

## **Notice of the Annual General Meeting 2025 of Relais Group Plc**

Notice is given to the shareholders of Relais Group Plc of the Annual General Meeting to be held on Thursday 10 April 2025 at 3 p.m. EET in FLIK event studio Eliel in Sanomatalo at the address Töölönlahdenkatu 2, 00100 Helsinki. The reception of persons who have registered for the meeting and the distribution of voting tickets will commence at 2.30 p.m. at the meeting venue. 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://relais.fi/en/investors/corporate-governance/annual-general-meetings/annual-general-meeting-2025/>. 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 Annual 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 the financial year 2024**
  - Presentation of the CEO's review

The financial statements, the report of the Board of Directors and the auditor's report are available on the company's website at <https://relais.fi/en/investors/corporate-governance/annual-general-meetings/annual-general-meeting-2025/> as of 14 March 2025.

- 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 0.30 per share be paid on the basis of the adopted balance sheet for the financial year, which ended 31 December 2024. The dividend will be paid to shareholders who are registered in the company's shareholder register maintained by Euroclear Finland Oy on the record date of the payment of the dividend, which is 14 April 2025. The Board of Directors proposes 23 April 2025 as the dividend payment date.

In addition, the Board of Directors proposes that the Annual General Meeting authorise the Board of Directors to decide, at its discretion, on the distribution of a maximum additional dividend of EUR 0.20 per share in one instalment. This authorisation would be valid until 31 December 2025. The company will announce the possible decision taken by the Board of Directors on the distribution of dividend and, in connection with this, confirm the record date and payment date of the dividend. The dividend based on the authorisation will be paid to shareholders who on the record date of the dividend payment in question are registered in the company's shareholder register maintained by Euroclear Finland Oy.

In making this proposal the Board of Directors has especially considered the financing needs for potential acquisitions to be made during 2025.

**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://relais.fi/en/investors/corporate-governance/annual-general-meetings/annual-general-meeting-2025/> as of 14 March 2025. The Annual General Meeting's 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 54.8 percent of the shares and votes in the company, 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 2026 Annual General Meeting be as follows: EUR 42,000 for the Chair of the Board and EUR 21,000 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 54.8 percent of the shares and votes in the company, propose to the Annual General Meeting that the number of the ordinary members of the Board of Directors be confirmed as five (5).

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

The shareholders, who represent a total of approximately 54.8 percent of the shares and votes in the company, propose to the Annual General Meeting that for a term of office ending at the end of the next Annual General Meeting following the election, Anders Borg, Olli-Pekka Kallasvuori, Katri Nygård, Jesper Otterbeck and Lars Wilsby be re-elected as members of the Board of Directors.

All candidates have consented to their election.

The candidates for the Board of Directors and the assessment of their independence are presented on Relais Group Plc's website at <https://relais.fi/en/investors/corporate-governance/board-of-directors/>.

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

**14. Resolution on the remuneration of the auditor**

The Board of Directors proposes to the Annual General Meeting that the remuneration for the auditor to be elected be paid according to the auditor's invoice approved by the company.

**15. Election of the auditor**

The Board of Directors proposes to the Annual General Meeting that the firm of authorized public accountants PricewaterhouseCoopers Oy, who has notified that Authorized Public Accountant Ylva Eriksson would act as the principal auditor, be elected as the auditor for the term of office ending at the end of the next annual general meeting following the election.

The Board of Directors confirms that its recommendation is free from third-party influence and that the Board of Directors has not been required to comply with a contractual clause referred to in Article 16(6) of the EU Audit Regulation, which would restrict the Annual General Meeting's discretion in the election of the auditor.

**16. Resolution on the remuneration of the sustainability reporting assurance provider**

The Board of Directors proposes to the Annual General Meeting that the remuneration for the sustainability reporting assurance provider to be elected be paid according to the sustainability reporting assurance provider's invoice approved by the company.

**17. Election of the sustainability reporting assurance provider**

The Board of Directors proposes to the Annual General Meeting that PricewaterhouseCoopers Oy be elected as the company's sustainability reporting assurance provider for the term of office ending at the end of the next annual general meeting following the election. Should PricewaterhouseCoopers Oy be elected as the sustainability reporting assurance provider, PricewaterhouseCoopers Oy has notified that Authorized Sustainability Auditor Ylva Eriksson would act as the responsible sustainability auditor.

**18. Authorization of the Board of Directors to decide on the acquisition and/or on the acceptance as pledge of own shares**

The Board of Directors proposes that the Annual General Meeting authorize the Board of Directors to resolve on the acquisition or acceptance as pledge of a maximum of 1,806,052 own shares in one or more tranches using the company's unrestricted equity.

Own shares may be acquired and/or accepted as pledge based on the authorization in order to, inter alia, develop the company's 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.

Own shares may be acquired in public trading on marketplaces whose rules and regulations allow the company to trade in its own shares. In such a case, own shares are acquired through directed acquisition, i.e. in a proportion other than the shareholders' holdings of the company's shares, and the consideration paid for the shares is based on the publicly quoted market price of the company's

share 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 2026, yet no further than until 30 June 2026. This authorization cancels the authorization granted by the Annual General Meeting on 10 April 2024 to decide on the acquisition or acceptance as pledge of own shares.

