

## **PROPOSALS OF ANORA GROUP PLC'S BOARD OF DIRECTORS TO THE ANNUAL GENERAL MEETING 2025**

### **Resolution on the use of profit shown on the balance sheet and the payment of dividend**

(Agenda item 8)

According to the Financial Statements on 31 December 2024, the parent company's distributable funds amount to EUR 98.3 million, including profit for the period of EUR 12.9 million.

The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0.22 per share be paid for the financial year 2024. The dividend shall be paid to a shareholder who is registered in the shareholders' register of the company held by Euroclear Finland Oy on the record date of the payment, i.e. 17 April 2025 (the record date of the payment is 22 April 2025 for the Norway based shareholders as 17 April 2025 is not a banking day in Norway). The Board of Directors proposes that the company shall pay the dividend on 28 April 2025.

### **Consideration of the Remuneration Report for the governing bodies**

(Agenda item 10)

The Board of Directors proposes to the Annual General Meeting that the Remuneration Report for the governing bodies for the year 2024 be adopted. The resolution is advisory in accordance with the Finnish Companies Act.

The Remuneration Report will be available on the company's website at [www.anora.com/en/investors](http://www.anora.com/en/investors) no later than on 25 March 2025.

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

(Agenda item 14)

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. The same applies to the fees relating to the audit of the company's sustainability statement for the financial year 2025.

### **Election of the auditor**

(Agenda item 15)

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 Markku Katajisto would act as the auditor in charge.

### **Election of the sustainability reporting assurance provider**

(Agenda item 16)

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 sustainability reporting assurance provider for a term that ends at the close of the next Annual General Meeting. PricewaterhouseCoopers Oy has informed the company that Authorized Sustainability Auditor Tiina Puukkoniemi would act as the responsible authorised sustainability auditor.

### **Authorization of the Board of Directors to resolve on the repurchase of the company's own shares**

(Agenda item 17)

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 2026.

## **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**

(Agenda item 18)

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 authorization may not be used for remuneration purposes.

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 2026.

## **Authorization of the Board of Directors to resolve on the issuance of shares for remuneration purposes**

(Agenda item 19)

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 2026.