

NOTICE OF GENERAL MEETING

Notice is given to the shareholders of Relais Group Plc of the Annual General Meeting to be held on Wednesday 5 April 2023 at 4 p.m. EET in Tapahtumastudio Eliel in the Sanoma House at the address Töölönlahdenkatu 2, 00100 Helsinki, Finland. The reception of persons who have registered for the meeting and the distribution of voting tickets will commence at 3.00 p.m. Shareholders will be able to follow the meeting via webcast. Instructions for following the meeting via webcast are available on the company's website at <https://www.relais.fi/en/investors/corporate-governance/annual-general-meetings/annual-general-meeting-2023/>.

It is not possible to pose questions, make counterproposals, speak or vote via the webcast. Following the meeting via webcast is not considered as attendance at the Annual General Meeting or as exercising the shareholders' rights.

After the Annual General Meeting, the shareholders will have the opportunity to meet the management of Relais Group Plc over coffee.

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**
- 3. Election of 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**
- 6. Presentation of the financial statement, the report of the Board of Directors, and the auditor's report for the year 2022**
 - Presentation of the review of the Managing Director

The financial statement, the report of the the Board of Directors and the auditor's report are available from 14 March 2023 on the company's website at <https://www.relais.fi/en/investors/corporate-governance/annual-general-meetings/annual-general-meeting-2023/>.

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 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.

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

10. Handling of the Remuneration Report for governing bodies

The remuneration report is available on Relais Group Plc's website at <https://www.relais.fi/en/investors/corporate-governance/annual-general-meetings/annual-general-meeting-2023/>. The resolution on the remuneration report is advisory.

11. Handling of the Remuneration Policy for governing bodies

The remuneration policy applied to the CEO and the Board of Directors is available on Relais Group Plc's website at <https://www.relais.fi/en/investors/corporate-governance/annual-general-meetings/annual-general-meeting-2023/>. The resolution on the remuneration policy is advisory.

12. 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.

13. 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.

14. 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.

15. 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.

16. 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.

17. 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 multi-lateral 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."

18. 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.

19. 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' 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 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.

20. Closing of the meeting

B. DOCUMENTS OF THE GENERAL MEETING

This notice containing all of the proposed resolutions of the company's Board of Directors is available on Relais Group Plc's website at <https://www.relais.fi/en/investors/corporate-governance/annual-general-meetings/annual-general-meeting-2023/>. The financial statement, the report of the Board of Directors and the auditor's report, the remuneration report as well as the remuneration policy of Relais Group Plc are available on the above-mentioned website. Copies of these documents and of this notice will be sent to shareholders upon request. The minutes of the General Meeting will be available on the above-mentioned website at the latest on 19 April 2023.

C. INSTRUCTIONS FOR THE PARTICIPANTS IN THE GENERAL MEETING

1. Shareholders registered in the shareholders' register

Shareholders who are, on 24 March 2023, registered in the shareholders' register of the company, maintained by Euroclear Finland, have the right to participate in the General Meeting. Shareholders whose shares are registered on their personal Finnish book-entry accounts are registered in the shareholders' register of the company.

Shareholders registered in the shareholders' register of the company, who wish to attend the General Meeting, must give advance notice of their attendance, and the company must receive such notice no later than by 4 p.m. on 29 March 2023. Such notice can be given:

- a) a) through the company's website at <https://www.relais.fi/en/investors/corporate-governance/annual-general-meetings/annual-general-meeting-2023/>.

Please note that strong electronic identification for registration requires a Finnish or Swedish bank code or mobile ID, and the shareholder shall notify of their date of birth or business ID, email address and/or telephone number.

- b) via email at agm@innovatics.fi, and
- c) by mail to the address Innovatics Ltd, Annual General Meeting/Relais Group Plc, Ratamestarinkatu 13 A, 00520 Helsinki.

When giving an advance notice of attendance, please state the shareholder's name, date of birth / business ID, address, telephone number and the name of any assistant or proxy representative and date of birth of the proxy representative. The personal data given by the shareholders to Relais Group Plc are only used in connection with the General Meeting and the processing of related registrations.

The shareholder, their authorized representative or proxy representative shall, where necessary, be able to prove their identity and/or right of representation at the venue of the meeting.

2. 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 would be entitled to be registered in the shareholders' register of the company, maintained by Euroclear Finland Ltd, on 24 March 2023. The right to participate in the General Meeting further requires that, on the basis of such shares, the shareholder has been registered into the temporary shareholders' register maintained by Euroclear Finland Ltd at the latest on 31 March 2023 by 10 a.m. As regards nominee-registered shares, this constitutes due registration for the General Meeting. Changes in shareholding after the record date of the General Meeting will not affect the right to participate in the General Meeting or the number of voting rights held by a shareholder in the meeting.

Holders of nominee-registered shares are advised to request without delay the necessary instructions regarding the registration in the temporary shareholders' register of the company, the issuing of proxy documents and registration for the General Meeting from their custodian bank. The account management organisation of the custodian bank shall register a holder of nominee-registered shares who wishes to participate in the Annual General Meeting into the temporary shareholders' register of the company at the latest by the time stated above.

3. Proxy representative and proxy documents

A shareholder may participate in the General Meeting, and exercise their rights at the meeting, by way of proxy representation. The shareholder's proxy representative must produce a dated proxy document or otherwise in a reliable manner demonstrate their right to represent the shareholder at the General Meeting. When a shareholder participates in a General Meeting through 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 shall be delivered as attached files in connection with electronic registration, by mail to the address Innovatics Ltd, Annual General Meeting/Relais, Ratamestarinkatu 13 A, 00520 Helsinki, or by email to the address agm@innovatics.fi before the last date for registration. In addition to delivering the proxy documents, the shareholder or their proxy representative shall attend to the registration to the General Meeting as specified above in this notice.

As an alternative to conventional proxy documents, shareholders that are legal persons may use the electronic Suomi.fi e-Authorizations service for authorizing proxy representatives. The proxy representative is named in the Suomi.fi service at the address www.suomi.fi/e-Authorizations (mandate theme "Representation at the General Meeting"). The proxy representatives shall identify themselves at the General Meeting service by strong identification in connection with the registration, after which they will be able to register on behalf of the shareholder they represent. Strong electronic identification takes place with a bank code or mobile ID. Further information on electronic authorization is available at the address www.suomi.fi/e-Authorizations.

4. Other instructions and information

The language of the meeting is Finnish.

Pursuant to Chapter 5 Section 25 of the Limited Liability Companies Act, a shareholder who is present at the General Meeting has the right to request information with respect to the matters to be considered at the Meeting.

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

On the date of this notice of the General Meeting, 14 March 2023, the total number of shares in Relais Group Plc, and votes represented by such shares, is 18,132,308.

In Helsinki on 14 March 2023

RELAIS GROUP PLC
BOARD OF DIRECTORS

Further information:

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Relais Group in brief

Relais Group is a leading consolidator and acquisition platform on the vehicle aftermarket in the Nordic and Baltic countries. We have a sector focus in vehicle life cycle enhancement and related services. We also serve as a growth platform for the companies we own.

We are a profitable company seeking strong growth. We carry out targeted acquisitions in line with our growth strategy and want to be an active player in the consolidation of the aftermarket in our area of operation. Our acquisitions are targeted at companies having a good strategic fit with our group companies.

Our net sales in 2022 was EUR 260.7 (2021: 237.8) million. During 2022, we completed a total of three acquisitions. We employ approximately 1,000 professionals in six different countries. The Relais Group share is listed on the Main Market of Nasdaq Helsinki with the stock symbol RELAIS.

www.relais.fi