

PROPOSALS TO THE ANNUAL GENERAL MEETING

8. Resolution on the use of the profit shown on the balance sheet and the distribution of dividend

The Board of Directors proposes to the AGM that a dividend of EUR 1.00 per share be paid from the parent company's distributable funds (EUR 104,893,268.11), of which the parent company's profit for the period is EUR 4,381,560.72. Based on the situation on the date of the notice, the dividend would correspond to EUR 5,708,351.00 in total. No material changes have taken place in the company's financial position after the end of the financial year. No dividend is paid on treasury shares. The dividend is paid to shareholders who on the dividend record date 10 May 2024 are registered in the company's shareholder register held by Euroclear Finland Oy. The Board of Directors proposes that the dividend be paid on 17 May 2024.

11. Resolution on the remuneration of the members and the Chair of the Board of Directors and the reimbursement of their travel expenses

The Shareholders' Nomination Board proposes the following annual fees for the members of the Board of Directors and its committees:

- Chair of the Board of Directors: EUR 55,000 per year
- Vice-Chair of the Board: EUR 40,000 per year
- Member of the Board: EUR 27,400 per year
- Chair of a committee: EUR 7,000 per year
- Member of a committee: EUR 3,500 per year

The Nomination Board proposes to abolish the payment of separate meeting fees and the share-based incentive scheme.

The travel expenses of the members of the Board of Directors shall according to the proposal be reimbursed in accordance with the company's travel rules.

12. Resolution on the number of members of the Board of Directors

The Shareholders' Nomination Board proposes that six members shall be elected to the Board of Directors (seven members in 2023).

13. Election of the members and the Chair of the Board of Directors

The Shareholders' Nomination Board proposes that the following current members of the Board of Directors shall be re-elected: Juha Murtopuro, Anni Ronkainen and Matti Vikkula, and that Marko Kauppi, Jari Niska and Christian Wetterstrand shall be elected as new members.

All the proposed members of the Board of Directors are independent of the company and its major shareholders, and they have given their consent to the position.

In addition, the Shareholders' Nomination Board proposes to the AGM that Marko Kauppi shall be elected Chair and Jari Niska Vice-Chair of the Board.

Further information about the persons proposed to become members of the Board of Directors can be found on the company's website at www.loihde.com/agm.

14. Resolution on the remuneration of the auditor

In accordance with the recommendation of the Audit Committee, the Board of Directors proposes to the AGM that the remuneration to the auditor be paid in accordance with the auditor's reasonable invoice approved by the company.

15. Election of auditor

In accordance with the recommendation of the Audit Committee, the Board of Directors proposes to the AGM that the audit firm Ernst & Young Oy shall be elected as the company's auditor for the term that ends with the conclusion of the 2025 AGM. Ernst & Young has informed the company that the auditor with principal responsibility would be Maria Onnisekka, auditor approved by the Finnish Central Chamber of Commerce.

16. Authorising the Board of Directors to decide on the acquisition of own shares

The Board of Directors proposes that the AGM decides to authorise the Board to decide on a share buyback programme where at most 350,000 of the company's shares will be acquired, in one or more instalments, using the company's unrestricted equity. The maximum number of shares would correspond to approximately 6.1% of all shares in the company. The authorisation entitles the Board of Directors to decide on the acquisition of shares also otherwise than in proportion to the shareholdings of the shareholders (directed acquisition). The authorisation covers the acquisition of shares either on the Nasdaq First North Growth Market Helsinki in accordance with its rules and guidelines, in which case the purchase price will be determined by the share price at the time of acquisition, or by means of a purchase offer to the shareholders, in which case the purchase price must be the same for all shareholders.

The company's own shares will be purchased to be used for conducting acquisitions or other arrangements related to the company's business, to improve the company's financing structure, as part of the implementation of the company's incentive schemes or to be transferred or cancelled. The authorisation includes the right for the Board of Directors to decide on all other terms and conditions pertaining to the acquisition of the company's own shares. According to the proposal, the authorisation is valid until the end of the next AGM, but until 30 June 2025 at the latest, and it revokes the authorisation granted by the AGM on 4 May 2023.

