

Notice to the Annual General Meeting of Puulo Plc

21.4.2022 13:30:00 EEST | Puulo Oyj | Notice to general meeting

Puulo Plc, Stock Exchange Release, Notice to general meeting 21 April 2022 at 13.30 pm

Notice is given to the shareholders of Puulo Plc (the "**Company**") to participate in the Annual General Meeting to be held on Tuesday 17 May 2022 at 10:00 a.m. (EEST) at the premises of Roschier, Attorneys Ltd. at the address Kasarmikatu 21 A, FI-00130 Helsinki, Finland. Shareholders of the Company and their representatives may participate in the meeting and exercise shareholder rights only through voting in advance as well as by making counterproposals and presenting questions in advance in accordance with this notice and other instructions given by the Company. It is not possible for shareholders or their representatives to participate at the meeting venue in person. Instructions for shareholders are presented in section C of this notice.

The Board of Directors of the Company has resolved on the exceptional procedure for the meeting based on the legislative act concerning temporary deviations from the Finnish Companies Act (375/2021) approved by the Finnish Parliament on 27 April 2021, which entered into force on 8 May 2021. The Company has taken actions enabled by the act in order to limit the spread of the COVID-19 pandemic and in order to hold the meeting in a predictable manner, taking into account the health and safety of the Company's shareholders, personnel and other stakeholders in the situation where the pandemic situation has been changing materially and in a difficult to anticipate manner.

It is not possible to participate at the meeting venue in person and no video connection is arranged to the meeting venue during the General Meeting. Review of the Company's CEO is recorded in advance and published on or about 10 May 2022 on the Company's website www.investors.puulo.fi/en/corporate-governance/general-meeting. The review is not part of the General Meeting.

A. Matters on the agenda of the General Meeting

At the General Meeting, the following matters will be considered:

1. Opening of the meeting

2. Calling the meeting to order

The Chairman of the General Meeting will be Antti Ihamuotila, attorney-at-law. In case Antti Ihamuotila would not be able to act as the Chairman of the General Meeting for a weighty reason, the Board of Directors will name another person it deems most suitable to act as the Chairman.

3. Election of the person to scrutinize the minutes and to verify the counting of votes

The person to scrutinize the minutes and to verify the counting of votes will be Katri Piiparinen, attorney-at-law. In case Katri Piiparinen would not be able to act as the person to scrutinize the minutes and to verify the counting of votes for a weighty reason, the Board of Directors will name another person it deems most suitable to act in that role.

4. Recording the legality of the meeting

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

The shareholders who have voted in advance within the advance voting period and who have the right to participate in the meeting pursuant to Chapter 5 Sections 6 and 6a of the Finnish Companies Act will be recorded to have been represented at the meeting. The list of votes will be adopted according to the information provided by Euroclear Finland Ltd and Innovatics Ltd.

6. Presentation of the financial statements, the report by the Board of Directors and the auditor's report for the financial year 1 February 2021 - 31 January 2022

As only advance participation in the General Meeting is possible, the annual report to be published by the Company through a stock exchange release on or about on 22 April 2022, which includes the Company's financial statements, the report by the Board of Directors and the auditor's report and which will also be available on the Company's website at www.investors.puulo.fi/en/corporate-governance/general-meeting after its publication, will be deemed to have been presented to the General Meeting.

7. Adoption of the annual accounts

The Board of Directors proposes to the Annual General Meeting that the General Meeting adopts the annual accounts and the consolidated financial statement.

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

The parent company's distributable equity as at 31 January 2022 amounted to EUR 88,370,962.54 of which the profit for the financial year was EUR 25,184,960.19.

