

Notice of the Annual General Meeting 2022 of Relais Group Plc

Notice is given to the shareholders of Relais Group Plc to the Annual General Meeting to be held in accordance with the act on temporary deviation from the Limited Liability Companies Act (375/2021) on 13 April 2022 at 3 p.m. at the address Mannerheimintie 105, Helsinki. Shareholders and their proxy representatives may participate in the meeting only by voting in advance and by making counterproposals and presenting questions in advance in accordance with the notice of the General Meeting and other instructions by the company. It is not possible to attend the meeting in person.

The Board of Directors of the company has resolved on an exceptional meeting procedure, including a temporary deviation from the Limited Liability Companies Act by virtue of, inter alia, the act (375/2021) on limiting the spread of the COVID-19 epidemic. In order to contain the spread of the COVID-19 pandemic, the Annual General Meeting will be held without the presence of the shareholders or their proxy representatives. This is necessary in order to ensure the health and safety of the company's shareholders, personnel and other stakeholders as well as to organize the meeting in a predictable way allowing equal means for shareholders to participate. For these reasons, shareholders and their proxy representatives can participate in the meeting and exercise shareholder rights only by voting in advance and by submitting counterproposals and asking questions in advance. Further instructions for following the meeting are provided below in this notice in section C. Instructions for the participants in the General Meeting.

A. MATTERS ON THE AGENDA OF THE GENERAL MEETING

The following matters will be considered at the General Meeting:

1. Opening of the meeting

2. Calling the meeting to order

Attorney-at-Law Juha Kujala will act as the Chairman of the meeting.

Should Juha Kujala be prevented from acting as Chairman for a weighty reason, the Board will appoint another person it deems most suitable to act as Chairman.

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

Attorney-at-Law Jarkko Hankaa will scrutinise the minutes and supervise the counting of votes at the meeting.

Should Jarkko Hankaa be prevented from acting as the person to scrutinize the minutes and to supervise the counting of votes for a weighty reason, the Board will appoint another person it

deems most suitable to act as the person to scrutinize the minutes and to supervise the counting of votes.

4. Recording the legality of the meeting

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

All shareholders attending who have voted in advance and who in accordance with Chapter 5, Sections 6 and 6a of the Finnish Limited Liability Companies Act are entitled to attend the meeting will be recorded to have attended the meeting. The list of votes will be adopted on the basis of information provided by Euroclear Finland Ltd and Innovatics Ltd.

6. Presentation of the financial statement, 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 through advance voting, the report of the Board of Directors, the financial statements and the auditor's report, published by the company on 22 March 2022, are considered to have been presented to the Annual General Meeting. The publications are available on the company's website at <https://www.relais.fi/en/investors/corporate-governance/annual-general-meetings/annual-general-meeting-2022/>.

7. Adoption of the financial statements

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

The Board of Directors proposes to the General Meeting that a dividend of EUR 0.36 per share be paid for the financial year 2021. The dividend will be paid to shareholders who on the record date of the dividend payment of 19 April 2022 are registered in the shareholders' register of the company, kept by Euroclear Finland Ltd. The Board proposes that the dividend payment date be 26 April 2022.

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

10. Resolution on the remuneration of the members of the Board of Directors and on the grounds for compensation of travel expenses

The Board of Directors proposes that the members of the Board of Directors to be elected at the General Meeting will not be paid any remuneration for Board or Committee membership for the term ending in the Annual General Meeting of 2022.

Any travel expenses of the members of the Board or Board Committees will be compensated in accordance with the company's travel expense regulations.

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

The Board of Directors proposes that five full members be elected to the Board of Directors.

12. Election of the members of the Board of Directors

The Board of Directors proposes that the earlier members Olli-Pekka Kallasvuo, Katri Nygård and Jesper Otterbeck be re-elected as members of the Board of Directors, and that Anders Borg and Lars Wilsby be elected as new members of the Board of Directors. The Board's proposal is consistent with a notification received by the Board in support of the proposal from shareholders representing a total of 59.3% of the shares and votes of the company.

