

## AGENDA

- 1. Opening of the meeting**
- 2. Calling the meeting to order**
- 3. Election of persons to scrutinize the minutes and to supervise the counting of votes**
- 4. Recording the legality of the meeting**
- 5. Recording the attendance at the meeting and adoption of the list of votes**
- 6. Presentation of the financial statements, the report of the Board of Directors and the Auditor's report for the financial year 1.1.–31.12.2022**

Review of the President and CEO

The company's financial statements, the Annual Report and the Auditor's report will be available on the company's website at <https://apetit.fi/en/for-investors/> on week 10.

- 7. Presentation of the Statement of the Supervisory Board on the financial statements, Board of Directors' Management Report and Auditor's report**

The Annual Report 2022, which includes the Statement of the Supervisory Board, will be available on the company's website at <https://apetit.fi/en/for-investors/> on week 10.

- 8. Adoption of the financial statements and the consolidated financial statements**
- 9. Resolution on the distribution 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 0.50 per share be paid for the financial year 2022.

The dividend will be paid to a shareholder who is registered in the company's shareholder register maintained by Euroclear Finland Ltd on the record date of 17 April 2023. The Board of Directors proposes to the Annual General Meeting that the dividend be paid on 25 April 2023.

- 10. Resolution on the discharge of the members of the Supervisory Board and of the Board of Directors and the CEO from liability for the financial period 1 January to 31 December 2022**
- 11. Handling of the remuneration report for governing bodies**

The Board of Directors proposes that the Annual General Meeting adopts the Remuneration Report for 2022 for the governing bodies. According to the Companies Act, the decision is advisory. The Remuneration Report is available on the company's website <https://apetit.fi/en/for-investors/on> week 10 at the latest.

- 12. Resolution on the number of members of the Supervisory Board**

In accordance with Article 7 of the Articles of Association, the Supervisory Board comprises a minimum of 14 and a maximum of 18 members elected by the Annual General Meeting. The number of members of the Supervisory Board is currently 14 and 4 representatives of the personnel, i.e. 18 members in total.

Certain shareholders propose to the Annual General Meeting that the number of members of the Supervisory Board be fourteen (14).

Shareholders' proposal (in Finnish) is available on the company's website at [apetit.fi/agm2023](https://apetit.fi/agm2023).

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### **13. Resolution on the remuneration of members of the Supervisory Board**

The current meeting fee for the Chairman and members of the Supervisory Board is EUR 300. In addition, a monthly fee of EUR 1,000 has been paid to the Chairman and EUR 665 to the Deputy Chairman. The meeting fee is also paid to the members of the Nomination Committee for attending the meetings of the Nomination Committee and to the Chairman and Deputy Chairman of the Supervisory Board when they attend the Board meetings. Daily allowance and travel allowances for attending a meeting are paid in accordance with the company's travel rules.

Certain shareholders propose to the Annual General Meeting that the annual compensation is that the remuneration remains unchanged.

Shareholders' proposal (in Finnish) is available on the company's website at [apetit.fi/agm2023](https://apetit.fi/agm2023).

### **14. Election of the members of the Supervisory Board**

The term of the following five (5) Supervisory Board members will end on the Annual General Meeting 2023: Jaakko Halkilahti, Maisa Mikola, Petri Rakkolainen, Olli Saaristo ja Mauno Ylinen.

The company has received two separate proposals from the shareholders for the election of the members of the Supervisory Board:

Proposal 14 a)

Certain shareholders propose to the Annual General Meeting that Jaakko Halkilahti, Maisa Mikola, Petri Rakkolainen, Olli Saaristo and Mauno Ylinen be re-elected as members of the Supervisory Board.

Proposal 14 b)

Certain shareholders propose to the Annual General Meeting that Kalle Erkkola, Kimmo Joutsu, Vesa Korpimies, Eveliina Nyandoto and Kustaa Poikonen be elected as new members of the Supervisory Board.

Presentations of the new candidates for the Supervisory Board and the shareholders' proposals (in Finnish) are available on the company's website at <https://apetit.fi/agm2023>. The persons nominated as members of the Supervisory Board have given their consent for the election.

### **15. Appointment of two members to the Supervisory Board's Nomination Committee**

The company has received a proposal from certain shareholders for the election of the members to the Supervisory Board's Nomination Committee. Certain shareholders propose that Henrika Vikman be re-elected and Nicolas Berner be elected as a new member to the Supervisory Board's Nomination Committee.

Shareholders' proposal (in Finnish) is available on the company's website at <https://apetit.fi/agm2023>.

### **16. Resolution on the number of auditors**

The Board of Directors proposes to the Annual General Meeting that two auditors be elected for the company.

### **17. Resolution on the auditors' remuneration**

The Board of Directors proposes to the Annual General Meeting that the auditors be remunerated in accordance with reasonable invoices approved by the company.

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## **18. Election of the auditors**

The Board of Directors proposes to the Annual General Meeting that Ernst & Young Oy, authorized public accountants with Erika Grönlund, APA and Osmo Valovirta, APA as the principal auditor to be elected as the auditors. The auditors are elected until the closing of the Annual General Meeting 2024.

## **19. Authorizing the Board of Directors to decide on the repurchase of company's own shares**

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors to decide on the repurchase of a maximum of 80,000 (eighty thousand) of the company's own shares using the unrestricted equity of the company representing about 1,27 per cent of all the shares in the company. The authorization includes the right to accept company's own shares as a pledge. The shares shall be acquired through public trading, for which reason the shares are acquired otherwise than in proportion to the share ownership of the shareholders and the consideration paid for the shares shall be the market price of the company's share in public trading at Nasdaq Helsinki Ltd at the time of the acquisition. Shares may also be acquired outside public trading for a price which at most corresponds to the market price in public trading at the time of the acquisition. The Board of Directors will be authorized to resolve upon how the shares are acquired. The authorization includes the Board's right to resolve on a directed repurchase or the acceptance of shares as a pledge, if there is a weighty financial reason for the company to do so as provided for in Chapter 15, section 6 of the Finnish Limited Liability Companies Act. The shares shall be acquired to be used for execution of the company's share-based incentive schemes or for other purposes determined by the Board of Directors. The decision to repurchase or redeem company's own shares or to accept them as pledge shall not be made so that the shares of the company in the possession of or held as pledges by the company and its subsidiaries would exceed 10% of all shares. The Board of Directors shall decide on any other matters related to the repurchase of the company's own shares and/or accepting them as a pledge. The authorization is proposed to be valid until the closing of the Annual General Meeting 2024, however no longer than until 31 May 2024. The authorization cancels the authorization to repurchase shares granted at the Annual General Meeting on 5 May 2022.

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