

Relais Group Plc

Proposals to the Annual General Meeting on 10 April 2025

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 0.30 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.

2. 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.

3. 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.

4. 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).

5. 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 Kallasvuo, 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.

6. 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.

7. 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.

8. 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.

9. 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.

10. 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.

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 3,612,104 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.