



ANNUAL GENERAL MEETING OF ROBIT PLC 15 MARCH 2023 AT 2.00 P.M.

TIME: 15 March 2023 at 2 p.m.

PLACE: Tampere hall, at Yliopistonkatu 55, 33100 Tampere, Finland

PRESENT: The shareholders set out in the list of votes adopted at the meeting were present or represented at the meeting ([Appendix 1](#)).

The Chairman of the Board Harri Sjöholm, Board Members Mikko Kuitunen, Anne Leskelä, Eeva-Liisa Virkkunen, Markku Teräsvasara, Chief Executive Officer Arto Halonen and a Candidate of Board Member Lasse Aho and the Company's Auditor-in-charge Toni Halonen, Authorised Public Accountant, and Candidate of Company's Auditor PricewaterhouseCoopers Oy's intended appointment for Auditor-in-charge Markku Katajisto, Authorised Public Accountant, were present at the meeting. In addition, technical meeting staff and Attorneys at Law Johan Roman and Jari Gadd were present at the General Meeting.

1 OPENING OF THE MEETING

The Chairman of the Board Harri Sjöholm opened the meeting.

2 CALLING THE MEETING TO ORDER

Attorney at Law Johan Roman was elected as Chairman of the Meeting and he called Attorney at Law Jari Gadd as secretary of the Meeting.

The Chairman of the Meeting explained the procedures for discussing the matters on the Meeting agenda.

The Chairman noted that certain nominee registered shareholders had provided the company with voting instructions prior to the Meeting, and gave a description of the voting instructions, a summary of which was enclosed to the minutes ([Appendix 6](#)).

Custodian banks representing the above-mentioned shareholders had informed the Company that their clients did not demand a vote on those agenda items, under which the instruction had been to oppose to the proposed resolution or to abstain from taking part in the decision-making, but that it would be sufficient that such votes were duly recorded in the minutes.

The Chairman noted that the above procedures would be adhered to during the meeting and that opposing or abstaining votes would be recorded in the minutes under each agenda item concerned. The Chairman further noted that, to the extent the summary lists included opposing votes that had been presented without any counterproposal under such agenda items where it is not possible to vote against the proposal without presenting a counterproposal, such votes would not be formally acknowledged as opposing votes, and they would not be recorded under the relevant agenda items.

3 ELECTION OF PERSONS TO SCRUTINISE THE MINUTES AND TO SUPERVISE THE COUNTING OF VOTES

Seppo Palkola was elected as Scrutinizer of the Minutes and as Supervisor of Counting of the Votes.

4 RECORDING THE LEGALITY OF THE MEETING

It was noted that the summons to the Annual General Meeting had been published on the Company's website and as a stock exchange release on 20 February 2023, and that in accordance with the summons, the advance registration should have been completed by 6 March 2023 at 10.00 a.m. at the latest.

It was noted that the summons to the Annual General Meeting had been corrected on 4 March 2023 by publishing the corrected summons on the Company's website and a stock exchange release. The Board of Directors withdrew the proposal of payment of dividends and proposed to the Annual General Meeting that EUR 0.02 per outstanding share be paid from the company's distributable funds to the shareholders.

It was noted that the Annual General Meeting documents have been available on the Company's website as of 22 February 2023. It was noted that the proposals to the General Meeting had been published in their entirety on the Company's website on 20 February 2023.

It was noted that the General Meeting was duly convened in accordance with the Company's articles of association and the Finnish Limited Liability Companies Act and, thus, the General Meeting constituted a quorum.

The corrected summons to the Annual General Meeting was attached to the minutes ([Appendix 2](#)).

5 RECORDING ATTENDANCE AT THE MEETING AND ADOPTION OF THE LIST OF VOTES

The Register of Attendance and Votes at the beginning of the General Meeting was presented and, based on the record, 45 shareholders were represented at the General Meeting either in person or by a proxy representative or a power of attorney ([Appendix 1](#)).