The Board of Directors proposes to the Annual General Meeting that based on the balance sheet to be adopted for the financial year 1 February 2021 – 31 January 2022, a dividend total of EUR 0.30 per share be paid from the Company's distributable funds in two instalments as follows:

- The first dividend instalment of EUR 0.15 per share would be paid to shareholders who are registered in the shareholders' register of the Company maintained by Euroclear Finland Ltd on the record date of the first dividend instalment on 24 May 2022. The Board of Directors proposes that the dividend would be paid on 31 May 2022.
- The second dividend instalment of EUR 0.15 per share would be paid to shareholders who are registered in the shareholders' register of the Company maintained by Euroclear Finland Ltd on the record date of the second dividend instalment on 20 October 2022. The Board of Directors proposes that the dividend would be paid on 27 October 2022. The Board of Directors also proposes that the General Meeting would authorize the Board of Directors to decide, if necessary, on a new record date and payment date for the second dividend instalment should the rules of Euroclear Finland Ltd or statutes applicable to the Finnish book-entry system change or otherwise so require.

The first dividend instalment proposed by the Board of Directors exceeds the minority dividend referred to in Chapter 13 Section 7 of the Finnish Companies Act.

9. Resolution on the discharge of the persons who have acted as members of the Board of Directors and as CEO from liability for the financial year 1 February 2021 – 31 January 2022

10. Handling of the remuneration policy for governing bodies

As only advance participation in the General Meeting is possible, the Company's remuneration policy for governing bodies, which is attached to this notice (**Appendix 1**) and is also available on the on the Company's website at www.investors.puulo.fi/en/corporate-governance/general-meeting, will be deemed to have been presented to the General Meeting. The resolution concerning approval of the Remuneration Policy is advisory.

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

The Board of Directors proposes to the Annual General Meeting that the members of the Board of Directors be paid the following annual remuneration:

- Chairman of the Board of Directors: EUR 60,000;
- Other members of the Board of Directors: EUR 30,000.

The Board of Directors also proposes, the members of the Audit Committee be paid the following annual remuneration:

- Chairman of the Committee: EUR 5,000; and
- Other Committee members: EUR 2,500.

12. Resolution on the remuneration of the auditor

The Board of Directors proposes to the Annual General Meeting based on the Audit Committee's recommendation, that the remuneration of the auditor be paid against an invoice approved by the Company.

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

The Board of Directors proposes to the Annual General Meeting that the number of members of the Board of Directors shall be six (6).

14. Election of members of the Board of Directors and the Chairman of the Board of Directors

The Board of Directors proposes to the Annual General Meeting that current members of the Board of Directors Timo Mänty, Tomas Franzén, Rasmus Molander, Mammu Kaario and Markku Tuomaala be re-elected as members of the Board of Directors and that Bent Holm be elected as a new member of the Board of Directors. The Board of Directors further proposes that Timo Mänty be re-elected as Chairman of the Board of Directors.

Gustav Bard has announced that he is not available for re-election to the Board of Directors.

A presentation of the new member candidate is attached to this notice (**Appendix 2**). Further information on the current Board candidates and their independence is available on the Company's website at

www.investors.puulo.fi/en/corporate-governance/general-meeting. The term of office of the members of the Board of Directors will last until the end of the Annual General Meeting following the election.

15. Election of auditor

The Board of Directors proposes to the Annual General Meeting based on the Audit Committee's recommendation that PricewaterhouseCoopers Oy, Authorized Public Accountants, be re-elected as the auditor of the Company.

PricewaterhouseCoopers Oy has notified the Company that Enel Sintonen, Authorized Public Accountant, would act as the auditor with principal responsibility. The term of office of the auditor expires at the end of the next Annual General Meeting.

16. Authorizing the Board of Directors to decide on the repurchase and/or on the acceptance as pledge of the Company's own shares

The Board of Directors proposes to the Annual General Meeting that the Board of Directors be authorized to decide on the repurchase of the Company's own shares and/or on the acceptance as pledge of the Company's own shares as follows.

The amount of own shares to be repurchased and/or accepted as pledge based on this authorization shall not exceed 8,477,695 shares in total, which corresponds to approximately 10 per cent of all of the shares in the Company. However, the Company together with its subsidiaries cannot at any moment own and/or hold as pledge more than 10 per cent of all the shares in the Company.

Own shares can be repurchased only using the unrestricted equity of the Company at a price formed in public trading on the date of the repurchase or otherwise at a price determined by the markets.

