

**Resolution on the use of the profit shown on the balance sheet and the payment of dividend**

The Board of Directors proposes to the Annual General Meeting that for the financial year 1 January 2020 - 31 December 2021 a dividend of EUR 0.03 be paid for each share. The dividend shall be paid to shareholders registered on the record date as a shareholder in the Company's shareholders' register maintained by Euroclear Finland Ltd. The Board of Directors proposes that the record date for the dividend payment be 12 April 2021 and the payment date be 19 April 2021.

**Resolution on the remuneration of the members of the Board of Directors**

The Shareholders' Nomination Board proposes to the Annual General Meeting that the fees remain unchanged and accordingly that the following yearly fees be paid to the members of the Board of Directors for the term beginning at the end of the Annual General Meeting and ending at the end of the 2022 Annual General Meeting:

Chair of the Board of Directors EUR 70,000;

Vice Chair of the Board of Directors EUR 37,500;

other ordinary members of the Board of Directors EUR 30,000;

deputy members of the Board of Directors EUR 15,000;

in addition, to the Board member functioning as Chair of the Audit Committee EUR 7,500 and to the Board member functioning as Chair of other committees (Compensation, Working and Special Committee) EUR 5,000.

The Shareholders' Nomination Board also proposes that the annual remuneration to Board members and deputy members is paid in Company shares and cash so that 25% of the remuneration will be paid in the Company shares to be acquired on the market on the Board members' behalf, and the rest will be paid in cash. The shares will be acquired within two weeks after the publication of HKScan Corporation's interim report 1 January - 30 June 2021 provided that the acquisition of shares can be made according to applicable regulations. In case the acquisition of the shares cannot be made within the said period, the acquisition shall be made without unnecessary delay after the acquisition restriction has ended. If payment in shares cannot be carried out due to reasons related to either the Company or a Board member, annual remuneration shall be paid entirely in cash. The Company will pay any costs related to the transfer of the Company shares.

The Shareholders' Nomination Board proposes that a compensation of EUR 600 per a meeting is paid for all the Board members for each attended Board and Board committee meeting, and a compensation of EUR 300 for a meeting or occasion, which requires participation as member of the Board of Directors. Travel expenses of the members of the Board of Directors will be compensated according to the Company's travel policy.

## **Resolution on the number of members of the Board of Directors**

The Shareholders' Nomination Board proposes to the Annual General Meeting that six (6) ordinary members and two (2) deputy members be elected to the Board of Directors.

## **Election of the members of the Board of Directors**

The Shareholders' Nomination Board proposes to the Annual General Meeting that Reijo Kiskola, Anne Leskelä, Jari Mäkilä, Per Olof Nyman, Harri Suutari and Terhi Tuomi be re-elected as members of the Board of Directors and Carl-Peter Thorwid and Ilkka Uusitalo be re-elected as deputy members of the Board of Directors for a term starting at the end of the Annual General Meeting and expiring at the closing of the 2022 Annual General Meeting.

### **Resolution on the remuneration of the auditor**

The Board of Directors' Audit Committee has prepared a proposal to the Board of Directors. The Board of Directors proposes to the Annual General Meeting that the remuneration of the auditor be paid according to the auditor's invoice accepted by the Company.

### **Election of auditor**

The Board of Directors' Audit Committee has prepared a proposal to the Board of Directors. The Board of Directors proposes to the Annual General Meeting that auditing firm Ernst & Young Oy be elected as auditor of the Company until the end of the Annual General Meeting 2022. Auditing firm Ernst & Young has notified the Company that it will appoint Erkkä Talvinko, Authorized Public Accountant, as the lead audit partner.

The Board of Directors also proposes that the general meeting requests the auditor to give a statement in the auditor's report on the adoption of the financial statements, the granting of discharge from liability and the Board of Directors' proposal for distribution of funds.