At the beginning of the General Meeting 11,298,853 shares, representing 11,298,853 votes and approximately 53.35 % of all votes were represented at the General Meeting.

It was noted that the Register of Votes will be re-confirmed to represent the current attendance in case of a vote.

6 PRESENTATION OF THE FINANCIAL STATEMENTS AND CONSOLIDATED FINANCIAL STATEMENTS, THE ANNUAL REPORT AND THE AUDITOR'S REPORT FOR THE YEAR 2022

The Chairman of the Board of Directors Harri Sjöholm gave a presentation on the governance and activities of the Company during the financial year 2022.

The Company's Chief Executive Officer Arto Halonen gave a presentation on the Company's activities during financial year 2022 and presented the central items from the Financial Statements and the Report of the Board of Directors for the financial year ended 31 December 2022.

The Company's Financial Statements and the Report of the Board of Directors for the financial year 1 January–31 December 2022 were presented.

Shareholders' questions were answered.

It was noted that the documents concerning the Company's Financial Statements and audit had been available on the Company's website for the time period leading up to the General Meeting as required by the Finnish Limited Liability Companies Act.

The Financial Statements were attached to the Minutes ([Appendix 3](#)).

The Company's Auditor-in-charge Toni Halonen, Authorised Public Accountant, presented the main items in the Auditor's report.

The Auditor's Report was presented and attached to the Minutes ([Appendix 4](#)).

7 THE ADOPTION OF THE FINANCIAL STATEMENTS, WHICH ALSO INCLUDES THE ADOPTION OF CONSOLIDATED FINANCIAL STATEMENTS

The General Meeting adopted the Financial Statements and the Consolidated Financial Statements for the financial year 1 January–31 December 2022.

8 USE OF THE PROFIT SHOWN IN THE BALANCE SHEET AND DECIDING ON THE PAYMENT OF DIVIDENDS

It was noted that the Board of Directors has proposed to the Annual General Meeting that based on the adopted balance sheet for the financial period ended 31 December 2022, no dividend be paid.

The General Meeting resolved that the profit for the financial year 2022 be transferred to the previous accounting period's retained earnings account and that no dividend be paid based on the adopted balance sheet of Robit Plc for the financial year 2022.

9 RESOLUTION TO DISTRIBUTE FUNDS FROM THE COMPANY'S INVESTED UNRESTRICTED EQUITY FUND

It was noted that the Board of Directors proposes to the Annual General Meeting that EUR 0.02 per outstanding share be paid from the company's distributable funds to the shareholders. The distribution of funds will be executed as repayment of capital from the company's invested unrestricted equity fund. A shareholder who is entered in the company's shareholder register maintained by Euroclear Finland Ltd on the record date of the repayment of capital on 22 September 2023 is entitled to a repayment. The repayment of capital shall be distributed on 29 September 2023. The company currently has 21,127,592 outstanding shares and holds 52,308 treasury shares. The refund of capital to be distributed would therefore amount to EUR 422,551.84.

The General Meeting resolved that EUR 0.02 per outstanding share be paid from the company's distributable funds to the shareholders. The distribution of funds will be executed as repayment of capital from the company's invested unrestricted equity fund.

A shareholder who is entered in the company's shareholder register maintained by Euroclear Finland Ltd on the record date of the repayment of capital on 22 September 2023 is entitled to a repayment. The repayment of capital shall be distributed on 29 September 2023.

10 RESOLUTION ON THE DISCHARGE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE CEO FROM LIABILITY

It was resolved to discharge of the members of the Board of Directors and the Chief Executive Officer from liability for the financial year ended on 31 December 2022.

11 HANDLING OF REMUNERATION REPORT FOR GOVERNING BODIES

The Chairman of the Board of Directors Harri Sjöholm gave a presentation on the remuneration report of the Company's governing bodies.

