

Proposals of the Board of Directors for the Annual General Meeting of Apetit Plc to be held on 28 May 2021

1. 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.

2. 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 Remuneration Report is available on the company's website.

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/](https://www.apetit.fi/en/corporate-governance/remuneration/).

3. 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.

4. 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 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 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 a free of third-party influence.

5. 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.

6. 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.