annual General Meeting that the Remuneration Report of the governing bodies be adopted.

Since the Annual General Meeting may only be attended by voting in advance, the Remuneration Report, which has been published on 19 April 2022 and is available on the company's website at www.anora.com/investors, is deemed to have been presented to the Annual General Meeting.

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

The Shareholders' Nomination Board proposes to the Annual General Meeting that the remuneration to be paid to the Board members elected by the Annual General Meeting will, taking into account the recent merger of Altia and Arcus, be an annual fee as follows:

- EUR 60 000, Chairperson (current EUR 48 000)
- EUR 45 000, Vice Chairperson (current EUR 30 000)
- EUR 30 000, member (current EUR 24 000)

In addition to these fees, the following annual fees are proposed to Board members elected by the Annual General Meeting who are appointed by the Board as members of the Board's permanent and temporary Committees:

Audit Committee:

- EUR 10 000, Chairperson
- EUR 5 000, member

Human Resources Committee:

- EUR 8 000, Chairperson
- EUR 4 000, member

Integration Committee (temporary):

- EUR 10 000, Chairperson
- EUR 5 000, member

In addition to the annual fees, the Board members elected by the Annual General Meeting would receive a meeting fee for the Board of Directors and Board Committee meetings of EUR 600 per meeting and EUR 1 200 per meeting for members travelling to a meeting outside her/his country of residence. Travel expenses would be reimbursed in accordance with the company's travel policy.

The Shareholders' Nomination Board is of the opinion that shareholding by the Board members in Anora benefit all shareholders. The Shareholders' Nomination Board therefore proposes that part of the annual remuneration may be paid in Anora's shares purchased from the market. A Board member elected by the Annual General Meeting may, at his/her discretion, choose from the following five alternatives:

1. no cash 100% in shares
2. 25% in cash 75% in shares
3. 50% in cash 50% in shares
4. 75% in cash 25% in shares
5. 100% in cash no shares

To the extent fees would be payable in Anora's shares, such shares will be acquired directly on behalf of or otherwise delivered to the Board members after the release of Anora's interim report 1 January–30 September 2022. If the remuneration in shares cannot be delivered at that time due to insider regulation or other justified reasons, the company shall deliver the shares later or pay the remuneration fully in cash. The Shareholders' Nomination Board recommends that the Board members elected by the Annual General Meeting accumulate a shareholding in Anora that exceeds his/her one-time annual remuneration.

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

The Shareholders' Nomination Board proposes to the Annual General Meeting that the number of members of the Board of Directors elected by the Annual General Meeting would be eight (8).

13. Election of the members of the Board of Directors

The Shareholders' Nomination Board proposes that the present members Kirsten Ægidius, Ingeborg Flønes, Michael Holm Johansen, Jyrki Mäki-Kala, Torsten Steenholt and Sanna Suvanto-Harsaae would be re-elected and that Christer Kjos and Annareetta Lumme-Timonen would be elected as new members of the Board of Directors. The Board members' term of office lasts until the end of the next Annual General Meeting.

Christer Kjos, B.S. (Finance), born 1984, Norwegian citizen, has extensive experience of the capital markets. Kjos is the CEO of Canica Holding AG.

Annareetta Lumme-Timonen, M.Sc. (Eng.), D.Sc. (Tech.), born 1967, Finnish citizen, has extensive and versatile experience of the capital markets. Lumme-Timonen works as an Investment Director at Solidium Oy.

Both Lumme-Timonen and Kjos are independent of the company but not of the significant shareholders of the company. CV's and photos of Lumme-Timonen and Kjos are available on the company's website www.anora.com.

Current Board members Sinikka Mustakari and Nils Selte have informed that they are not available for re-election to the Board of Directors. They have been members of Anora's Board of Directors since the completion of the merger of Altia and Arcus on 1 September 2021.

With regard to the election procedure for the proposed composition of the Board of Directors, the Shareholders' Nomination Board recommends that shareholders take a position on the proposal as a whole at the Annual General Meeting. At Anora, the Shareholders' Nomination Board established by the General Meeting of Shareholders is, in line with good corporate governance, separate from the Board of Directors. The Shareholders' Nomination Board, in addition to ensuring that individual nominees for membership of the Board of Directors possess the required level of expertise, knowledge and competence, sees to that that the proposed Board of Directors as a whole have a good and balanced diversity and the required competences and that the composition of the Board of Directors also meets other requirements of the Finnish Corporate Governance Code for listed companies.