The remuneration report of the Company's governing bodies was attached to the Minutes ([Appendix 5](#)).

It was recorded that the remuneration policy was handled. The General Meeting resolved to accept the remuneration policy. The decision is advisory under the Finnish Limited Liability Companies Act.

A total of 162,000 opposing votes of the nominee registered shareholders were recorded under this agenda item.

12 RESOLUTION ON THE NUMBER OF BOARD MEMBERS

It was recorded that the Shareholders' Nomination Board had proposed to the General Meeting that six (6) members be elected to the Board of Directors.

It was resolved in accordance with the proposal of the Shareholders' Nomination Board that six (6) members are elected to the Board of Directors.

13 RESOLUTION ON THE REMUNERATION OF THE BOARD MEMBERS

It was noted that the Shareholders' Nomination Board had proposed to the Annual General Meeting that the annual remuneration payable to the Chairman of the Board is EUR 55,000, and to each Board Member is EUR 30,000, of which 40% will be paid as shares and the remaining 60% as an advance tax withheld and paid to the Finnish Tax Administration by the company.

The Shareholders' Nomination Board had also proposed to the Annual General Meeting that the additional compensation of EUR 500 be paid to the Board Members for each board meeting or committee meeting they have attended. Should the meeting be organised remotely, and it lasts maximum of 1 hour, shall the compensation be EUR 250 per meeting. Additionally, other costs such as travel and lodging expenses shall also be compensated.

The annual remuneration for the entire term of office will be paid to the Chairman of the Board and to the Board Members in December 2023. The shares that form part of the remuneration payable to the Chairman of the Board and to the Board Members can be new shares issued by the company or shares acquired thereby pursuant to an authorisation provided to the Board of Directors by the General Meeting. The receiver of the remuneration will pay the applicable transfer tax.

The General Meeting resolved to pay remuneration to the Board Members in accordance with the proposal made to the General Meeting.

14 ELECTION OF BOARD MEMBERS

It was recorded that the Shareholders' Nomination Board had proposed to the Annual General Meeting that current Board Members Mikko Kuitunen, Anne Leskelä and Harri Sjöholm, Markku Teräsvasara and Eeva-Liisa Virkkunen be re-elected for a term of office, which will continue until the end of the following Annual General Meeting. Furthermore, it was recorded that the Shareholders' Nomination Board had proposed to the General Meeting that Lasse Aho be elected as new member of the Board of Directors for a term of office, which will continue until the end of the following Annual General Meeting.

The current Board Member, Kim Gran had announced that he will no longer be available for re-election to the Board of Directors.

It was noted that all candidates have given their consent to the election and are independent from the Company and its significant shareholders apart from Harri Sjöholm, who is dependent on a significant shareholder.

The Annual General Meeting resolved, in accordance with the proposal of the Shareholders' Nomination Board, that current Board Members Mikko Kuitunen, Anne Leskelä, Harri Sjöholm,

Eeva-Liisa Virkkunen and Markku Teräsvasara be re-elected, and Lasse Aho be elected as new member of the Board of Directors for a term of office, which will continue until the end of the following Annual General Meeting.

15 RESOLUTION ON THE REMUNERATION OF THE AUDITOR

It was noted that the Board of Directors had proposed to the General Meeting that the remuneration of the auditor be paid in accordance with a reasonable invoice approved by the Company.

It was resolved, in accordance with the proposal by the Board of Directors to pay remuneration to the auditor in accordance with a reasonable invoice approved by the Company.

16 ELECTION OF THE AUDITOR

It was noted that the Board of Directors had proposed to the General Meeting that audit firm PricewaterhouseCoopers Oy be elected as the Company's auditor. PricewaterhouseCoopers Oy has announced that it intends to appoint Markku Katajisto, Authorised Public Accountant, as the Company's principal responsible auditor.