17. Authorising the Board of Directors to decide on the issuance of shares

The Board of Directors proposes that the AGM authorises the Board to decide on the issuance of shares in one or more tranches in accordance with the following terms and conditions:

- The authorisation concerns issuing new shares as well as transferring treasury shares held by the company (share issue).
- The Board of Directors is authorised to decide on the issuance of a maximum of 583,000 shares, which corresponds to approximately 10.1% of all shares in the company.
- The Board of Directors is authorised to decide on to whom and in which order shares are issued. The Board of Directors may decide to issue shares otherwise than in proportion to the shareholdings of the shareholders (directed share issue).
- Based on the authorisation, the Board of Directors may use the shares in financing acquisitions or restructuring, or for other purposes in the way and to the extent decided by the Board of Directors, a maximum of 483,000 shares (8.4% of all the shares in the company), and as part of the personnel's incentive schemes, a maximum of 100,000 shares (1.7% of all the shares in the company).
- The authorisation entitles the Board of Directors to decide on all other terms of the share issue.
- The authorisation of the Board with regard to shares used for acquisitions and restructuring is valid until the end of the next AGM, but until 30 June 2025 at the latest, while the authorisation with regard to shares related to incentive schemes for the company's personnel is valid for four years from the decision of the AGM.
- The authorisation does not revoke the previous authorisations granted by the AGM to the Board of Directors on 6 May 2021, 5 May 2022 and 4 May 2023 to the extent that the previous authorisations concern shares issued as part of the personnel incentive schemes. Of the authorisations in question, the first is valid until 6 May 2025 and based on the authorisation the Board may still issue a maximum of 80,000 shares, the second is valid until 5 May 2026 and based on the authorisation the Board may still issue a maximum of 148,792 shares, and the third is valid until 4 May 2027 and based on the authorisation the Board may still issue a maximum of 100,000 shares. The authorisation revokes the share issue authorisation granted by the AGM on 25 June 2020 to the Board of Directors to the extent that no share issue decisions have been made within the framework of the authorisation.

18. Resolution on the remuneration for the 2021–2023 vesting period of the long-term share-based incentive scheme for the Board of Directors

The 2020 AGM decided to approve and introduce a long-term share-based incentive scheme for the members of the company's Board of Directors (below Scheme). The purpose of the Scheme is to align the goals of the shareholders and the Board of Directors in order to increase the value of the company and implement the business strategy in the long term, as well as to commit the members of the Board of Directors to the company and offer them a competitive incentive scheme that is based on earning shares in the company and on the value development of those shares. The AGM decided that the second vesting period of the Scheme would be 7 May 2021–31 December 2023.

In accordance with the terms of the Scheme, the AGM may decide that after each vesting period has ended a person is entitled to receive one commitment share free of charge for each four shares that he/she has subscribed for in the share issue in 2021 and still hold at the end of the vesting period, from which the potential cash component of the bonus is deducted.

The Shareholders' Nomination Board proposes that the AGM decides on a directed share issue without payment in order to implement the payment of commitment shares for the second vesting period of the Scheme, 7 May 2021–31 December 2023. The Nomination Board proposes that those who participated in the vesting period in question and fulfil the terms of the Scheme shall, in accordance with the terms of the Scheme, receive one commitment share free of charge for every four shares they subscribed for in the share issue and still hold at the end of the vesting period. This means that Timo Kotilainen shall receive 257 commitment shares, and Kaj Hagros, Matti Piri and Stefan Wikman shall receive 107 commitment shares each, i.e. a total of 578 shares. The bonus is paid entirely in shares.

19. Resolution on the remuneration of the Shareholders' Nomination Board

The Shareholders' Nomination Board proposes the following annual fees for the members of the Nomination Board:

- Chair of the Nomination Board: EUR 4,000 per year
- Member of the Nomination Board: EUR 2,500 per year

On the date of this notice, the remuneration of the Nomination Board is determined in accordance with the resolution of the AGM on 6 May 2021, according to which each member of the Shareholders' Nomination Board and the Chair of the Board of Directors, who participates in the work of the Nomination Board as an expert member, are paid a meeting fee of EUR 400 per meeting and the Chair of the Nomination Board EUR 700 per meeting.

20. Authorisation to decide on donations

The Board of Directors proposes that the AGM authorises the Board of Directors to decide on donations of at most EUR 50,000 in total to training and research activities that support the company's business or non-profit or comparable causes, and that the AGM authorises the Board of Directors to decide on the receivers, the purpose of use, the timetable and other terms of the donations. The Board of Directors finds the authorisation of donations reasonable considering the company's financial situation and the amount of unrestricted equity.