



INVITATION TO THE ANNUAL GENERAL MEETING OF APETIT PLC

Notice is given to the shareholders of Apetit Plc (“**Apetit**” or the “**company**”) to the Annual General Meeting which will be held on Thursday 13 April 2023, beginning at 1:00 p.m. EEST at the company’s head office at the address Maakunnantie 4, Säkyli, Finland (restaurant Myllynkivi). The reception of registered meeting participants and distribution of voting ballots will commence at the meeting venue at 11:00 a.m. EEST.

A. Matters on the Agenda of the Annual General Meeting

At the Annual General Meeting, the following matters shall be considered:

- 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 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 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 to 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 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/en/agm2023.

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/en/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 Poutiainen 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 apetit.fi/en/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 apetit.fi/en/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.

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.

20. Closing of the meeting

B. Documents of the Annual General Meeting

The agenda of the Annual General Meeting, the aforementioned proposals for resolutions on the agenda of the Annual General Meeting and this notice are available on the company's website at apetit.fi/en/agm2023. The company's financial statements, Annual Report and auditor's report as well as governance statement, remuneration report and corporate responsibility report will be available on the said website on week 10. The proposals and other documents referred to above are also available at the Annual General Meeting. The minutes of the Annual General Meeting will be available on the above-mentioned website at the latest by 27 April 2023.

C. Instructions for the participants in the Annual General Meeting



1. Shareholder registered in the shareholders' register of the company

Each shareholder who is registered in the shareholders' register of the company held by Euroclear Finland Ltd on 30 March 2023, has the right to participate in the Annual General Meeting. A shareholder, whose shares are registered on his/her personal Finnish book-entry account, is registered in the shareholders' register of the company.

Registration for the Annual General Meeting will begin at 10:00 a.m. EET on 1 March 2023. A shareholder registered in the shareholders' register of the company, who wishes to participate in the Annual General Meeting, must register for the Annual General Meeting no later than by 5 April 2023 at 4:00 p.m. EEST, by which time the registration must have been received by the company.

Registration for the Annual General Meeting can be made starting at 10:00 a.m. EET on 1 March 2023 in the following ways:

1. through the company's website at apetit.fi/en/agm2023.

Private individuals will log in to the system through strong electronic identification with online banking codes or mobile certificate. Shareholders who are legal persons will need the number of the shareholder's book-entry account together with the business ID or other identification code for the login. If shareholders who are legal persons use the electronic Suomi.fi authorization, registration requires a strong electronic authentication of the authorized person by using a Finnish bank ID or Finnish mobile certificate.

2. by regular mail to: Apetit Oyj/Yhtiökokous, P.O. Box 130, 02780 Säkylä, Finland.

3. by telephone +358 10 402 2111 (during weekdays between 9:00 a.m. and 4:00 p.m. EEST);

In connection with the registration, the information requested shall be provided, such as the name of the shareholder, date of birth/personal identification number or business identification number, address, telephone number and email address as well as the name of any assistant or proxy representative, as well as the date of birth/personal identification number of a proxy representative. The personal information is used only in connection with the Annual General Meeting and with the processing of related registrations.

Shareholder, their authorized representative or proxy representative shall, to the extent necessary, be able to prove their identity and/or right of representation at the meeting venue.

2. Holders of nominee registered shares

A holder of nominee registered shares has the right to participate in the Annual General Meeting by virtue of such shares, based on which they on the record date of the Annual General Meeting Monday 30 March 2023 would be entitled to be registered in the shareholders' register held by Euroclear Finland Oy. The right to participate in the Annual General Meeting requires, in addition, that the shareholder on the basis of such shares has been temporarily registered into the shareholders' register held by Euroclear Finland Oy at the latest at 10:00 a.m. EEST on 6 April 2023. This is considered as sufficient registration for holders of nominee registered shares wanting to participate in the Annual General Meeting. Any changes in the ownership of shares after the record date of the Annual General Meeting do not affect the right to participate in the meeting or the number of votes of the shareholder.

A holder of nominee registered shares is advised to request without delay necessary instructions regarding the registration in the temporary shareholder's register of the company, the issuing of proxy documents, voting instructions and registration for the Annual General Meeting from their custodian bank. The account manager of the custodian bank has to temporarily register a holder of nominee registered shares, who wants to participate in the Annual General Meeting, into the shareholders'



register of the company no later than the time stated above and if necessary, take care of advance voting on behalf of the nominee-registered shareholder before the end of the registration period for nominee-registered shareholders.