It was resolved, in accordance with the proposal by the Board, that audit firm PricewaterCoopers Oy be elected as the Company's auditor for a term of office expiring at the end of the following Annual General Meeting. Markku Katajisto, Authorised Public Accountant, will act as the Auditor-in-charge appointed by PricewaterhouseCoopers Oy.

A total of 150,000 abstaining votes of the nominee registered shareholders were recorded under this agenda item.

17 AUTHORISING THE BOARD OF DIRECTORS TO DECIDE ON THE ACQUISITION OF THE COMPANY'S OWN SHARES AND/OR ACCEPTING THEM AS A PLEDGE

It was recorded that the Board of Directors had proposed that the Annual General Meeting authorise the Board of Directors to decide upon the acquisition of a maximum of 2,117,990 of the company's own shares and/or accepting the same number of the company's own shares as a pledge, in one or several tranches, by using the company's unrestricted shareholders' equity. The maximum total of shares that will be acquired and/or accepted as a pledge corresponds to 10% of all shares in the company as of the date of this summons. However, the company cannot, together with its subsidiary companies, own or accept as a pledge altogether more than 10% of its own shares at any point in time. The company's shares may be purchased under this authorisation solely by using unrestricted shareholders' equity.

The shares will be acquired otherwise than in proportion to the share ownership of the shareholders via public trading arranged by Nasdaq Helsinki Ltd at the market price on the date on which the acquisition is made or otherwise at a price formed on the market. The Board of Directors had proposed that this authorisation be used e.g. for the purposes of implementing

the company's share-based incentive systems or for other purposes as decided by the Board of Directors.

The Board of Directors had proposed that this authorisation be considered to cancel the authorisation granted by the General Meeting on 22 March 2022 to decide on the acquisition of the company's own shares.

The Board of Directors had proposed that the authorisation remain in force until the end of the following Annual General Meeting, however, no longer than 30 June 2024.

It was noted that a valid resolution at this agenda item requires a qualified majority in accordance with Chapter 5, Section 27 of the Limited Liability Companies Act, meaning that the resolution has to be supported by at least two thirds of the votes cast and shares represented.

The General Meeting resolved, in accordance with the proposal of the Board of Directors that the Board of Directors be authorised to decide on the acquisition of own shares and/or accepting them as pledge in accordance with the terms proposed by the Board of Directors.

18 AUTHORISATION OF THE BOARD OF DIRECTORS TO DECIDE ON A SHARE ISSUE AND THE ISSUANCE OF SPECIAL RIGHTS ENTITLING TO SHARES

It was noted that the Board of Directors had proposed that the Annual General Meeting authorise the Board of Directors to decide on a share issue and on the issuance of special rights entitling to shares as referred to in Chapter 10 Section 1 of the Finnish Limited Liability Companies Act, in one or more tranches, either against or without consideration.

The number of shares to be issued, including shares to be issued on the basis of special rights, may not exceed 2,117,990, which amounts to 10% of all shares in the company as of the date of this summons. The Board of Directors may decide to either issue new shares or to transfer any treasury shares held by the company.

The authorisation entitles the Board of Directors to decide on all terms that apply to the share issue and to the issuance of special rights entitling to shares, including the right to derogate from the shareholders' pre-emptive right. The Board of Directors had proposed that this authorisation be used e.g. for the purposes of strengthening the company's balance sheet and improving its financial status or for other purposes as decided by the Board of Directors.

The Board of Directors had proposed that the authorisation remain in force until the end of the following Annual General Meeting, however, no longer than 30 June 2024. This authorisation cancels any previously granted, unused authorisations to decide on a share issue and the issuance of options or other special rights entitling to shares.

It was noted that a valid resolution at this agenda item requires a qualified majority in accordance with Chapter 5, Section 27 of the Finnish Limited Liability Companies Act, meaning that the resolution has to be supported by at least two thirds of the votes cast and shares represented.