**Proposal of the Board of Directors on authorizing the Board of Directors to decide on share issue as well as option rights and other special rights entitling to shares**

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors to decide on share issue as well as issue of option rights and other special rights entitling to shares, pursuant to Chapter 10 of the Companies Act as follows:

The shares issued under the authorization are those Series A shares that are in the company's possession. Under the authorization, a maximum of 2,000,000 Series A shares, which corresponds to approximately 2.00 percent of all the shares in the Company and approximately 2.14 percent of all the Series A shares in the Company, can be issued. The shares, option rights or other special rights entitling to shares can be issued in one or more tranches.

The authorization to issue new shares, option rights as well as other special rights entitling to shares is proposed to enable the Board of Directors to decide to implement share-based incentive arrangements and payment of the share-based remuneration directed to the management of the company and the group companies. The Board of Directors is authorized to resolve on all other terms for the share issue and granting of the special rights entitling to shares. Due to the purpose of use of the authorization the Board of Directors is authorized to resolve on a directed share issue and issue of the special rights entitling to shares in deviation from the shareholders' pre-emptive right. A directed share issue always requires a weighty economic reason for the Company and the authorization may not be utilized inconsistently with the principle of equal treatment of shareholders.

The authorization shall be effective until 30 June 2022.

The authorization revokes that granted on 10 June 2020 by the Annual General Meeting to the Board of Directors to decide on share issue as well as option rights and other special rights entitling to shares.

**Proposal of the Board of Directors on authorizing the Board of Directors to decide on the acquisition of the Company's own Series A shares and/or on the acceptance as pledge of the Company's own Series A shares**

The Board of Directors proposes to the Annual General Meeting that the Board of Directors be authorized to decide on the purchase of the Company's own Series A shares and/or on the acceptance of the Company's own Series A shares as pledge as follows:

The aggregate number of own Series A shares to be acquired and/or accepted as pledge shall not exceed 4,700,000 Series A shares in total, which corresponds to approximately 4.70 percent of all the shares in the Company and approximately 5.00 percent of all the Series A shares in the Company. However, the Company, together with its subsidiaries, cannot at any moment own and/or hold as pledge more than 10 percent of all the shares in the Company.

The Company's own Series A shares may be purchased based on the authorization only by using non-restricted equity, which consequently reduces the amount of the funds available for distribution of profits. The Company's own Series A shares may be purchased for a price quoted in public trading on the purchase day or for a price otherwise determined by the market.

The shares may be purchased under the proposed authorization to develop the capital structure of the Company. In addition, the shares may be repurchased under the proposed authorization to finance or carry out acquisitions or other arrangements, as a part of incentive schemes and payment of share-based remuneration or to be transferred for other purposes, or to be cancelled.

The Board of Directors shall resolve upon the method of purchase. Among other means, derivatives may be utilized in purchasing the shares. The shares may be purchased in a proportion other than that of the shares held by the shareholders (directed purchase). A directed purchase of the Company's own shares always requires a weighty economic reason for the Company and the authorization may not be utilized inconsistently with the principle of equal treatment of shareholders.

The authorization is effective until 30 June 2022.

The authorization revokes that granted on 10 June 2020 by the Annual General Meeting to the Board of Directors to acquire and/or accept as pledge the company's own Series A shares.

## **Amendment of the charter of the Shareholders' Nomination Board**

The Shareholders' Nomination Board proposes to the Annual General Meeting that items 2, 6, 8 and 10 of the charter of the Nomination Board be amended:

item 2, the largest shareholders are determined based on the shareholders' register on the last business day of May preceding the next Annual General Meeting;

item 6, when preparing the proposal on the composition of the Board of Directors, also the diversity principles determined by the company shall be taken into consideration;

item 8, the Nomination Board shall submit its proposals to the Board of Directors annually by 15 January; and

item 10, the Nomination Board informs the Board of Directors of the proposals to the Annual General Meeting before they are published.

The amended charter is attached to this proposal.