



## **Proposals of the Board of Directors for the Annual General Meeting of Apetit Plc to be held on 13 April 2023**

### **1 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.

### **2 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**

### **3 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>.

### **4 Resolution on the number of auditors**

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

### **5 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.

### **6 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.

### **7 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.