

**THE BOARD OF DIRECTORS' AND SHAREHOLDERS' PROPOSALS TO SOLTEQ PLC'S ANNUAL GENERAL MEETING 2020**

**A. THE BOARD OF DIRECTORS' PROPOSALS TO SOLTEQ PLC'S ANNUAL GENERAL MEETING 2020**

**Resolution on the use of the profit shown on the balance sheet and the payment of dividend**

The Board of Directors shall propose to the Annual General Meeting, that no dividend is paid from financial year 2019 and the result for the financial period is transferred to retained earnings.

*The shareholders of Solteq Plc, who represent over 60 % of the company's shares and votes have notified that they support the Board of Directors' proposal.*

**Resolution on the remuneration of the auditor**

The Board of Directors proposes to the Annual General Meeting that company's auditor will be reimbursed according to the auditor's reasonable invoice approved by the company.

*The shareholders of Solteq Plc, who represent over 60 % of the company's shares and votes have notified that they support the Board of Directors' proposal.*

**Election of auditor**

The Board of Directors proposes to the Annual General Meeting that KPMG Oy Ab is re-elected as the auditor of the company

KPMG Oy Ab has notified the company that Petri Sammalisto, Authorised Public Accountant, would be the responsible auditor.

*The shareholders of Solteq Plc, who represent over 60 % of the company's shares and votes have notified that they support the Board of Directors' proposal.*

**Authorizing the Board of Directors to decide on the issuance of shares as well as the issuance of options and other special rights entitling to shares**

The Board of Directors proposes to the Annual General Meeting that the Board of Directors is authorized to decide on share issue, carried out with or without payment and on issuing share options, and other special rights referred to in Chapter 10, Section 1 of the Finnish Companies Act as follows:

The maximum total amount of shares or other rights is 3,000,000. The authorization includes the right to give new shares or convey company's own shares. The authorization includes a right to deviate from the shareholders' pre-emptive right of subscription if there is a significant financial reason in company's opinion, e.g. to improve the capital structure, to finance and execute business acquisitions and other business improvement arrangements or to implement the Company's incentive schemes. The authorization is proposed to include that the Board of Directors may decide the terms and other matters concerning the share issue and the granting of special rights, including the subscription price and the payment of the subscription price in cash

or in whole or in part by other means (subscription in kind) or by using a claim on the subscriber to offset the subscription price and to record it in the company's balance sheet.

The authorization is effective until the next Annual General Meeting, however, no longer than until April 30, 2021 (April 30, 2021 included).

*The shareholders of Solteq Plc, who represent over 60 % of the company's shares and votes have notified that they support the Board of Directors' proposal.*

### **Authorizing the Board of Directors to decide on accepting the company's own shares as pledge**

The Board of Directors proposes to the Annual General Meeting that the Board of Directors is authorized to decide on accepting the company's own shares as pledge as follows:

The Board of Directors is authorized to decide on accepting the company's own shares as pledge (directed) regarding business acquisitions or when executing other business arrangements. Accepting pledge may occur at once or in multiple transactions.

The number of own shares to be accepted as pledge shall not exceed 2,000,000 shares.

The authorization includes that the Board of Directors may decide on other terms concerning the pledge.

The authorization is effective until the next Annual General Meeting, however, no longer than until April 30, 2021 (April 30, 2021 included).

*The shareholders of Solteq Plc, who represent over 60 % of the company's shares and votes have notified that they support the Board of Directors' proposal.*

## **B. THE SHAREHOLDERS' PROPOSALS TO SOLTEQ PLC'S ANNUAL GENERAL MEETING 2020**

### **Resolution on the remuneration of the members of the Board of Directors**

The shareholders of Solteq Plc, who represent over 60 % of the company's shares and votes propose to the Annual General Meeting that the Board remunerations will remain unchanged and to be elected members of the Board of Directors are paid for the term expiring at the end of the Annual General Meeting 2021 as follows:

A monthly remuneration of 3.000 euros is paid to the Chairman of the Board and 1.500 euros to the Board members. In addition, remuneration of 500 euros per meeting will be paid to the Chairman of the Board and to each Board member for each Board and Board Committee meeting. In addition to the aforementioned remuneration, it is proposed that Board members should be reimbursed for ordinary and reasonable expenses resulting from Board work against an invoice.

### **Resolution on the number of members of the Board of Directors**

The shareholders of Solteq Plc, who represent over 60 % of the company's shares and votes propose to the Annual General Meeting that 6 members are to be elected to the Board of Directors.

### **Election of members of the Board of Directors**

The shareholders of Solteq Plc, who represent over 60 % of the company's shares and votes propose to the Annual General Meeting that for the term expiring at the end of the Annual General Meeting 2021, the current members of Board of Directors are re-elected: Aarne Aktan, Lotta Kopra, Markku Pietilä, Panu Porkka, Katarina Segerståhl ja Mika Uotila.

All proposed members have given their consent to the election.