

PROVENTIA GROUP OYJ

ANNUAL GENERAL MEETING 2023 – MINUTES

Time	31.3.2023 at 10.00
Place	Restaurant Uusi Seurahuone at the address Rantakatu 4, 90100 Oulu
Present	Participants according to the voting list attached (attachment 1)
	Other participants: Harri Suutari, chairman of the board Tommi Salunen, member of the board Erja Sankari Tommi Aarnio, CFO Emma Luttinen

Asiat

1. Opening of the Meeting

Harri Suutari opened the meeting and welcomed all participants.

2. Calling the Meeting to order

Emma Luttinen was elected as chairman of the meeting and acted also as the secretary of the meeting.

3. Election of persons to scrutinize the minutes and to supervise the counting of votes

Kalle Kekkonen and Lauri Antila were elected as scrutinizers of the minutes and supervisors for the counting of votes.

4. Recording the legality of the Meeting

It was recorded that the summons to the meeting was published on the company's website on 10.3.2023 in accordance with the Articles of Association. The meeting was found to be legally convened and a quorum was established.

5. Recording the attendance at the Meeting and adoption of the list of votes

A list of votes was prepared and adopted for the Annual General Meeting (Appendix 1: List of votes).

6. Adoption of the agenda

The agenda was adopted as the agenda for the meeting.

7. Presentation of the financial statements, the consolidated financial statements and the report of the Board of Directors and the auditor's report for 2022

The CEO presented the financial statements.

8. Resolution on the adoption of financial statements and consolidated financial statements

It was unanimously resolved to adopt the financial statements and consolidated financial statements 1.1.-31.12.2022.

9. Resolution on the profit shown on the balance sheet and deciding on the dividend payment

The distributable assets of Proventia Group Corporation are 9 975 169,48 EUR. It was unanimously resolved, according to the proposal of the board of directors, that from the profit of the financial year 15 942,62 EUR will be transferred to retained earnings and a dividend of 0,03 EUR per share will be distributed from retained earnings. With the company's share amount being 16 027 275 shares, the total amount of dividend proposed to be distributed is 480 818,25 EUR

The dividend will be paid to all shareholders who are registered in the shareholder register maintained by Euroclear Finland Ltd as a company's shareholder on the dividend record date, 4.4.2023. The dividend payment date is 13.4.2023.

10. Resolution on discharge from liability for the members of the Board of Directors and the CEO

It was unanimously resolved to discharge the members of the Board of Directors and the CEO from liability for the financial year 2022.

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

It was unanimously resolved according to the Shareholders' Nomination Board's proposal that the fees for the members of the board of directors elected for the term of office lasting until the Annual General Meeting of 2024 be paid as follows: Chairman of the Board 4 000 EUR/month and board members 1 500 EUR/month. If the Board of Directors decides to establish Board committees, the Chairmen of the committee will be paid 1 000 EUR/month and the members of the committee will be paid 500EUR/month in addition to the board fees. Half of the fees will be paid from Proventia Group Corporation and the other half from Proventia Ltd. Travel expenses of the members of the Board of Directors will be compensated in accordance with the company's travel policy.

The Auditor's fees will be paid according to the Auditor's reasonable invoice and travel expenses according to actual costs

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

It was unanimously resolved according to the Shareholders' Nomination Board's proposal that 6 members are elected to the Board of Directors.

13. Election of members of the Board of Directors

It was unanimously resolved according to the Shareholders' Nomination Board's proposal to elect Harri Suutari, Lauri Antila, Tommi Salunen, Johnny Pehkonen, Kalle Kekkonen, and Erja Sankari as members of the Board of Directors. All nominated persons have given their consent to the election.

14. Election of auditors

It was unanimously resolved to elect the auditing firm Ernst & Young Oy and Authorised Public Accountant Jari Karppinen as auditor in charge as the company's auditor.

15. Authorisation for the Board of Directors to decide on a share issue and the provision of special rights

It was unanimously resolved to authorise the Board of Directors to decide on one or more share issues and the provision of special rights pursuant to paragraph 1 of section 10 of the Companies Act, as well as all of their terms and conditions, and related measures.

According to the consideration of the Board of Directors, the authorisation can be used for financing business acquisitions or other business arrangements and investments, carrying out cooperation between companies or other similar arrangements, or strengthening the company's financial and capital structure and to exercise option or other incentive schemes.

The total number of shares to be issued or subscribed on the basis of the authorisation may be 4,000,000 at maximum.

The authorisation provides the Board of Directors with the right to execute directed measures, i.e., deviate from the shareholders' pre-emptive right to the company's shares if there is weighty financial reason pursuant to the Companies Act.

The authorisation is proposed to be in effect until the following Annual General Meeting, and for a maximum of 18 months.

16. Authorisation for the Board of Directors to decide on the acquisition of treasury shares

It was unanimously resolved to authorise the Board of Directors to decide on the acquisition of treasury shares using the company's unrestricted equity according to clause 2 of paragraph 5 of section 15 of the Companies Act. The authorisation is proposed to concern the acquisition of a maximum of 500,000 treasury shares in a single batch or several.

The Board of Directors is authorised to decide on the share acquisition price and other conditions so that the share acquisition price is the fair value of the shares on the acquisition date as set by the Board of Directors. The share-specific price must at least be the amount of equity in accordance with the company's financial statements divided by the number of issued shares and, at maximum, the amount where the share profit value, and the Board of Directors' estimate on future outlook, result, order base and other relevant factors affecting the company's value have been taken into account, including the value of reference companies operating in the same field. The authorisation does not exclude the Board of Directors' right to decide on a private offering, in which case it is deemed that there is a weighty financial reason for the acquisition.

According to the Board of Directors' consideration, the authorisation can be used for financing and carrying out business arrangements and investments, or other purposes decided on by the Board of Directors.

The authorisation is proposed to be in effect until the following Annual General Meeting, and for a maximum of 18 months.

17. Authorisation for the Board of Directors to decide on the transfer of treasury shares held by the company

It was unanimously resolved to authorise the Board of Directors to decide on the transfer of the treasury shares held by the company according to clause 1 of paragraph 1 of section 9 of the Companies Act. The authorisation is proposed to concern the transfer of a maximum of 500,000 treasury shares held by the company.

The Board of Directors is authorised to decide on for whom and in what order the treasury shares are transferred. The Board of Directors can decide on the transfer of the treasury shares in all situations, apart from one where a shareholder has a pre-emptive right to the company's shares. The Board of Directors is authorised to decide on the share transfer price, other transfer conditions and a situation where the shares can be transferred against compensation other than money. The

authorisation includes the right to decide on the criteria according to which the transfer price is determined. The shares to be transferred on the basis of the authorisation are proposed to be used for financing and carrying out important arrangements for the company, such as business arrangements and investments, or other purposes decided on by the Board of Directors. The authorisation will be in effect until the following Annual General Meeting.

18. Other matters

There were no other matters.

19. Closing of the Meeting

The Chairman closed the meeting at 10.48.

In fidem

Emma Luttinen
Chairman, secretary

Kalle Kekkonen
Scrutinizer of the minutes

Lauri Antila
Scrutinizer of the minutes