The Board of Directors decides on all other matters related to the repurchase and/or acceptance as pledge of own shares. Own shares can be repurchased using, inter alia, derivatives. Own shares can be repurchased otherwise than in proportion to the shareholdings of the shareholders (directed repurchase).

This authorization cancels the authorization granted on 1 June 2021 to decide on the repurchase of the Company's own shares. The authorization is effective until the beginning of the next Annual General Meeting, however, no longer than until 31 July 2023.

17. Authorizing the Board of Directors to decide on the issuance of shares as well as the issuance of special rights entitling to shares

The Board of Directors proposes to the Annual General Meeting that the Board of Directors be authorized to decide on the issuance of shares as well as the issuance of special rights entitling to shares referred to in chapter 10 section 1 of the Finnish Companies Act as follows.

The amount of shares to be issued based on this authorization shall not exceed 8,477,695 shares, which corresponds to approximately 10 per cent of all of the shares in the Company. The authorization covers both the issuance of new shares as well as the transfer of treasury shares held by the Company.

The Board of Directors decides on all other conditions of the issuance of shares and of special rights entitling to shares. The issuance of shares and of special rights entitling to shares may be carried out in deviation from the shareholders' pre-emptive rights (directed issue).

This authorization cancels the authorization granted on 1 June 2021 to decide on the issuance of shares as well as on the issuance of special rights entitling to shares. The authorization is effective until the beginning of the next Annual General Meeting, however, no longer than until 31 July 2023.

18. Establishment of the Shareholders' Nomination Board

The Board of Directors proposes to the Annual General Meeting that the General Meeting would decide to establish a Shareholders' Nomination Board to prepare proposals for the election and remuneration of the members of the Board of Directors and the remuneration of the members of the Board Committees for the next Annual General Meetings and for any Extraordinary General Meetings. In addition, the Board of Directors proposes that the General Meeting would approve the charter of the Shareholders' Nomination Board attached to this notice (**Appendix 3**). According to the proposal of the Board of Directors, the Shareholders' Nomination Board would be composed of representatives appointed by the three largest shareholders of the Company. The Chairman of the Board of Directors acts as a person with expertise in the Shareholders' Nomination Board. The Chairman of the Board of Directors does not participate in the decision-making of the Shareholders' Nomination Board.

The three shareholders with the largest number of votes for all shares of the Company on the 1st business day of October of the calendar year preceding the Annual General Meeting have the right to nominate the members representing the shareholders. The nomination right is determined in accordance with the shareholder register maintained by Euroclear Finland Ltd. If a shareholder presents a written request to the Chairman of the Board of Directors by last business day of September of the year preceding the Annual General Meeting, into the holdings of the shareholder shall be calculated also

holdings of a person equivalent to the shareholder that need to be taken into account when evaluating the requirement to flag changes in the holdings under the Finnish Securities Markets Act.

The Chairman of the Board of Directors shall request the three largest shareholders to appoint one member each to the Shareholders' Nomination Board in accordance with the above described right of appointment. If a shareholder does not wish to exercise the right of appointment, the right is transferred to the next largest shareholder who would not otherwise have the right of appointment.

The Shareholders' Nomination Board is established until further notice until the General Meeting decides otherwise. The term of office of the members of the Shareholders' Nomination Board expires each year when a new Shareholders' Nomination Board is appointed. The members of the Shareholders' Nomination Board shall not be entitled to any remuneration on the basis of their membership in the Nomination Board. The members' travel expenses shall be reimbursed in accordance with the Company's travel policy. When necessary, the Shareholders' Nomination Board may in order to carry out its duties use external experts at a cost approved by the Company.

The Charter of the Shareholders' Nomination Board proposed by the Board of Directors is attached to this notice as well as on the Company's website at www.investors.puulo.fi/en/corporate-governance/general-meeting.