All candidates have consented to their election.

The current members of the Board of Directors proposed as Board members have been introduced on Relais Group Plc's website at <https://www.relais.fi/en/investors/corporate-governance/annual-general-meetings/annual-general-meeting-2022/>.

The persons proposed as Board members have notified that if they are elected as Board members, they will elect Jesper Otterbeck as Chairman of the Board of Directors.

13. Resolution on the remuneration of the auditor

The Board of Directors proposes that remuneration for the auditor be paid against the auditor's invoice approved by the company.

14. Election of the auditor

The Board of Directors proposes that authorized public accountants PricewaterhouseCoopers Oy, who have named Authorized Public Accountant Janne Rajalahti as the principal auditor, be elected as the auditor.

15. Authorizing the Board of Directors to decide on the acquisition of own shares

The Board of Directors proposes that the General Meeting authorize the Board of Directors to resolve on the acquisition or accepting as pledge of a maximum of 1,794,143 of the company's own shares in one or more tranches using the company's unrestricted equity.

The company may buy back shares in order to develop its capital structure, finance or implement any corporate acquisitions or other transactions, implement share-based incentive plans, pay board fees or otherwise transfer or cancel them.

The company may buy back shares in public trading on marketplaces whose rules and regulations allow the company to trade in its own shares. In such a case, the company buys back shares through a directed purchase, i.e. in a proportion other than its shareholders' holdings

of company shares, with the consideration paid for the shares based on their publicly quoted market price so that the minimum price of the purchased shares equals the lowest market price quoted in public trading during the authorization period and their maximum price equals the highest market price quoted in public trading during that period.

The authorization is proposed to be effective until the end of the Annual General Meeting to be held in 2023, yet no further than until 30 June 2023. This authorization shall supersede the buyback authorization granted at the earlier General Meetings.

16. Authorizing the Board of Directors to decide on a share issue and on granting stock options and other special rights entitling to shares

The Board of Directors proposes that the Annual General Meeting authorize the Board of Directors to decide on issuing a maximum of 2,988,286 shares in a share issue or on granting special rights (including stock options) entitling holders to shares as referred to in Chapter 10 Section 1 of the Limited Liability Companies Act, in one or several tranches.

This authorization is proposed to be used to finance and implement any prospective corporate acquisitions or other transactions, to implement the company's share-based incentive plans, or for other purposes determined by the Board.

The authorization is also proposed to grant the Board the right to decide on all terms and conditions governing said share issue and the granting of special rights, including the subscribers or the grantees of said special rights and the payable consideration. The authorization also includes the right to issue shares by deviating from the shareholders' pre-emptive rights, i.e. in a directed manner. The authorization of the Board covers both the issue of new shares and the assignment of any shares that may be held in the company's treasury.

The authorization is proposed to be effective until the closing of the Annual General Meeting to be held in 2023, yet no further than until 30 June 2023. This authorization shall supersede previous authorizations resolved in General Meetings concerning the issue of shares and special rights entitling to shares.

17. Closing of the meeting

B. DOCUMENTS OF THE GENERAL MEETING

This notice containing all of the Board's proposals on the agenda of the Annual General Meeting is available on Relais Group Plc's website at <https://relais.fi/en/investors/corporate-governance/annual-general-meetings/annual-general-meeting-2022/>. Relais Group Plc's financial statements, annual report and the auditor's report will be available on the said website. Copies of these documents and of this notice will be sent to shareholders upon request. The

minutes of the Annual General Meeting will be available on the above-mentioned website on 27 April 2022 at the latest.

