

## **NOTICE OF GENERAL MEETING**

Notice is given to the shareholders of Relais Group Plc of the Annual General Meeting to be held on Wednesday 10 April 2024 at 3 p.m. in Hotel Mestari at the address Fredrikinkatu 51-53, 00100 Helsinki, Finland. The reception of persons who have registered for the meeting and the distribution of voting tickets will commence at 2 p.m. Shareholders will be able to follow the meeting via a webcast. Instructions for following the meeting via the webcast are available on the company's website at <https://www.relais.fi/en/investors/corporate-governance/annual-general-meetings/annual-general-meeting-2024/>. 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 CEO and members of the management team of Relais Group Plc.

### **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 persons to scrutinise 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 statements, the report of the Board of Directors and the auditor's report for 2023**
  - Presentation of the CEO's review

The financial statements, the report of the the Board of Directors and the auditor's report are available on the company's website at <https://www.relais.fi/en/investors/corporate-governance/annual-general-meetings/annual-general-meeting-2024/> from 18 March 2024.

- 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 0.44 per share be paid on the basis of the adopted balance sheet for the financial year 2023. The dividend will be paid in two instalments. The first instalment of the dividend, EUR 0.22 per share, will be paid to shareholders who, on the record date for dividend distribution of 12 April 2024, 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 19 April 2024.

The second instalment of the dividend, EUR 0.22 per share, will be paid to shareholders who, on the record date of 4 November 2024 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 General Meeting that the second instalment of the dividend be paid on 11 November 2024. 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 to discharge the Members of the Board of Directors and the CEO from liability**

#### **10. Consideration 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-2024/>. The resolution on the remuneration report is advisory.

#### **11. Resolution on the remuneration of the members of the Board of Directors and on the grounds for compensation of travel expenses**

The shareholders, who represent a total of approximately 54.6 percent of the company's shares and votes, have notified the Board of Directors that they will propose to the Annual General Meeting that the annual fees to be paid to the members of the Board of Directors elected at the Annual General Meeting for the term of office ending at the 2025 Annual General Meeting be as follows: EUR 40,000 for the Chair of the Board and EUR 20,000 for the members of the Board, and that any travel expenses of the Board of Directors be compensated in accordance with the company's travel expense regulations.

#### **12. Resolution on the number of Members of the Board of Directors**

The shareholders, who represent a total of approximately 54.6 percent of the company's shares and votes, have notified the Board of Directors that they will propose to the Annual General Meeting that five (5) ordinary members be elected to the Board of Directors.

### **13. Election of the Members of the Board of Directors**

The shareholders, who represent a total of approximately 54.6 percent of the company's shares and votes, have notified the Board of Directors that they will propose to the Annual General Meeting that Anders Borg, Olli-Pekka Kallasvuo, Katri Nygård, Jesper Otterbeck and Lars Wilsby be re-elected to the Board of Directors.

All candidates have consented to their election.

The members of the Board of Directors proposed as Board members are introduced on Relais Group Plc's website at <https://www.relais.fi/en/investors/corporate-governance/annual-general-meetings/annual-general-meeting-2024/>.

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

### **14. 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.

### **15. Election of the auditor and the CSRD assurance provider**

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

If PricewaterhouseCoopers Oy is elected as the Company's auditor, in accordance with the transitional provision of the Act amending the Companies Act (1252/2023), it will also act as the Company's CSRD assurance provider for a term ending at the close of the Company's next Annual General Meeting, and a fee for this duty will be paid according to an invoice approved by the Company.

### **16. Proposal of the Board of Directors for amending the Articles of Association**

The Board of Directors proposes to the General Meeting that Article 9 of the Articles of Association be amended by adding subsections concerning the consideration of the remuneration report as well as the CSRD assurance provider and their election. Following the amendments, the above-mentioned Article of the Articles of Association reads as follows:

“The Annual General Meeting shall be held annually on a date determined by the Board of Directors, but no later than six months from the end of the financial period.

The Annual General Meeting, shall receive:

1. the financial statements, including the consolidated financial statements;
2. the report of the Board of Directors;
3. the auditor's report; and
4. the remuneration report;

decide on:

5. the adoption of the financial statements;
6. the measures occasioned by the profit shown on the adopted balance sheet;
7. the discharge of the members of the Board of Directors and the CEO from liability;
8. the number of members of the Board of Directors and their remuneration;
9. the remuneration of the auditor; and
10. the remuneration of the CSRD assurance provider;

elect:

11. the members of the Board of Directors;
12. the auditor; and
13. the CSRD assurance provider; and

address:

14. any other matters mentioned in the notice of the General Meeting."

#### **17. Authorization of the Board of Directors to decide on the acquisition of own shares or on the acceptance as pledge**

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 1,813,230 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 2025, yet no further than until 30 June 2025. This authorization shall supersede the buyback authorizations resolved at earlier General Meetings.

#### **18. 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 Finnish 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 2025, yet no further than until 30 June 2025. This authorization shall supersede previous authorizations resolved in General Meetings concerning the issue of shares and special rights entitling to shares.

#### **19. 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-2024/>. The financial statements, the report of the Board of Directors, the auditor's report as well as the remuneration report 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 24 April 2024.

## C. INSTRUCTIONS FOR THE PARTICIPANTS IN THE GENERAL MEETING

### 1. Shareholders registered in the shareholders' register

Shareholders who are on the record date of the General Meeting, 27 March 2024, 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.

The registration period for the General Meeting commences on 19 March 2024 at 9:00 a.m. (EET). 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 3 April 2024 (EET). Registration for the General Meeting takes place:

- a) through the company's website at <https://www.relais.fi/en/investors/corporate-governance/annual-general-meetings/annual-general-meeting-2024/>.

Please note that strong electronic identification for registration requires a Finnish, Swedish or Danish 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](mailto:agm@innovatics.fi), and
- c) by mail to the address Innovatics Ltd, Annual General Meeting/Relais Group Plc, Ratamestarinkatu 13 A, 00520 Helsinki, Finland.

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. When registering by email or mail, the shareholder must include in the message the registration form available on the company's website <https://www.relais.fi/en/investors/corporate-governance/annual-general-meetings/annual-general-meeting-2024/> or corresponding information. The personal data given by the shareholders to Relais Group Plc are only used in connection with the General Meeting and the processing of necessary 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 the record date of the General Meeting 27 March 2024. The right to participate in the General Meeting requires, in addition, that the shareholder, on the basis of such shares, has been registered in the temporary shareholders' register maintained by Euroclear Finland Ltd at the latest on 05 April 2024 by 10 a.m (EET). 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, in 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. If a shareholder participates in the General Meeting through several proxy representatives representing the shareholder with shares on 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 Group Plc, Ratamestarinkatu 13 A, 00520 Helsinki, Finland, or by email to the address [agm@innovatics.fi](mailto: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 for 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](http://www.suomi.fi/e-Authorizations) (mandate theme "Representation at a 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](http://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 Finnish 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, 18 March 2024, the total number of shares in Relais Group Plc, and votes represented by such shares, is 18,132,308.

Helsinki 18 March 2024

RELAIS GROUP PLC  
BOARD OF DIRECTORS

Further information:

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#### **Relais Group**

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 2023 was EUR 284.3 (2022: 260.7) million. During 2023, we completed a total of four 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](http://www.relais.fi)