The General Meeting resolved, in accordance with the proposal of the Board of Directors that the Board of Directors be authorised to resolve on the issuance of shares as well as the issuance of other special rights entitling to shares in accordance with the terms proposed by the Board of Directors.

19 AMENDMENT OF THE ARTICLES OF ASSOCIATION

It was noted that the Board of Directors had proposed that the General Meeting would decide to amend the Company's Articles of Association to enable arranging a General Meeting as a hybrid meeting. In addition, it had proposed that the General Meeting can be arranged without a meeting venue as an alternative for a physical meeting. The amendment is intended to facilitate the holding of General Meetings of Shareholders virtually among others in situations like pandemics or other unforeseen or exceptional circumstances, however not limited to these situations. The Finnish Companies Act requires that shareholders can exercise their full rights in hybrid and virtual meetings, with equal rights to those in customary in-person General Meetings.

The amendments would be made to Article 8 § of the Articles of Association.

The section of the new Articles of Association:

"8 § The invitation to the General Meeting is published on the company's website no earlier than two months and no later than 21 days before the meeting, but always at least nine (9) days before the reconciliation date of the General Meeting as defined in the Limited Liability Companies Act.

The Board of Directors may decide that shareholder may exercise their full decision-making powers in real time during the General Meeting using telecommunications and technical (hybrid meeting).

The Board of Directors may decide that the General Meeting is arranged without a meeting venue in a manner where shareholders exercise their full decision-making powers in real time during the General Meeting using telecommunications and technical means (virtual meeting).

A shareholder wishing to attend a General Meeting of Shareholders shall notify the Company by the date mentioned in the notice to the meeting, which may not be more than ten (10) days before the meeting.

In addition to the domicile of the company the General meetings may be held in Tampere or Helsinki."

The section of the old Articles of Association:

"8 § Notice to a General Meeting shall be published in the Company's homepage not earlier than two months and not later than 21 days prior to the meeting. The notice shall, however, be

announced at least nine (9) days prior to the record date for the shareholders' meeting as referred to in the Companies Act.

In order to be allowed to speak and vote at the General Meeting, a shareholder must register at the Company as indicated in the notice of the meeting. The period of registration shall not expire earlier than ten (10) days before the meeting.

In addition to the domicile of the Company, General Meetings may be held in Tampere or Helsinki."

It was noted that a valid resolution at this agenda item requires a qualified majority in accordance with Chapter 5, Section 27 of the Finnish Limited Liability Companies Act, meaning that the resolution has to be supported by at least two thirds of the votes cast and shares represented.

The Annual General Meeting resolved that an addition will be made to section 8 § of the Articles of Association to include the possibility by the Board of Directors, at their discretion, to arrange a General Meeting as a hybrid meeting. In addition, the amendment will enable arranging a General Meeting as a virtual meeting without a meeting venue.

20 CLOSING OF THE MEETING

The Chairman stated that all items on the agenda has been considered, that no other matters had been presented for consideration, and that the minutes of the meeting would be available on the Company's website on 29 March 2023 at the latest.

The Chairman closed the meeting at 15:01 p.m.



UNOFFICIAL ENGLISH TRANSLATION
OF THE MINUTES N:O 1/2023.

ROBIT PLC
ANNUAL GENERAL MEETING
15 MARCH 2023

Chairman of the Meeting

Name: [See original minutes for signatures]
Johan Roman
Title: attorney at law

In Fidem

Name: [See original minutes for signatures]
Jari Gadd
Title: attorney at law

**The minutes have been scrutinised
and approved**

Name: [See original minutes for signatures]
Seppo Palkola



Appendices:

Appendix 1	Attendance status and list of votes
Appendix 2	Corrected summons to the Annual General Meeting
Appendix 3	Financial Statements
Appendix 4	Auditor's Report
Appendix 5	Remuneration Policy, Remuneration Report for Governing Bodies
Appendix 6	Summary of voting instructions for nominee registered shareholders