

**SUMMONS TO ROBIT PLC'S ANNUAL GENERAL MEETING**

The shareholders of Robit Plc are hereby invited to the Annual General Meeting to be held on Wednesday, 3 April 2024 from 14.00 EET onwards at Tampere Hall, address Yliopistonkatu 55, 33100, Tampere, Finland. The reception of registered participants and the distribution of ballots will commence at 13.30 EET.

**A. Matters on the agenda of the General Meeting**

The following matters will be discussed at the General Meeting:

**1. Opening of the meeting****2. Calling the meeting to order****3. Election of persons to scrutinise the minutes and to supervise the counting of votes****4. Recording the legality of the meeting****5. Recording attendance at the meeting and adoption of the list of votes****6. Presentation of the financial statements and consolidated financial statements, the annual report and the auditor's report for the year 2023**

Presentation of the CEO's review.

Robit Plc's financial statements, annual report and auditor's report are available on the company's website at <https://www.robitegroup.com/investor/corporate-governance/general-meeting/> no later than on 13 March 2024.

**7. The adoption of the financial statements, which also includes the adoption of consolidated financial statements****8. Use of the profit shown in the balance sheet and deciding on the payment of dividends**

The Board of Directors proposes to the General Meeting that no dividend be paid based on the adopted balance sheet for the financial year 2023.

**9. Resolution on the discharge of the members of the Board of Directors and the CEO from liability****10. Handling of remuneration report for governing bodies**

The Board of Directors proposes to the General Meeting that the remuneration report for governing bodies be approved. The decision is advisory in accordance with the Limited Liability Companies Act. The remuneration report will be available on the company's website at <https://www.robitegroup.com/investor/corporate-governance/general-meeting/> no later than on 13 March 2024.

**11. Handling of remuneration policy for governing bodies**

The remuneration policy for governing bodies shall be presented to the General Meeting at least every four years and whenever significant changes are made to the policy. The Board of Directors proposes that the remuneration policy for governing bodies be approved. The decision is advisory in accordance with the Limited Liability Companies Act. The company's updated remuneration policy for governing bodies will be

available on the company's website at <https://www.robitegroup.com/investor/corporate-governance/general-meeting/> no later than on 13 March 2024.

## 12. Resolution on the number of Board Members

The Shareholders' Nomination Board proposes to the Annual General Meeting that six (6) members be appointed to the Board of Directors.

## 13. Resolution on the remuneration of the Board Members

The Shareholders' Nomination Board proposes to the Annual General Meeting that the annual remuneration payable to the Chairman of the Board is EUR 60 000, 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 also proposes to the Annual General Meeting that the additional compensation of EUR 500 will be paid to the Chairman of the Board and the Board Members for each board meeting or committee meeting they have attended. Additionally, other costs such as travel, and lodging expenses will 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 2024. 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.

## 14. Election of the Board Members

The Shareholders' Nomination Board proposes to the General Meeting that current Board Members

- a) Lasse Aho,
- b) Mikko Kuitunen,
- c) Harri Sjöholm,
- d) Markku Teräsvasara,
- e) Eeva-Liisa Virkkunen.

be re-elected for a new term of office.

The Shareholders' Nomination Board further proposes that

- f) Kai Telanne

be elected as a new Member of the Board of Directors.

The current Board Member, Anne Koutonen has announced that she will no longer be available for re-election to the Board of Directors.

The Board Members' term of office will continue until the end of Annual General Meeting held in 2025.

All candidates have consented to being elected to the position of Board Member and all are independent of the company and its significant shareholders, except for Harri Sjöholm, who is dependent on a significant shareholder of the company.

The candidates' profiles are available on Robit Plc's website at <https://www.robitegroup.com/investor/corporate-governance/general-meeting/>.

**15. Resolution on the remuneration of the auditor**

The Board of Directors proposes to the General Meeting that the remuneration of the elected auditor be paid in accordance with an invoice approved by the company.

**16. Election of the auditor**

The Board of Directors recommends that PricewaterhouseCoopers Oy (PwC) be elected as the company's auditor for a term of office expiring at the end of the following Annual General Meeting.

PricewaterhouseCoopers Oy has announced that it intends to appoint Markku Katajisto, Authorised Public Accountant, as the company's principal responsible auditor.

**17. Authorising the Board of Directors to decide on the acquisition of the company's own shares and/or accepting them as a pledge**

The Board of Directors proposes that the General Meeting authorises 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 proposes that this authorisation be used e.g. for the purposes of implementing the Board of Directors' share-based compensation, the company's share-based incentive systems or for other purposes as decided by the Board of Directors.

The Board of Directors proposes that this authorisation be considered to cancel the authorisation granted by the General Meeting on 15 March 2023 to decide on the acquisition of the company's own shares.

The Board of Directors proposes that the authorisation remain in force until the end of the following Annual General Meeting, however, no longer than 30 June 2025.

**18. Authorising the Board of Directors to decide on a share issue and the issuance of special rights entitling to shares**

The Board of Directors proposes that the Annual General Meeting authorises 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 proposes 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 proposes that the authorisation remain in force until the end of the following Annual General Meeting, however, no longer than 30 June 2025. 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.

## **19. Amendment of the Charter of the Shareholders' Nomination Board**

The Shareholders' Nomination Board proposes that the Annual General Meeting would decide to amend the Charter of the Shareholders' Nomination Board by adding the following item to the tasks of the Board:

*The tasks of the Nomination Board include preparing and presenting a proposal regarding who should be elected as a Chairman and a Vice Chairman of the Board of Directors to the Annual General Meeting.*

The proposed Charter is available on Robit Plc's website at <https://www.robitegroup.com/investor/corporate-governance/general-meeting/>.

