

Proposals of Anora Group Plc's Board of Directors to the Annual General Meeting 2024

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 2023, the parent company's distributable funds amount to EUR 100 191 758, including loss for the period of EUR 11 539 890.

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 2023. 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. 19 April 2024. The Board of Directors proposes that the company shall pay the dividend on 26 April 2024.

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 2023 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 no later than on 27 March 2024.

Consideration of the Remuneration Policy for the governing bodies (Agenda item 11)

The Remuneration Policy shall be presented to the Annual General Meeting at least every four years or every time material changes are made to the policy. The company's Remuneration Policy for the governing bodies was last presented to the Annual General Meeting in 2020.

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

The proposed key changes of the Remuneration Policy for the governing bodies concern, among other things, the fringe benefits of the CEO, the Board of Director's right to grant the CEO one-off project bonuses beyond the short-term incentive plan for the successful implementation of individual strategic or key projects or initiatives as well as the possibility of a supplementary pension insurance for the CEO paid by the company. Otherwise, the proposed changes to the Remuneration Policy are of a technical nature compared to the Remuneration Policy presented to the Annual General Meeting in 2020.

The Remuneration Policy will be available on the company's website at www.anora.com/en/investors no later than on 27 March 2024.

Resolution on the remuneration of the auditor

(Agenda item 15)

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 report for the financial year 2024.

Election of the auditor

(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 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 auditor

(Agenda item 17)

Upon the recommendation of the Audit Committee, the Board of Directors proposes to the Annual General Meeting that PricewaterhouseCoopers Oy be elected as the sustainability auditor for a term that ends at the close of the next Annual General Meeting.

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

(Agenda item 18)

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 2025.

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 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 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 2025.

Authorization of the Board of Directors to resolve on the issuance of shares for remuneration purposes
(Agenda item 20)

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 2025.