

Proposals of the Board of Directors to the Annual General Meeting on 10 April 2024

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 0.44 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.

2. Resolution to discharge the Members of the Board of Directors and the CEO from liability

3. 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.

4. 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.

5. 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.

6. 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.

7. 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.

8. 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.

9. 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.”

10. 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.

11. 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.