C. INSTRUCTIONS FOR THE PARTICIPANTS IN THE GENERAL MEETING

In order to contain the spread of the COVID-19 pandemic, the Annual General Meeting will be held so that the shareholder or their proxy representative cannot be present at the venue. This is necessary in order to ensure the health and safety of the company's shareholders, personnel and other stakeholders as well as to organize the meeting in a predictable way allowing equal means for shareholders to participate. Shareholders and their proxy representatives can participate in the meeting and exercise their shareholder rights only by voting in advance and by making counterproposals and presenting questions in advance.

1. Shareholders registered in the shareholders' register

Shareholders who are on the record date of the General Meeting, Friday 1 April 2022, registered in the company's shareholders' register, kept by Euroclear Finland Ltd, are entitled to attend the meeting. Shareholders whose shares are registered on their personal Finnish book-entry accounts are registered in the shareholders' register of the company. A shareholder may not participate in the General Meeting in any other manner than by voting in advance in the manner described below as well as by making counterproposals and presenting questions in advance. If you do not have a Finnish book-entry account, please see section 4. Holders of nominee-registered shares.

2. Registration and advance voting

The registration period and advance voting period commence on Monday 28 March 2022, when the term for submitting counterproposals to be put to a vote has expired. Shareholders entered in the shareholders' register of the company who wish to attend the General Meeting by voting in advance must give notice of their attendance and vote in advance by, and the company must have received such notice and votes by, 12 noon on Wednesday 6 April 2022 at the latest.

When registering, requested data such as the name, date of birth and contact information of the shareholder must be provided. The personal data given by the shareholders to Relais Group Plc or Innovatics Ltd are used only in connection with the General Meeting and in processing the necessary registrations related to the meeting.

Shareholders with a Finnish book-entry account can register and vote in advance on certain matters on the agenda of the General Meeting during the period 28 March 2022 at 10 a.m. - 6 April 2022 at 12 noon by the following means:

a) through the company's website at <https://www.relais.fi/en/investors/corporate-governance/annual-general-meetings/annual-general-meeting-2022/>

Electronic registration and advance voting require strong identification by the shareholder or their legal representative or proxy with a Finnish or Swedish bank code or mobile ID. The terms and other instructions concerning electronic voting and other related instructions are available on the company's website at <https://www.relais.fi/en/investors/corporate-governance/annual-general-meetings/annual-general-meeting-2022/>.

b) via mail or email

Shareholders may submit the advance voting form available on the company's website at <https://www.relais.fi/en/investors/corporate-governance/annual-general-meetings/annual-general-meeting-2022/> to Innovatics Ltd by mail to the address Innovatics Ltd, Annual General Meeting / Relais Group Plc, Ratamestarinkatu 13 A, 00520 Helsinki or by email to the address agm@innovatics.fi. The advance voting form will be available on the company's website as of Monday 28 March 2022.

The shareholder's advance votes will be taken into consideration provided that the shareholder submits a duly completed and signed advance voting form and any appendices required according to the instructions given in the form before the expiry of the registration period and advance voting. Submitting a duly completed form as described above is considered to include both the registration and advance voting.

The terms and other instructions concerning voting by mail or e-mail are available on the company's website at <https://relais.fi/en/investors/corporate-governance/annual-general-meetings/annual-general-meeting-2022/>. Further information relating to registration and advance voting is available by telephone during the registration period for the General Meeting at the number +358 10 2818 909 on weekdays from 9 a.m. to 12 noon and from 1 p.m. to 4 p.m.

3. Proxy representative and proxy documents

A shareholder may participate in a General Meeting by way of proxy representation. A proxy representative of a shareholder must also vote in advance in the manner described in this notice.

The proxy representatives must identify themselves in the electronic registration service and for advance voting personally by strong identification, after which they will be able to register and vote in advance on behalf of the shareholder they represent. The representative must produce a dated proxy document or otherwise in a reliable manner demonstrate their right to represent the shareholder at the General Meeting. The right of legal representation can be demonstrated by utilising the suomi.fi e-Authorizations service available in the electronic re-

gistration service. When a shareholder participates in the 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 General Meeting.

