

## SRV GROUP PLC

### PROPOSED RESOLUTIONS FOR THE ANNUAL GENERAL MEETING ON 29 MARCH 2021

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

The Board of Directors proposes that due to the loss shown on the balance sheet no dividend is distributed for the financial year ended on 31 December 2020 based on the balance sheet to be adopted.

#### **Approval of the executive remuneration report**

The Board of Directors proposes that the Remuneration Report for 2020 be approved. The resolution is advisory in accordance with the Finnish Limited Liability Companies Act.

The Remuneration Report is available on SRV Group Plc's website at [www.srv.fi/agm](http://www.srv.fi/agm).

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

The Shareholders' Nomination Board proposes changes to the fees.

The proposal of the Shareholders' Nomination Board to the general meeting is as follows:

The Shareholders' Nomination Board proposes that the fees for Members of the Board of Directors for the term up to the close of the Annual General Meeting held in 2022 be EUR 6,000 per month for the Chairman (in 2020: EUR 5,000/month), EUR 4,000 per month for the Vice Chairman (in 2020: EUR 4,000/month) EUR 3,000 per month per member (in 2020: EUR 3,000/month) and 4,000 for the Chairman of the Audit Committee in case he/she does not act as Chairman or Vice Chairman of the Board of Directors at the same time (in 2020: EUR 3,000/month).

In addition, the Shareholders' Nomination Board proposes that for the Members of the Board of Directors shall be paid a EUR 700 fee per member per meeting for Board and Committee meetings (in 2020: EUR 700). Travel expenses arising from work for the Board of Directors shall be reimbursed in accordance with the company's travel policy.

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

The Shareholders' Nomination Board proposes that five (5) members be elected to the Board of Directors.

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

The Shareholders' Nomination Board proposes that the following current members be elected again to the Board of Directors: Timo Kokkila, Hannu Leinonen, Heikki Leppänen and Tomi Yli-Kyyny, and that Heli Iisakka be elected as a new member to the Board of Directors. In addition, Nomination Board proposes that Tomi Yli-Kyyny be re-elected as the Chairman of the Board of Directors.

All the nominees have given their consent to the position and they are independent of the company and of the company's significant shareholders except for Timo Kokkila. Timo Kokkila is not independent of the company based on overall evaluation, especially considering his consecutive membership of the Board of

Directors for more than 10 years. He is not independent of the company's significant shareholder AS Pontos Baltic, as he is the CEO of AS Pontos Baltic.

Of the current members of the Board of Directors Minna Alitalo and Olli-Pekka Kallasvuo have informed that they no longer are available for re-election to the next term of the Board of Directors.

The term of office of members of the Board of Directors will end at the close of the Annual General Meeting held in 2022.

Information on the individuals proposed for Board membership is available on SRV Group Plc's website [www.srv.fi/agm](http://www.srv.fi/agm).

### **Resolution on the remuneration of the auditor**

The Audit Committee of the Board of Directors proposes that the Auditor be reimbursed as per an approved invoice by the company.

### **Election of auditor**

The Audit Committee of the Board of Directors proposes that PricewaterhouseCoopers Oy, a firm of authorized public accountants, be elected as the company's Auditor for a term continuing until the close of the Annual General Meeting 2022. PricewaterhouseCoopers Oy has notified the company that APA Enel Sintonen would be the responsible auditor.

### **Amendment of the articles of association**

The Board of Directors proposes that article 6 of the Articles of Association be amended as follows:

6 § The company shall be represented:

- 1) by a member of the board of directors together with the CEO, the deputy to the CEO, another member of the board of directors or with a person authorized to represent the company, two together or
- 2) by persons authorized to represent the company by the resolution of the board of directors, two together or each separately with a member of the board of directors or with the CEO.

### **Authorizing the Board of Directors to resolve on acquiring the company's own shares**

The Board of Directors proposes that the general meeting authorizes the Board of Directors to resolve on the acquisition of the company's own shares using the company's unrestricted equity as follows:

The Board of Directors is authorized to acquire a maximum of 26,000,000 shares in the company so that the number of shares acquired on the basis of the authorization, when combined with the shares already owned by the company and its subsidiaries, does not at any given time exceed a total of 10 percent of all shares in the company.

Own shares may be acquired at the market price quoted on their trading venue at the time of the acquisition. Own shares may be acquired otherwise than in proportion to the existing holdings of the shareholders. Shares may be acquired in one or several instalments.

The company's own shares may be acquired *inter alia* for use as payment in corporate acquisitions, when the company acquires assets relating to its business, as part of the company's incentive programmes, as a part of the management's incentive scheme or to be otherwise conveyed, held or cancelled.

The Board of Directors is authorized to resolve on all other terms and conditions of the acquisition of the shares.

The authorization is valid until 30 June 2022. It revokes the authorization granted to the Board of Directors at the Annual General Meeting on 26 March 2020 to decide on the repurchase of the company's own shares.

### **Authorizing the Board of Directors to resolve on share issues and granting of special rights**

The Board of Directors proposes that the general meeting authorizes the Board of Directors to resolve on a share issue and granting of special rights as follows:

The Board of Directors may decide on the issuance of new shares or the reissuance of shares held by the company and/or granting of other special rights entitling to shares as referred to in Chapter 10, Section 1 of the Finnish Companies Act either for consideration or free of consideration in one or several instalments.

Under the authorization, the number of shares to be issued or the number of reissued shares held by the company, including the shares issued on the basis of the special rights, shall not exceed 26,000,000 shares. Any shares issued on the basis of special rights entitling to shares are included in the aforementioned aggregate amount.

New shares may be issued, the company's own shares held by the company reissued and/or other special rights entitling to shares pursuant to Chapter 10, Section 1 of the Finnish Companies Act may be granted in deviation from the pre-emption rights of shareholders only if there exists a weighty financial reason for the company. A directed share issue may be free of consideration only if there exists, for the company and taking into account the interests of all its shareholders, a particularly weighty financial reason.

The authorization may be used *inter alia* when issuing new shares or conveying shares as consideration in corporate acquisitions, when the company acquires assets relating to its business, in order to strengthen the company's capital structure and for implementing incentive schemes.

The Board of Directors is authorized to resolve on all other terms and conditions of the share issue.

The authorization shall be in force until 30 June 2022. The authorization revokes the authorization granted to the Board of Directors at the Annual General Meeting on 26 March 2020 to decide on share issues and granting of special rights.