



Articles of Association

Proposal for the new Articles of Association for Apetit Plc in Annual General Meeting 11 April 2024.

§1 Company name and domicile

The name of the Company is Apetit Oyj, in Swedish Apetit Abp and in English Apetit Plc. The Company's domicile is Säkylä.

2 §: Sphere of operations

The Company engages in commercial activities concerning food and other related activities in Finland and abroad either directly or through subsidiaries or associated companies. The Company may own and manage real estate and shares and other securities and engage in trade in them. As the parent company, the Company may take care of the Group's administration, financing and other common Group tasks.

3 §: Book-entry system

The Company's shares are included in the book-entry system.

4 §: Board of Directors

The Board of Directors comprises a minimum of five and a maximum of seven members elected by the Annual General Meeting.

The term of office of a member of the Board of Directors begins at the close of the Annual General Meeting at which the member in question was elected and ends at the close of the next Annual General Meeting.

The Board of Directors is quorate when the Chair and at least half of the other Board members are present or, in the Chair's absence, when the Deputy Chair and at least half of the other Board members are present.

§5 CEO

The Company has a CEO elected by the Board of Directors.

The Company may have one or more Vice-CEO appointed by the Board of Directors.

§6 Authorization to sign for the Company

The Company is signed for by the members of the Board of Directors, two together, and the President or a holder of procuration authorized by the Board of Directors together with a member of the Board of Directors or another holder of procuration.

§7 Supervisory Board

The Supervisory Board comprises a minimum of 14 and a maximum of 18 members elected by the shareholders' meeting.



A member's term of office begins at the close of the Annual General Meeting at which the member in question was elected and ends at the close of the third Annual General Meeting following their election. In order to ensure that a third or a number closest to a third of the members' terms ends annually, new members' terms can exceptionally be limited to one or two years.

The first Supervisory Board meeting immediately following the Annual General Meeting shall be convened by the eldest member of the Supervisory Board.

The Supervisory Board annually elects a chairman and a vice chairman from among its members.

The Supervisory Board convenes at the summons of the chairman or, if the chairman is prevented, by the deputy chairman. The Supervisory Board is quorate when more than half its members are present. The proposition supported by more than half of the members present at the meeting shall be the Supervisory Board decision and if the votes fall even, the proposition supported by the chairman.

8 §: Nomination Committee of the Supervisory Board

The Company has a Nomination Committee of the Supervisory Board, which comprises the Chair and the Deputy Chair of the Supervisory Board as well as two members elected by the Annual General Meeting. The Nomination Committee is chaired by the Chair of the Supervisory Board or, in the Chair's absence, by the Deputy Chair of the Supervisory Board.

The term of office of a member of the Nomination Committee begins at the close of the Supervisory Board meeting following the Annual General Meeting at which the member in question was elected and ends at the close of the Supervisory Board meeting following the next Annual General Meeting after the election.

The Nomination Committee, together with the Supervisory Board, 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 Chair and the Deputy Chair of the Board of Directors and the remuneration paid to them.

9 §: Tasks of the Supervisory Board

The Supervisory Board supervises the management of the Company exercised by the Board of Directors and the CEO.

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 Chair and the Deputy Chair of the Board of Directors and the remuneration paid to them.

The Supervisory Board provides the Annual General Meeting with a statement on the financial statements, the auditor's report and the Board of Directors' report.

§10 Notice of the Annual General Meeting

The notice of the Annual General Meeting must be published on the Company's website and in any other manner decided by the Board of Directors at the earliest two months and at the latest 21 days before the Annual General Meeting.



In order to attend the meeting, shareholders shall register with the Company at the latest on the date specified in the Board of Directors notice, at the earliest ten days before the meeting.

11 §: Annual General Meeting

The Annual General Meeting is held annually at the latest in May on a date determined by the Board of Directors.

At the Annual General Meeting, the following is

presented

1. financial statements and the Board of Directors' report
 2. auditor's report
 3. Supervisory Board's statement on the financial statements, the auditor's report and the Board of Directors' report
- decided
4. approval of the financial statements and the consolidated financial statements
 5. measures called for by the profit or loss reported in the confirmed balance sheet
 6. granting discharge of liability to the members of the Board of Directors and Supervisory Board and to the CEO
 7. number and remuneration of the members of the Supervisory Board
 8. number and remuneration of the members of the Board of Directors
- elected
9. members of the Supervisory Board
 10. Chair and Vice Chair of the Board of Directors
 11. other members of the Board of Directors
 12. two members of the Nomination Committee of the Supervisory Board
 13. auditor
- dealt with
14. other matters mentioned in the notice of the meeting.

No single shareholder is entitled to exercise voting rights representing more than one tenth of the votes at a General Meeting.

12 §: Financial year

The Company's financial year is a calendar year.



13 §: Auditors

The Company has one auditor who must be an audit firm as referred to in the Auditing Act.

The auditor's term of office ends at the close of the Annual General Meeting following the auditor's election.