## **20. Closing of the Annual General Meeting**

### **B. Documents of the Annual General Meeting**

The aforementioned proposals that are included on the agenda of the General Meeting as well as this summons are available on Robit Plc's website at <https://www.robitegroup.com/investor/corporate-governance/general-meeting/>. Robit Plc's financial statements, annual report, auditor's report, remuneration report and remuneration policy will be published on the aforementioned website on 13 March 2024 at the latest. The proposals and other documents referred to above will also be available at the meeting, and copies of them and this summons will be sent to shareholders upon request.

The minutes of the General Meeting will be published on the aforementioned website on 17 April 2024.

### **C. Instructions for the participants to the general meeting**

#### **1. Shareholders registered in the shareholders' register**

Shareholders who are registered in the shareholders' register of Euroclear Finland Oy on the record date of the General Meeting 20 March 2024 are eligible to attend the General Meeting. Any shareholder whose company shares are recorded in their personal Finnish book-entry account is automatically included in the company's shareholders' register. Changes in the shareholding after the record date of the General Meeting do not affect the right to participate in the General Meeting or the shareholder's voting rights.

The registration period for the General Meeting commences on 22 February 2024 at 10.00 EET. A shareholder who is registered in the shareholders' register of the Company and wishes to participate in the General Meeting shall register for the General Meeting no later than 25 March 2024 at 10.00 EET, by which time the registration must be received.

A shareholder can register for the General Meeting:

- a) Via the company's website at [www.robitegroup.com](http://www.robitegroup.com)

Electronic registration requires strong identification of the shareholder or their legal representative or proxy with a Finnish, Swedish, or Danish bank ID, or a mobile certificate.

- b) By email or mail

Shareholders registering by email or mail shall submit the registration form available on the company's website <https://www.robitegroup.com/investor/corporate-governance/general-meeting/> or

equivalent information by mail to Innovatics Oy, General Meeting / Robit Plc, Ratamestarinkatu 13 A, FI-00520 Helsinki or by email to [agm@innovatics.fi](mailto:agm@innovatics.fi).

The shareholder and their representative are required to provide information, such as the shareholder's name, date of birth or business ID, contact details, the name of any assistant or proxy representative and the proxy's date of birth. The personal data provided to Robit Plc is only used in connection with the General Meeting and the processing of the necessary registrations related thereto.

The shareholder and their representative or proxy must be able to prove their identity and/or right of representation at the meeting.

Further information on registration is available by telephone during the registration period of the General Meeting by calling Innovatics Oy at +358 10 2818 909 on weekdays from 9.00 to 12.00 EET and from 13.00 to 16.00 EET.

## **2. Holders of nominee-registered shares**

A holder of nominee-registered shares is eligible to attend the General Meeting based on the shares, which would grant them entry into the shareholders' register maintained by Euroclear Finland Oy on the record date for the General Meeting 20 March 2024. Participation also requires that the shareholder is temporarily registered in the shareholders' register held by Euroclear Finland Oy by 27 March 2024 at 10.00 EET at the latest. This is considered as registration for the General Meeting for the nominee-registered shares. Changes in the shareholding after the record date of the General Meeting do not affect the right to participate in the General Meeting or the shareholder's voting rights.

A holder of nominee-registered shares is advised to request the necessary instructions from their custodian bank regarding temporary registration in the register of shareholders, the issuing of proxy documents and voting instructions, registration, and attendance at the General Meeting well in advance. The account manager of the custodian bank shall temporarily register the holder of nominee-registered shares who wishes to attend the General Meeting in the register of shareholders of the company by the aforementioned date and time at the latest.

## **3. Proxy representatives and powers of attorney**

A shareholder may attend the General Meeting and exercise their rights at the Meeting through a proxy representative. The proxy representative must authenticate to the electronic registration service personally with strong authentication, after which they will be able to register on behalf of the shareholder, who they represent. The shareholder's proxy must present dated proxy documents, or otherwise in a reliable manner prove that they are entitled to represent the shareholder at the General Meeting. Proving the right to represent can be done by using the suomi.fi e-Authorizations service available in the electronic registration service.

Model proxy documents and voting instructions are available on the company's website <https://www.robitgroup.com/investor/corporate-governance/general-meeting/>. If a shareholder participates in the General Meeting through several proxies representing the shareholder with shares held in different securities accounts, the shares on the basis of which each proxy represents the shareholder shall be identified in connection with the registration.

Any proxy documents are requested to be submitted preferably as an attachment with the electronic registration or alternatively by mail to Innovatics Oy, General Meeting / Robit Plc, Ratamestarinkatu 13 A, FI-00520 Helsinki or by e-mail to [agm@innovatics.fi](mailto:agm@innovatics.fi) before the end of the registration period. In addition to submitting the proxy documents, the shareholder or their proxy shall register for the General Meeting in the manner described above in this notice.

#### 4. Other instructions/information

The meeting language is Finnish.

Pursuant to Chapter 5, section 25 of the Finnish Limited Liability Companies Act, a shareholder who is present at the General Meeting has the right to request information with respect to the matters to be considered at the meeting.

On the date of this summons, 21 February 2024, Robit Plc has a total of 21,179,900 shares entitling to an equal number of votes. The company holds 47,190 own shares from the above-mentioned shares.

Lempäälä, 21 February 2024

ROBIT PLC  
Board of Directors

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