**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 3,612,104 shares in a share issue or on granting special rights entitling to shares (including stock options) as referred to in Chapter 10 Section 1 of Finnish Limited Liability Companies Act, in one or several tranches.

This authorization is proposed to be used to, inter alia, 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 of Directors.

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 the said special rights and the payable consideration. The authorization also includes the right to issue shares in deviation from the shareholders' pre-emptive rights, i.e. in a directed manner. The authorization of the Board of Directors 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 2026, yet no further than until 30 June 2026. This authorization cancels the authorization granted by the Annual General Meeting on 10 April 2024 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 on the matters 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-2025/>. 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 as of 14 March 2025. The proposed resolutions and other above-mentioned documents are also available at the Annual General Meeting. The minutes of the Annual General Meeting will be available on the above-mentioned website at the latest on 24 April 2025.

## 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 Annual General Meeting, 31 March 2025, registered in the shareholders' register of the company, maintained by Euroclear Finland Oy, have the right to participate in the Annual 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 Annual General Meeting commences on 17 March 2025 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 3 April 2025 4 p.m. (EET). Such notice can be given in the following ways:

- a) through the company's website at <https://relais.fi/en/investors/corporate-governance/annual-general-meetings/annual-general-meeting-2025/>.

Please note that strong electronic identification for registration requires Finnish, Swedish or Danish online banking credentials or mobile ID, and shareholders must provide their date of birth or business ID, email address and/or telephone number in connection with the registration.

- b) via email at [agm@innovatics.fi](mailto:agm@innovatics.fi), or
- 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, requested information must be provided, such as 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://relais.fi/en/investors/corporate-governance/annual-general-meetings/annual-general-meeting-2025/> or corresponding information. The personal data provided to Relais Group Plc by shareholders will only be used in connection with the Annual General Meeting and with the processing of related necessary 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 Annual 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 Oy on the record date of the Annual General Meeting 31 March 2025. The right to participate in the Annual General Meeting requires, in addition, that the shareholder, on the basis of such shares, has been temporarily registered in the shareholders' register maintained by Euroclear Finland Oy at the latest on 7 April 2025 by 10 a.m. (EET). As regards nominee-registered shares, this constitutes valid registration for the Annual General Meeting. Changes in shareholding after the record date of the Annual General Meeting will

not affect the right to participate in the Annual 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, necessary instructions regarding the temporary registration in the shareholders' register of the company, the issuing of proxy documents and voting instructions and registration for the Annual General Meeting from their custodian bank. The account manager of the custodian shall temporarily register a holder of nominee-registered shares, who wishes to participate in the Annual General Meeting, in the 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 Annual 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 Annual General Meeting. If a shareholder participates in the Annual 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 Annual General Meeting.

Possible proxy documents shall be delivered as attached files in connection with the 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 end of the registration period. In addition to delivering the proxy documents, the shareholder or their proxy representative shall register for the Annual General Meeting as specified above in this notice.

Shareholders that are legal entities may also, as an alternative to conventional proxy documents, use the electronic Suomi.fi e-Authorizations service for authorizing proxy representatives. The proxy representative is mandated in the Suomi.fi service at [www.suomi.fi/e-Authorizations](http://www.suomi.fi/e-Authorizations) (using the authorization topic "Representation at a General Meeting"). In the general meeting service, the proxy representatives shall identify themselves through strong electronic authentication in connection with the registration, after which they will be able to register on behalf of the shareholder they represent. The strong electronic authentication takes place with online banking credentials or mobile ID. Further information on electronic authorization is available at [www.suomi.fi/e-Authorizations](http://www.suomi.fi/e-Authorizations).

### **4. Following the meeting online via webcast**

Shareholders have the opportunity to follow the Annual General Meeting also via webcast. It is not possible to present questions, make counterproposals, speak or vote through the webcast, and following the meeting through the webcast is not considered as participation in the Annual General Meeting or exercise of shareholder rights under the Finnish Companies Act.

In order to be able to follow the meeting via webcast, the shareholder shall register to follow the webcast on the company's website at <https://relais.fi/en/investors/corporate-governance/annual-general-meetings/annual-general-meeting-2025/>. Further information and instructions on following the meeting via webcast are available on the company's website at the above-mentioned address.

## 5. 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 Annual General Meeting has the right to request information with respect to the matters considered at the meeting.

The information concerning the Annual General Meeting required under the Finnish Companies Act and the Finnish Securities Market Act is available on Relais Group Plc's website at <https://relais.fi/en/investors/corporate-governance/annual-general-meetings/annual-general-meeting-2025/>.

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

On the date of this notice of the Annual General Meeting, 14 March 2025, the total number of shares in Relais Group Plc, and votes represented by such shares, is 18,060,523. On the date of this notice, the company or its subsidiaries do not hold any of the company's own shares.

In Helsinki 14 March 2025

RELAIS GROUP PLC

BOARD OF DIRECTORS

Further information:

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