Further, the Nomination Board proposes that Michael Holm Johansen would be elected as Chairperson and Sanna Suvanto-Harsaae as Vice Chairperson of the Board of Directors.

In addition to the Board members elected by the Annual General Meeting, Anora's employees have, in accordance with the agreement on employee participation between Anora and the special negotiating body of the employees, elected two members and their deputies to the Board of Directors. As announced earlier, Arne Larsen (deputy Bjørn Oulie) and Jussi Mikkola (deputy Laura Koivisto) were elected in September 2021 and their term of office lasts until the end of the Annual General Meeting 2024. The Board members elected by Anora's employees receive a meeting fee, as determined by the Board of Directors in accordance with said agreement on employee participation.

14. Resolution on the remuneration of the auditor

Upon the recommendation of the Audit Committee, the Board of Directors proposes to the Annual General Meeting that the auditor's fees be paid against an invoice approved by the company.

15. Election of the auditor

Upon the recommendation of the Audit Committee, the Board of Directors proposes to the Annual General Meeting, that PricewaterhouseCoopers Oy be re-elected as the company's auditor for a term that ends at the close of the next Annual General Meeting. PricewaterhouseCoopers Oy has informed the company that Authorized Public Accountant Ylva Eriksson would continue as the auditor in charge.

16. Authorization of the Board of Directors to resolve on the repurchase of the company's own shares

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors to resolve on the repurchase of the company's own shares.

The number of shares to be repurchased by virtue of the authorization shall not exceed 6 755 362 shares in aggregate, which corresponds to approximately 10.0 percent of all the company's shares at the time of the proposal, subject to the provisions of the Finnish Companies Act on the maximum amount of shares owned by the company or its subsidiaries.

The shares may be repurchased in one or several instalments and either through a tender offer made to all shareholders on equal terms or in another proportion than that of the existing shareholdings of the shareholders in the company in public trading at the prevailing market price. The shares would be repurchased with funds from the company's unrestricted shareholders' equity.

The shares could be repurchased for the purpose of improving the company's capital structure, to finance or carry out corporate acquisitions or other arrangements, for incentive arrangements and remuneration schemes or to be retained by the company as treasury shares, transferred, cancelled or for other purposes resolved by the Board of Directors.

The Board of Directors would be authorized to resolve on all other terms and conditions regarding the repurchase of the company's own shares. The authorization is proposed to be valid until the close of the next Annual General Meeting, however, no longer than until 30 June 2023.

17. Authorization of the Board of Directors to resolve on the issuance of shares for the purposes of financing or carrying out corporate acquisitions or other arrangements

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors to resolve on the issuance of shares in one or several tranches, against or without consideration. The Board of Directors may resolve to issue either new shares or issue treasury shares held by the company.

The number of shares to be issued based on this authorization shall not exceed 6 755 362 shares in aggregate, which corresponds to approximately 10.0 percent of all of the company's shares at the time of the proposal. The authorization may be used to improve the company's capital structure, to finance or carry out corporate acquisitions or other arrangements or for other purposes resolved by the Board of Directors.

The Board of Directors would be authorized to resolve on all other terms and conditions regarding the issuance of shares. The issuance of shares may be carried out in deviation from the shareholders' pre-emptive rights (directed issue). The authorization is proposed to be valid until the close of the next Annual General Meeting, however, no longer than until 30 June 2023.

18. Authorization of the Board of Directors to resolve on the issuance of shares for remuneration purposes

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors to resolve on the issuance of shares in one or several tranches, against or without consideration. The Board of Directors may resolve to issue either new shares or issue treasury shares held by the company.

The number of shares to be issued based on this authorization shall not exceed 1 351 072 shares in aggregate, which corresponds to approximately 2.0 percent of all of the company's shares at the time of the proposal. The authorization may be used for incentive arrangements and remuneration schemes.

The Board of Directors would be authorized to resolve on all other terms and conditions regarding the issuance of shares. The issuance of shares may be carried out in deviation from the shareholders' pre-emptive rights (directed issue). The authorization is proposed to be valid until the close of the next Annual General Meeting, however, no longer than until 30 June 2023.