19. Closing of the meeting

B. Documents of the General Meeting

This notice, which includes all resolution proposals on the agenda of the General Meeting, and the remuneration policy for governing bodies are available on the Company's website at www.investors.puulo.fi/en/corporate-governance/general-meeting. Puulo Plc's Annual Report, which includes the financial statements, the report of the Board of Directors and the auditor's report, will also be available on that website after its publication. A copy of the Annual Report will be sent to shareholders upon request. The minutes of the General Meeting will be available on the Company's website by no later than 31 May 2022.

C. Instructions for the participants in the General Meeting

The Company takes the threat of the COVID-19 pandemic seriously and wants to secure a safe meeting for the Company's shareholders and employees. The Annual General Meeting shall be arranged so, that it is not possible for shareholders or their representatives to participate at the meeting venue in person. Shareholders and their representatives can only participate in the General Meeting and use shareholder rights by voting in advance as well as by making counterproposals or presenting questions in advance by following the below instructions.

1. Shareholders registered in the shareholders' register

Each shareholder, who is on the record date of the General Meeting on 5 May 2022 registered in the shareholders' register of the Company maintained by Euroclear Finland Ltd, has the right to participate in the 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 only participate in the General Meeting by voting in advance as well as by making counterproposals or presenting questions in advance by following the below instructions.

2. Registration and advance voting

The registration period and advance voting period commence on 27 April 2022 at 12:00 noon (EEST), after the deadline for delivering counterproposals to be put to a vote has expired. A shareholder, who is registered in the Company's shareholders' register and who wishes to participate in the General Meeting by voting in advance, must register for the General Meeting and vote in advance by no later than on 10 May 2022 at 4 p.m. (EEST), by which time the notice and votes must be received.

When registering, the requested information, such as the shareholder's name, date of birth and contact details, must be provided. Personal data submitted by shareholders to the Company or Innovatics Ltd. will only be used in connection with the General Meeting and with the processing of related registrations.

Shareholders can register and vote in advance on certain matters on the agenda during the period 27 April 2022 at 12:00 noon (EEST) – 10 May 2022 at 4:00 p.m. (EEST) in the following manners:

a) electronically via the Company's website at www.investors.puulo.fi/en/corporate-governance/general-meeting. Electronic registration and advance voting require strong electronic authentication of the shareholder and his/her legal representative or proxy representative to be conducted by Finnish or Swedish banking codes or mobile certificate.

Relevant terms and other instructions available on the website; or

b) by mail or e-mail by delivering the advance voting form available on the Company's website at www.investors.puulo.fi/en/corporate-governance/general-meeting, to Innovatics Ltd, Yhtiökokous / Puulo Oyj,

Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland or by e-mail to agm@innovatics.fi.

The voting form is available on the Company's website at the latest from 27 April 2022 12:00 noon (EEST) onwards. When delivering the voting form, a shareholder's legal or proxy representative must present a dated proxy authorization document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder at the General Meeting.

If a shareholder participates in the General Meeting by delivering the advance votes to Innovatics Ltd, the delivery of the votes shall constitute due registration for the General Meeting, provided that the above-mentioned necessary information for registration is provided.

The terms and other instructions concerning the advance voting are available on the Company's website at www.investors.puuiilo.fi/en/corporate-governance/general-meeting. Further information on registration and advance voting is available by telephone during the registration period of the General Meeting at +385 10 2818 909 on weekdays from 9:00 a.m. to 12:00 noon and from 13:00 p.m. to 16:00 p.m. (EEST).

3. Proxy representatives and proxy authorization documents

A shareholder may participate in the General Meeting and exercise his/her rights at the meeting by way of proxy representation. A proxy representative must also vote in advance as described in this notice. Proxy representatives must identify themselves personally in the electronic registration and advance voting service by using strong electronic authentication, after which they will be able to register for and vote in advance on behalf of the shareholder they represent. A proxy representative shall produce a dated proxy authorization document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder at the General Meeting. The statutory right of representation can be demonstrated in the suomi.fi authorization service.

If a shareholder participates in the General Meeting by means of several proxy representatives representing the shareholder with shares on different securities accounts, the shares in respect of which each proxy representative represents the shareholder shall be identified in connection with the registration.

