

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

The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0.40 per share be paid on the basis of the adopted balance sheet for the financial year 2022. The dividend will be paid in two instalments. The first instalment of the dividend, EUR 0.20 per share, will be paid to shareholders who, on the record date for dividend distribution of 11 April 2023, are registered in the shareholders' register of the company, maintained by Euroclear Finland Ltd. The Board of Directors proposes to the General Meeting that the first instalment of the dividend be paid on 18 April 2023.

The second instalment of the dividend, EUR 0.20 per share, will be paid to shareholders who, on the record date of 2 November 2023 of the second dividend instalment, are registered in the shareholders' register of the company, maintained by Euroclear Finland Ltd. The Board of Directors proposes to the Board of Directors that the second instalment of the dividend be paid on 9 November 2023. The Board of Directors is authorized, if necessary, to decide on a new dividend distribution record date and payment date for the second instalment of the dividend should the regulations or rules of the Finnish book-entry system change or otherwise so require.

2. 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 memberships for the term ending in the Annual General Meeting of 2024.

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

3. 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.

4. Election of the members of the Board of Directors

The Board of Directors proposes that the earlier members Anders Borg, Olli-Pekka Kallasvuo, Katri Nygård, Jesper Otterbeck and Lars Wilsby be re-elected as 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 51.88% 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-2023/>.

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.

5. 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.

6. 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.

7. Proposal of the Board of Directors for amending the Articles of Association

The Board of Directors proposes to the General Meeting that Article 3 and Article 8 of the Articles of Association be amended by deleting from Article 3 the unnecessary reference to the registration period, and by adding to Article 8 the provisions concerning the venue of the meeting and the holding of a remote meeting. Following the amendments, the above-mentioned Articles read as follows:

" Article 3

The Company's shares are incorporated in the book-entry system."

" Article 8

The General Meeting shall be convened in compliance with the provisions on the convocation period and the manner of convocation of the Finnish Limited Liability Companies Act. If the Company's shares are traded on a regulated market or on a multilateral trading facility, in deviation from what is stated above, the notice to convene a General Meeting shall, however, be delivered by publishing the notice on the Company's website no earlier than three (3) months and no later than three (3) weeks prior to the General Meeting, and in any event no later than nine (9) days prior to the record date according to the Companies Act.

To be entitled to attend the General Meeting, a shareholder must register with the Company no later than on the date specified in the notice of the General Meeting, which date may not be earlier than ten (10) days prior to the General Meeting.

The General Meeting may be held at the location of the Company's registered office or at any other location in Finland determined by the Board of Directors. The Board of Directors may also decide to arrange a General Meeting without a physical venue such that the shareholders exercise their full decision-making powers in real time using a remote connection and technical means during the meeting."

8. Authorization of 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 acceptance as pledge of a maximum of 1,813,231 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 closing of the Annual General Meeting to be held in 2024, yet no further than until 30 June 2024. This authorization shall supersede the buyback authorizations resolved at earlier General Meetings.

9. Authorizing the Board of Directors to decide on a share issue and on granting option rights 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 3,626,462 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' preemptive 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 2024, yet no further than until 30 June 2024. This authorization shall supersede previous authorizations resolved in General Meetings concerning the issue of shares and special rights entitling to shares.