

AGENDA

1. Opening of the meeting

2. Calling the meeting to order

Johanna Hölli-Koskipirtti, LL.M, will act as Chairman of the Annual General Meeting. Should Johanna Hölli-Koskipirtti for a weighty reason not be able to act as Chairman of the Annual General Meeting, the company's Board of Directors will appoint another person that it deems most suitable to act as Chairman. The Chairman may appoint a secretary for the Meeting.

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

Harri Eela appointed by the Board of Directors of Apetit, will scrutinize the minutes and supervise the counting of votes. Should Harri Eela for a weighty reason not be able to attend to these tasks, the company's Board of Directors will appoint another person that it deems most suitable to scrutinize the minutes and 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

Shareholders who have voted in advance in accordance with the instructions set out in this notice and who have the right to attend the Annual General Meeting in accordance with Chapter 5, Sections 6 and 6a of the Finnish Companies Act will be recorded to have attended the Annual General Meeting. The list of votes will be adopted according to the information provided by Euroclear Finland Ltd.

6. Presentation of the financial statement, the report of the Board of Directors and the Auditor's report for the year 2020

As shareholders can only participate in the Annual General Meeting by voting in advance, the Annual Report 2020 published on 11 March 2021, which includes the company's financial statement, the report of the Board of Directors and the auditor's report will be deemed to have been presented to the Annual General Meeting. The document is available on the company's website.

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

As shareholders can only participate in the Annual General Meeting by voting in advance, the Annual Report 2020 published on 11 March 2021, which includes the statement of the Supervisory Board will be deemed to have been presented to the Annual General Meeting. The document is available on the company's website.

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 on 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 2020 from the distributable funds of the company. The dividend will be paid to shareholders who are registered in the company's shareholder register maintained by Euroclear Finland Ltd on the record date of 1 June 2021. The Board of Directors proposes to the Annual General Meeting that the dividend be paid beginning from 8 June 2021.

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 2020

11. Handling of the remuneration report for governing bodies

As shareholders can only participate in the Annual General Meeting by voting in advance, the Remuneration Report for 2020 published by a stock exchange release on 11 March 2021, is deemed to have been presented to the Annual General Meeting.

The Board of Directors proposes that the Annual General Meeting adopts the Remuneration Report for 2020 for the governing bodies. According to the Companies Act, the decision is advisory.

The Remuneration Report is available on the company's website at apetit.fi/en/corporate-governance/remuneration/.

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 18. In addition, the personnel may appoint a total of four members to the Supervisory Board.

Certain shareholders have proposed to the Annual General Meeting that 18 members are elected to the Supervisory Board, i.e. the number of members shall remain unchanged.

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

The current meeting fee for the Chairmen 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 the meeting are paid in accordance with the company's travel rules.

Certain shareholders have proposed to the Annual General Meeting that the remuneration of the members of the Supervisory Board remains unchanged.

14. Election of the members of the Supervisory Board

The term of the following seven Supervisory Board members will end on the Annual General Meeting 2021: Harri Eela, Juha Hämäläinen, Laura Hämäläinen, Aki Kaivola, Jari Nevavuori, Markku Pärssinen and Johanna Takanen.

The company has received notices from certain shareholders, based on which the following persons are proposed be re-elected as members of the Supervisory Board:

- Harri Eela
- Juha Hämäläinen
- Laura Hämäläinen
- Jari Nevavuori
- Markku Pärssinen; and as new members

- Nicolas Berner; and
- Kirsi Ahlgren.

The other members of the Supervisory Board shall continue in office.

Presentations of the nominees for the new members of the Supervisory Board are available on the company's website at apetit.fi/en/corporate-governance/annual-general-meetings/annual-general-meeting-2021/.

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

The Nomination Committee of the Supervisory Board, which consists of the Chairman and Deputy Chairman of the Supervisory Board, the Chairman of the Board of Directors and two shareholders' representatives elected by the Annual General Meeting, makes a recommendation to the Supervisory Board on the composition of the Board of Directors and the remuneration paid to the members thereof.

The company has received two proposals for the two members of the Supervisory Board's Nomination Committee to be elected. Pekka Perälä is proposed to be re-elected and Henrika Vikman is proposed to be elected as a new member of the Nomination Committee. Each shareholder has proposed one member.

Presentation of Henrika Vikman is available on the company's website at apetit.fi/en/corporate-governance/annual-general-meetings/annual-general-meeting-2021/.

16. Resolution on the number of auditors and their remuneration

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

17. Election of the auditors

The Board of Directors proposes the following to the Annual General Meeting, based on the recommendation of the Audit Committee:

Primarily, Ernst & Young Oy, authorized public accountants, is proposed to be elected as the auditor with Erika Grönlund, APA as the auditor with principal responsibility and Osmo Valovirta, APA.

Secondarily, KPMG Oy, authorized public accountants, is proposed to be elected as the auditor, with Niklas Oikia, APA as the auditor with principal responsibility and Jukka Rajala, APA.

The auditor is elected until the end of the 2022 Annual General Meeting.

The proposals of the Board of Directors are based on the recommendation of the company's Audit Committee. The recommendation is based on the audit tender process carried out by the Audit Committee during autumn 2020. Audit Committee's recommendation is free of third-party influence.

18. 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 2022, however no longer than until 31 May 2022.

19. Authorizing the Board of Directors to decide on the issuing of new shares and on the transfer of Apetit Plc shares held by the company (share issue)

The Board of Directors proposes to the Annual General Meeting that the Board of Directors is authorized to decide on issuing new shares as follows: Based on the authorization, a total maximum of 600,000 (six hundred thousand) shares can be issued, which corresponds approximately to 9,5 % of all shares of the company at the moment. Based on the authorization, both new shares and shares held by the company may be issued. When issuing and transferring the shares, the shareholders' pre-emptive subscription right may be deviated from (directed issue), if the company has a weighty financial reason for doing so, such as the development of the company's capital structure, the financing and implementation of corporate acquisitions or other arrangements, or the implementation of a share-based incentive or reward scheme.

The minimum subscription price for each new share will be the nominal value of the share (EUR 2). The transfer price for Apetit Plc's shares held by the company must be at least the current value of the share at the time of transfer, determined by the price quoted in public trading on the Nasdaq Helsinki Ltd exchange. The Board of Directors has a right to issue shares against other consideration than money. When implementing share-based incentive plans shares can also be issued without consideration. The Board of Directors is also authorized to decide on the share subscription price and other terms and circumstances concerning the share issue.

The authorization is proposed to be valid until the end of the 2023 Annual General Meeting, however no longer than until 31 May 2023. The authorization revokes the earlier authorization to issue shares given on 27 March 2018.

20. Closing of the meeting