Possible proxy authorization documents are requested to be completed and submitted primarily as an attachment in connection with the online registration and advance voting or alternatively by mail to Innovatics Oy, Yhtiökokous / Puuilo Oyj, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland or by e-mail to agm@innovatics.fi before the end of the deadline for registration, at which time the proxy authorization documents must be received.

4. Holders of nominee-registered shares

Holders of nominee-registered shares have the right to participate in the General Meeting by virtue of such shares, based on which they on the record date of the General Meeting on 5 May 2022 would be entitled to be registered in the shareholders' register of the Company maintained by Euroclear Finland Ltd. The right to participate requires, in addition, that the shareholder has on the basis of such shares been registered in the temporary shareholders' register maintained by Euroclear Finland Ltd by 12 May 2022 at 10:00 a.m. (EEST), at the latest. As regards nominee-registered shares this constitutes due registration for the General Meeting.

Holders of nominee-registered shares are advised to request from their custodian bank, without delay, necessary instructions regarding the registration in the shareholders' register of the Company, the issuing of proxy authorization documents and registration for the General Meeting. The account management organization of the custodian bank shall register a holder of nominee-registered shares wishing to participate in the General Meeting to be temporarily entered into the shareholders' register of the Company by the above specified time at the latest. In addition, the account management organization of the custodian bank shall also arrange voting in advance on behalf of the holder of nominee-registered shares within the registration period applicable to nominee-registered shares.

5. Other instructions and information

Shareholders holding at least one hundredth of all of the shares in the Company have the right to make a counterproposal to the resolution proposals on the agenda of the General Meeting, which will be put to a vote. Such counterproposals must be delivered to the Company by e-mail to ir@puuilo.fi by no later than 26 April 2022 at 12:00 noon (EEST), by which time the counterproposals must be received. Shareholders making a counterproposal must in connection with delivering the counterproposal present evidence of their shareholdings. The counterproposal will be considered at the General Meeting, provided that such shareholders have the right to participate in the General Meeting and that the shareholders hold shares corresponding to at least one hundredth of all of the shares in the Company on the record date of the General Meeting. If the counterproposal will not be taken up for consideration at the General Meeting, the votes given in favor of the counterproposal will not be taken into account. The Company publishes possible counterproposals to be put to a vote on the Company's website www.investors.puuiilo.fi/en/corporate-governance/general-meeting, by no later than 27 April 2022 at 12:00 noon (EEST).

A shareholder may submit questions on matters to be discussed at the meeting pursuant to Chapter 5, Section 25 of the Finnish Companies Act until 4:00 p.m. (EEST) on 3 May 2022, primarily as an attachment in connection with electronic registration and advance voting or, alternatively, by e-mail to agm@innovatics.fi. Such questions by shareholders, responses by the Company's management to such questions as well as counterproposals other than those to be put to a

vote are available on the on the Company's website at www.investors.puulo.fi/en/corporate-governance/general-meeting no later than on 6 May 2022. As a prerequisite for presenting questions or counterproposals, shareholders must present sufficient evidence to the Company of their shareholdings.

The information concerning the General Meeting required under the Finnish Companies Act and the Finnish Securities Markets Act is available on the Company's website at www.investors.puulo.fi/en/corporate-governance/general-meeting.

On the date of this notice Puulo Plc holds a total of 84,776,953 shares, which carry the same number of votes. On the date of this notice, the Company does not hold any treasury shares.

Changes in the number of shares held after the record date of the General Meeting shall not have an effect on the right to participate the General Meeting nor on the number of votes held by a shareholder in the General Meeting.

In Helsinki 21 April 2022

PUUILO PLC

THE BOARD OF DIRECTORS

Attachments

- [Download announcement as PDF.pdf](#)
- [APPENDIX 1. Remuneration Policy_Puulo Plc.pdf](#)
- [APPENDIX 2. CV Bent Holm.pdf](#)
- [APPENDIX 3. Puulo Plc Charter of the Shareholders' Nomination Board.pdf](#)