



AGENDA - ANNUAL GENERAL MEETING 2025 OF APETIT PLC

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.-31.12.2024

- Business review by the CEO

The company's Financial Statements Review, Board of Directors' Report and the Auditor's report will be available on the company's website at apetit.fi/en/for-investors in the week starting 10 March 2025.

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

The Annual Report 2024, which includes the Statement of the Supervisory Board, will be available on the company's website at apetit.fi/en/for-investors in the week starting 10 March 2025.

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 0.75 per share be paid for the financial year 2024.

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 14 April 2025. The Board of Directors proposes to the Annual General Meeting that the dividend to be paid on 23 April 2025.

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 2024

11. Handling of the remuneration report for governing bodies

The Board of Directors proposes that the Annual General Meeting adopts the Remuneration Report for 2024 for the governing bodies. According to the Companies Act, the decision is advisory. The Remuneration Report is available on the company's website apetit.fi/en/for-investors in the week starting 10 March 2025 at the latest.

12. Processing of the company's Remuneration Policy

The Board of Directors proposes to the Annual General Meeting that Apetit Plc's Remuneration Policy be approved. In accordance with the Limited Liability Companies Act, the resolution is advisory. The Remuneration Policy will be published in a stock exchange release at the latest on 14 March 2025 and, after the publication, it will be available on the company's website at apetit.fi/en/corporate-governance/remuneration/.

13. 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 16 and 4 representatives of the personnel, i.e. 20 members in total.

Certain shareholders propose to the Annual General Meeting, that the number of the members of the Supervisory Board remain unchanged and is sixteen (16).

Shareholders' proposal (in Finnish) is available on the company's website at apetit.fi/en/agm2025.

14. 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.

Supervisory Board's Nomination Committee proposes to the Annual General Meeting that the meeting fee of the Chairman of the Supervisory Board is EUR 500 and the annual fee is EUR 15,000 and that the remuneration of the members of Supervisory Board remains unchanged. Meeting allowances are paid to the members of the Supervisory Board also when they attend meetings of the Supervisory Board's Nomination Committee or the company's other governing bodies. For the members of the Supervisory Board's Nomination Committee who are not members of the Supervisory Board, the meeting allowance is EUR 300 for their attendance in the meetings of the Supervisory Board or the Supervisory Board's Nomination Committee.

Proposal of the Supervisory Board is available on the company's website at apetit.fi/en/agm2025.

15. Election of the members of the Supervisory Board

The following four (4) Supervisory Board members are in term of resignation on the Annual General Meeting 2025: Jonas Laxåback, Tommi Mäkelä, Pekka Perälä and Markku Pärssinen.

Certain shareholders propose to the Annual General Meeting that Tommi Mäkelä is re-elected and Eveliina Nyandoto, Erno Toikka and Susanne West are elected as new members to 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 apetit.fi/en/agm2025. The persons proposed to be nominated as members of the Supervisory Board have given their consent for the election.

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

According to the Articles of Association, the Supervisory Board, together with the Nomination Committee, prepares a proposal to the Annual General Meeting on the number of members of the Board of Directors, the persons to be elected to the Board of Directors, the Chairman and Deputy Chairman of the Board of Directors, and the remuneration to be paid to them.

According to Section 4 of the Articles of Association, the Board of Directors shall consist of a minimum of 5 and a maximum of 7 members elected at the Annual General Meeting. The number of members of the Board of Directors is currently 5.

The Supervisory Board proposes to the General Meeting that five (5) members are to be elected to the Board of Directors.

17. Resolution on the remuneration of Chairman, Deputy Chairman and members of the Board of Directors

The current meeting fee for the Chairman, Deputy Chairman and members of Committee members of Board of Directors has been EUR 700. The meeting fee for other members of Board of Directors has been EUR 500. In addition, an annual fee of EUR 55,000 has been paid to the Chairman and EUR 35,000 to the Deputy Chairman of the Board. The annual fee for other members of the Board of Directors has been EUR 30,000. Daily allowance and travel allowances for attending a meeting are paid in accordance with the company's travel rules.

Supervisory Board proposes to the Annual General Meeting that the annual fee for the Chairman of the Board of Directors is EUR 60,000 and the annual fee for the Deputy Chairman of the Board of Directors EUR 38,000 and the annual fee for other members of the Board of Directors is EUR 33,000. The meeting allowances remain unchanged. Meeting allowances are also paid to the members of the Board of Directors when they attend the meetings of the Supervisory Board or the Supervisory Board's Nomination Committee. Daily allowance and travel allowances for attending a meeting are paid in accordance with the company's travel rules.

18. Election of the Chairman and Deputy Chairman of the Board of Directors

The current Chairman of the Board of Directors is Lasse Aho and Deputy Chairman the Board of Directors is Niko Simula. Lasse Aho has announced that he will no longer be available for re-election.

Supervisory Board proposes to the Annual General Meeting, that Erkki Järvinen is elected as new to the Chairman of the Board of Directors and Niko Simula re-elected as the Deputy Chairman of the Board of Directors.

19. Election of other members of the Board of Directors

The current other members of the Board of Directors are Heli Arantola, Antti Korpiemi and Kati Sulin.

Supervisory Board proposes to the Annual General Meeting, that Heli Arantola, Antti Korpiemi and Kati Sulin are re-elected as the other members of the Board of Directors.

20. Election of two members to the Supervisory Board's Nomination Committee

The two members of the Supervisory Board's Nomination Committee, elected by the Annual General Meeting, are currently Nicolas Berner and Jari Laaninen.

Certain shareholders propose to the Annual General Meeting that Nicolas Berner is re-elected and Annikka Hurme is elected as a new member to the Supervisory Board's Nominating Committee.

Shareholders' proposal (in Finnish) is available on the company's website at apetit.fi/en/agm2025.

21. Election of the auditor



The Board of Directors proposes to the Annual General Meeting that Ernst & Young Oy, authorized public accountant Osmo Valovirta, APA as the principal auditor is to be re-elected as the auditor.

The Board of Directors proposes to the Annual General Meeting that Ernst & Young Oy, authorized sustainability accountant Osmo Valovirta, ASA as the principal sustainability auditor is to be elected as the sustainability auditor.

The auditors are elected until the closing of the Annual General Meeting 2026.

22. 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 2026, however no longer than until 31 May 2026. The authorization cancels the authorization to repurchase shares granted at the Annual General Meeting on 11 April 2024.

23. Closing of the meeting