19. Closing of the meeting

B. Documents of the Annual General Meeting

The proposals for resolutions on the matters on the agenda of the Annual General Meeting and this notice are available on Anora Group Plc's website at www.anora.com/investors. The Annual Report of Anora Group Plc, which includes the company's Financial Statements, the Report of the Board of Directors and the Auditor's Report is, together with the Remuneration Report and the Remuneration Policy adopted by the 2020 Annual General Meeting, available on the above-mentioned website. In addition, the company's Sustainability Report is also available on the above-mentioned website as part of the Annual Report. The minutes of the Annual General Meeting will be available on the above-mentioned website as of 25 May 2022 at the latest.

C. Instructions for the participants in the Annual General Meeting

In order to prevent the spread of the Covid-19 pandemic, the Annual General Meeting will be arranged so that a shareholder or his/her proxy representative may not be present at the venue of the meeting. There will be no live webcast from the meeting and no recording of the meeting will be published. The shareholders and their proxy representatives can participate in the meeting and exercise the shareholder's rights only by voting in advance and by submitting counterproposals and asking questions in advance in accordance with the instructions set out below and other instructions provided by the company.

1. Shareholders registered in the shareholders' register

Each shareholder, who is registered on the record date of the Annual General Meeting, on 29 April 2022, in the shareholders' register of the company held by Euroclear Finland Oy, has the right to participate in the Annual General Meeting. A shareholder, whose shares are registered on his/her personal Finnish book-entry account, is registered in the shareholders' register of the company. Shareholders can participate in the meeting and use their shareholder's rights only by voting in advance or through a proxy representative as described below.

2. Registration and voting in advance

The registration and advance voting will begin on 25 April 2022 at 4:00 p.m., when the deadline for submitting counterproposals to be put to a vote has expired. A shareholder, who is registered in the shareholders' register of the company and who wants to participate in the Annual General Meeting, shall register for the meeting and vote in advance no later than on 5 May 2022 at 4:00 p.m. by which time the registration and votes must be received. Registration to the Annual General Meeting without submitting advance votes will not be considered as participation in the Annual General Meeting.

In connection with the registration, a shareholder shall notify the requested information such as, his/her name, date of birth and other contact details. The personal data given by the shareholders or the representatives to Innovatics Ltd and the company is used only in connection with the Annual General Meeting and with the processing of necessary related registrations. For further information on how Anora Group Plc processes personal data, please review Anora Group Plc's privacy notice regarding the Annual General Meeting, which is available at www.anora.com/investors.

A shareholder whose shares are registered in his/her Finnish book-entry account can register and vote in advance on certain items on the agenda of the Annual General Meeting during the period beginning on 25 April 2022 at 4:00 p.m. and ending on 5 May 2022 at 4:00 p.m. in the following manners:

a) at the company's website: www.anora.com/investors

Online registration and voting in advance require that the shareholders or their statutory representatives or proxy representatives use strong electronic authentication either by Finnish or Swedish bank ID or mobile certificate. The terms and other instructions concerning the electronic voting are available on the company's website www.anora.com/investors.

b) by post or email

A shareholder may submit the advance voting form available on the company's website at www.anora.com/investors on 25 April 2022 at 4:00 p.m. or corresponding information by mail to Innovatics Ltd to the address Innovatics Oy, AGM/Anora Group Plc, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland or by email to agm@innovatics.fi. If a shareholder participates in the Annual General Meeting by submitting advance votes by mail or email to Innovatics Ltd, the submission of votes before the due date of the registration period and advance voting constitutes due registration for the Annual General Meeting provided that the aforementioned information required for the registration is received before the end of the advance voting period.

The advance voting instructions will be available on the company's website at www.anora.com/investors before the advance voting begins. Additional information is also available during the registration period by telephone from the number +358 10 2818 909 from Monday to Friday 9:00 a.m. to 12:00 noon and 1:00 p.m. to 4:00 p.m.

3. Proxy representative and powers of attorney

A shareholder may participate in the Annual General Meeting and exercise his/her rights at the meeting by way of proxy representation. The proxy representative is also required to vote in advance in the manner instructed in this notice.

Proxy representatives must use strong electronic authentication when registering for the meeting and voting in advance online, after which they can register and vote in advance on behalf of the shareholder they represent. A proxy representative shall produce a dated proxy document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder at the Annual General Meeting. The representation right can also be demonstrated by using the suomi.fi authorisation service available in the electronic registration service. When a shareholder participates in the Annual General Meeting by means of several proxy representatives representing the shareholder with shares at different securities accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the Annual General Meeting.