Further information is also available on the company's website apetit.fi/en/agm2023.

3. Proxy representative and powers of attorney

A shareholder is entitled to participate and use its, his or her rights as a shareholder at the Annual General Meeting by a proxy representative.

Shareholders may, if they wish so, authorize Senior Legal Counsel Jaakko Heliö from Fondia Plc as their proxy representative in the Annual General Meeting free of charge. However, a shareholder must also register for the Annual General Meeting in the manner described above in order to authorize a proxy, even if they will not attend the meeting in person. By issuing a proxy to Fondia Plc's Senior Legal Counsel Jaakko Heliö, a shareholder exercises their rights at the Annual General Meeting by a proxy. A template to issue a proxy to Fondia Plc's lawyer can be found at the company's website at apetit.fi/en/agm2023. It may be specified in the proxy on a case-by-case basis how the proxy representative should act and vote on behalf of the shareholder in a potential voting situation. The proxy can be sent by e-mail in PDF-format to jaakko.helio@fondia.com or by regular post to Fondia Plc, Jaakko Heliö / Apetit Oyj, P.O. Box 4, 0010 Helsinki, Finland, before the end of the notification of participation period of the Annual General Meeting.

A shareholder may participate in the Annual General Meeting and exercise their rights there also through another proxy representative. Shareholder's proxy representative shall present a dated proxy document or otherwise demonstrate their right to represent the shareholder at the Annual General Meeting in a reliable manner. A proxy template is available on the company's website apetit.fi/en/agm2023. The representative must be prepared to present the original proxy document at the Annual General Meeting at the latest.

When a shareholder participates in the Annual General Meeting by means of several proxy representatives representing the shareholder with shares in different book-entry accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the Annual General Meeting.

The representative must send the proxy received by e-mail to the following address agm@apetit.fi or by regular mail to Apetit Plc/Yhtiökokous, P.O. Box 130, 27801 Säkylä, Finland before the end of the notification of participation period, i.e. at the latest by 5 April 2023 at 4:00 p.m. EEST, by which time the mentioned documents or similar information must be received. Shareholders or proxy representatives of shareholders are also required to ensure that they register for the Annual General Meeting in the manner described above in this notice.

Shareholders who are legal persons can also use the electronic Suomi.fi authorization service in Euroclear Finland Oy's general meeting service instead of the traditional proxy. In such case, a shareholder who is legal person authorizes an assignee nominated by it in the Suomi.fi service at www.suomi.fi/e-authorizations using the authorization topic "Representation at the General Meeting". The assignee must identify himself/herself with strong electronic authentication in Euroclear Finland Oy's general meeting service when registering, after which the electronic mandate is automatically checked. The strong electronic authentication works with a Finnish bank ID or a Finnish mobile certificate. More information on www.suomi.fi/e-authorizations.

The websites mentioned above also provide information on registering for the Annual General Meeting and voting in advance for a minor, other impaired or foreign shareholder who has a Finnish book-entry account.



4. Other instructions and information

The meeting will be held in Finnish and there is no simultaneous interpretation into English.

Shareholders present at the Annual General Meeting have the right to ask questions about the matters discussed at the meeting in accordance with Chapter 5, Section 25 of the Companies Act.

Changes in the shareholding after the record date for the Annual General Meeting do not affect the right to participate in the Annual General Meeting or the number of votes of the shareholder.

On the date of this notice to the Annual General Meeting, 16 February 2023, the total number of shares and votes in Apetit Plc is 6,317,576 shares and votes. On the date of this notice, the company holds 77,668 own shares, which do not have voting right in the Annual General Meeting. According to § 10 of the company's articles of association, at the Annual General Meeting, no shareholder is entitled to vote with more than one-tenth of the number of votes represented at the meeting.

The company's annual report will be published in Finnish and English on Apetit Plc's website on week 10.

Säkylä, 15 February 2023

Apetit Plc

Board of Directors

For further information, please contact:

CFO Susanna Tevä

firstname.lastname (a) apetit.fi

Apetit is a food industry company firmly rooted in Finnish primary production. Our operations are based on a unique and sustainable value chain: we create well-being with vegetables by offering tasty food solutions that make daily life easier and produce high-quality vegetable oils and rapeseed expellers for feeding stuff. Apetit Plc's shares are listed on Nasdaq Helsinki. In 2022, Apetit Group's net sales were EUR 182 million.