Possible proxy documents should primarily be delivered as attached files in connection with electronic registration and advance voting or alternatively by mail to the address Innovatics Ltd, Annual General Meeting / Relais Group Plc, Ratamestarinkatu 13 A, 00520 Helsinki or by email to the address agm@innovatics.fi before the last date for registration, by which time the documents must have been received by Innovatics Ltd. A proxy template is available on the company's website at <https://relais.fi/en/investors/corporate-governance/annual-general-meetings/annual-general-meeting-2022/> from Monday 28 March 2022.

Delivery of a proxy document and advance votes to Innovatics Ltd before the last date for registration constitutes due registration for the General Meeting if the information required for registering for the meeting set out in section C.2. above is included in the documents.

4. Holders of nominee-registered shares

A holder of nominee-registered shares has 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, i.e. on Friday 1 April 2022, would be entitled to be registered in the shareholders' register of the company kept by Euroclear Finland Ltd. Participation in the General Meeting additionally requires that the shareholder on the basis of such shares has been temporarily registered in the temporary shareholders' register kept by Euroclear Finland Ltd no later than on Friday 8 April 2022 at 10 a.m. As regards nominee-registered shares, this constitutes due registration for the General Meeting.

Holders of nominee-registered shares are advised to request the necessary instructions regarding temporary registration in the shareholders' register of the company, issuing of proxy documents and registration for the General Meeting from their custodian banks well before the meeting. The account management organisation of the custodian bank shall register a holder of nominee-registered shares who wishes to participate in the General Meeting into the temporary shareholders' register of the company at the latest by the time stated above. In addition, the account management organisation of the custodian bank must arrange voting in advance on behalf of a nominee-registered shareholder within the registration period applicable to nominee-registered shares.

Further information on these matters is also available on the company's website at <https://www.relais.fi/en/investors/corporate-governance/annual-general-meetings/annual-general-meeting-2022/>.

5. Other instructions and information

Shareholders holding at least one hundredth of all 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 info@relais.fi no later than on Friday 25 March 2022 at 10 a.m. 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 the shareholder has the right to participate in the General Meeting and that the shareholder holds shares corresponding to at least one hundredth of all 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 favour 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 <https://www.relais.fi/en/investors/corporate-governance/annual-general-meeting/annual-general-meeting-2022/> no later than on Monday 28 March 2022.

A shareholder may present questions on the matters on the agenda of the meeting pursuant to Chapter 5, Section 25 of the Limited Liability Companies Act until Wednesday 30 March 2022 at 4 p.m. in connection with the electronic registration and advance voting or by email to info@relais.fi. Such questions by shareholders, responses thereto by the company's management as well as any counterproposals other than those put up to a vote are available on the company's website <https://www.relais.fi/en/investors/corporate-governance/annual-general-meetings/annual-general-meeting-2022/> no later than Monday 4 April 2022. As a prerequisite for presenting questions or counterproposals, a shareholder must present the company with sufficient evidence of their shareholding.

The information concerning the Annual General Meeting required under the Limited Liability Companies Act and the Securities Market Act is available at the address <https://www.relais.fi/en/investors/corporate-governance/annual-general-meetings/annual-general-meeting-2022/>.

On the date of this notice of the General Meeting, 22 March 2022, the total number of shares in Relais Group Plc, and votes represented by such shares, is 17,941,433.

Changes in shareholding after the record date of the General Meeting, 1 April 2022, will not affect the right to participate in the General Meeting or the number of voting rights held by a shareholder in the meeting.

Additional information on the arrangements concerning the Annual General Meeting is available at <https://www.relais.fi/en/investors/corporate-governance/annual-general-meetings/annual-general-meeting-2022/>.

In Helsinki on 22 March 2022

RELAIS GROUP PLC
BOARD OF DIRECTORS