A power of attorney template and voting instructions will be available on the company's website at www.anora.com/investors by 25 April 2022 at 4:00 p.m. at the latest. Possible proxy documents are to be delivered primarily as an attachment in connection with the electronic registration and advance voting or alternatively by email to agm@innovatics.fi or as originals by mail to the address Innovatics Oy, AGM/Anora Group Plc, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland. The proxy documents must be received before the end of the advance voting period on 5 May 2022 at 4:00 p.m.

Proxy representatives must register and vote in advance on behalf of a shareholder, and he/she can submit counterproposals and ask questions in the manner instructed in the notice. Delivery of proxy documents and advance votes by the due date for the registration and advance voting constitutes due registration for the Annual General Meeting, provided that the aforementioned information required for the registration is included in the documents.

4. Holders of nominee-registered shares

A holder of nominee-registered shares has the right to participate in the Annual General Meeting by virtue of such shares based on which he/she on the record date of the Annual General Meeting, i.e. on 29 April 2022, would be entitled to be registered in the shareholders' register of the company maintained by Euroclear Finland Oy. The right to participate in the Annual General Meeting requires, in addition, that the shareholder has, on the basis of such shares, been temporarily registered in the shareholders' register maintained by Euroclear Finland Oy at the latest on 6 May 2022 at 10:00 a.m. (Finnish time). This constitutes due registration for the Annual General Meeting with regard to nominee-registered shares.

A holder of nominee-registered shares is advised to request without delay the necessary instructions regarding the temporary registration in the shareholders' register of the company, the issuing of proxy documents and the registration for the Annual General Meeting from

his/her custodian bank. The account management organization of the custodian bank must temporarily register a holder of nominee-registered shares who wishes to participate in the Annual General Meeting in the shareholders' register of the company at the latest by the deadline stated above, and see to the voting in advance on behalf of a holder of nominee registered shares before the due date for the registration.

5. Other instructions and information

Shareholders who hold at least one hundredth of all the shares in the company have the right to submit counterproposals concerning the matters on the agenda of the Annual General Meeting to be placed for a vote. Such counterproposals shall be delivered to the company by email to investor.relations@anora.com by 22 April 2022 at 4:00 p.m. at the latest. The shareholders shall in connection with the counterproposal present a statement of their shareholding. The counterproposal is admissible for consideration at the Annual General Meeting if the shareholders who have made the counterproposal have the right to attend the Annual General Meeting and on the record date of the Annual General Meeting represent at least one hundredth of all shares in the company. If a counterproposal will not be taken up for consideration at the Annual General Meeting, the votes given in favor of the counterproposal will not be taken into account. The company will publish possible counterproposals to be put to a vote on the company's website at www.anora.com/investors by 25 April 2022 at 4:00 p.m. at the latest.

A shareholder has the right to pose questions with respect to the matters to be considered at the meeting pursuant to Chapter 5, Section 25 of the Finnish Companies Act in connection with the electronic registration and advance voting no later than 28 April 2022 at 2:00 p.m. or by email to investor.relations@anora.com. The company will publish such questions by shareholders, responses to such questions by the company's management as well as other counterproposals than those put up to a vote on the company's website at www.anora.com/investors by 3 May 2022 at the latest. As a prerequisite for presenting questions or counterproposals, a shareholder must present sufficient evidence to the company of his/her shareholdings.

Changes in the shareholding after the record date do not affect the right to participate in the meeting or the number of voting rights held in the meeting.

On the date of this notice, the total number of shares in the company and votes represented by such shares is 67 553 624 shares and votes.

In Helsinki, 19 April 2022

ANORA GROUP PLC

The Board of Directors

Contacts:

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www.anora.com

Anora is a leading wine and spirits brand house in the Nordic region and aglobalindustry forerunner in sustainability. Our market-leading portfolio consists of our own iconic Nordic

brands and a wide range of prominent international partner wines and spirits. We export to over 30 markets globally. Anora Group also includes Anora Industrial and logistics company Vectura. In 2021, Anora's pro forma net sales were EUR 665 million and the company employs about 1,100 professionals. Anora's shares are listed on Nasdaq Helsinki.