

## **INVITATION TO THE ANNUAL GENERAL MEETING OF APETIT PLC**

Notice is given to the shareholders of Apetit Plc ("**Apetit**" or the "**company**") to the Annual General Meeting which will be held on Thursday 10 April 2025, beginning at 1 p.m. EEST at the company's head office at the address Kivenhakkaajantie 5, Säkylä, Finland (restaurant Myllynkivi). The reception of registered meeting participants and distribution of voting ballots will commence at the meeting venue at 11 a.m. EEST.

### *A. Matters on the Agenda of the Annual General Meeting*

At the Annual General Meeting, the following matters shall be considered:

- 1. Opening of the meeting**
- 2. Calling the meeting to order**
- 3. Election of persons to scrutinize the minutes and to supervise the counting of votes**
- 4. Recording the legality of the meeting**
- 5. Recording the attendance at the meeting and adoption of the list of votes**
- 6. Presentation of the financial statements, the report of the Board of Directors' and the Auditor's report for the financial year 1.1.-31.12.2024**

- Business review by the CEO

The company's Financial Statements Review, Board of Directors' Report and the Auditor's report will be available on the company's website at [apetit.fi/en/for-investors](http://apetit.fi/en/for-investors) in the week starting 10 March 2025.

### **7. Presentation of the Statement of the Supervisory Board on the financial statements, Board of Directors' Report and Auditor's report**

The Annual Report 2024, which includes the Statement of the Supervisory Board, will be available on the company's website at [apetit.fi/en/for-investors](http://apetit.fi/en/for-investors) in the week starting 10 March 2025.

### **8. Adoption of the financial statements and the consolidated financial statements**

### **9. 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 0.75 per share be paid for the financial year 2024.

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 14 April 2025. The Board of Directors proposes to the Annual General Meeting that the dividend to be paid on 23 April 2025.

### **10. 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 2024**

### **11. Handling of the remuneration report for governing bodies**

The Board of Directors proposes that the Annual General Meeting adopts the Remuneration Report for 2024 for the governing bodies. According to the Companies Act, the decision is advisory. The Remuneration Report is available on the company's website [apetit.fi/en/for-investors](http://apetit.fi/en/for-investors) in the week starting 10 March 2025 at the latest.

## **12. Processing of the company's Remuneration Policy**

The Board of Directors proposes to the Annual General Meeting that Apetit Plc's Remuneration Policy be approved. In accordance with the Limited Liability Companies Act, the resolution is advisory. The Remuneration Policy will be published in a stock exchange release at the latest on 14 March 2025 and, after the publication, it will be available on the company's website at [apetit.fi/en/corporate-governance/remuneration/](https://www.apetit.fi/en/corporate-governance/remuneration/).

## **13. Resolution on the number of members of the Supervisory Board**

In accordance with Article 7 of the Articles of Association, the Supervisory Board comprises a minimum of 14 and a maximum of 18 members elected by the Annual General Meeting. The number of members of the Supervisory Board is currently 16 and 4 representatives of the personnel, i.e. 20 members in total.

Certain shareholders propose to the Annual General Meeting, that the number of the members of the Supervisory Board remain unchanged and is sixteen (16).

Shareholders' proposal (in Finnish) is available on the company's website at [apetit.fi/en/agm2025](https://www.apetit.fi/en/agm2025).

## **14. Resolution on the remuneration of members of the Supervisory Board**

The current meeting fee for the Chairman and members of the Supervisory Board is EUR 300. In addition, a monthly fee of EUR 1,000 has been paid to the Chairman and EUR 665 to the Deputy Chairman. The meeting fee is also paid to the members of the Nomination Committee for attending the meetings of the Nomination Committee and to the Chairman and Deputy Chairman of the Supervisory Board when they attend the Board meetings. Daily allowance and travel allowances for attending a meeting are paid in accordance with the company's travel rules.

Supervisory Board's Nomination Committee proposes to the Annual General Meeting that the meeting fee of the Chairman of the Supervisory Board is EUR 500 and the annual fee is EUR 15,000 and that the remuneration of the members of Supervisory Board remains unchanged. Meeting allowances are paid to the members of the Supervisory Board also when they attend meetings of the Supervisory Board's Nomination Committee or the company's other governing bodies. For the members of the Supervisory Board's Nomination Committee who are not members of the Supervisory Board, the meeting allowance is EUR 300 for their attendance in the meetings of the Supervisory Board or the Supervisory Board's Nomination Committee.

Proposal of the Supervisory Board is available on the company's website at [apetit.fi/en/agm2025](https://www.apetit.fi/en/agm2025).

## **15. Election of the members of the Supervisory Board**

The following four (4) Supervisory Board members are in term of resignation on the Annual General Meeting 2025: Jonas Laxåback, Tommi Mäkelä, Pekka Perälä and Markku Pärssinen.

Certain shareholders propose to the Annual General Meeting that Tommi Mäkelä is re-elected and Eveliina Nyandoto, Erno Toikka and Susanne West are elected as new members to the Supervisory Board.

Presentations of the new candidates for the Supervisory Board and the shareholders' proposals (in Finnish) are available on the company's website at [apetit.fi/en/agm2025](https://www.apetit.fi/en/agm2025). The persons proposed to be nominated as members of the Supervisory Board have given their consent for the election.

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

According to the Articles of Association, 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 Chairman and Deputy Chairman of the Board of Directors, and the remuneration to be paid to them.

According to Section 4 of the Articles of Association, the Board of Directors shall consist of a minimum of 5 and a maximum of 7 members elected at the Annual General Meeting. The number of members of the Board of Directors is currently 5.

The Supervisory Board proposes to the General Meeting that five (5) members are to be elected to the Board of Directors.

## **17. Resolution on the remuneration of Chairman, Deputy Chairman and members of the Board of Directors**

The current meeting fee for the Chairman, Deputy Chairman and members of Committee members of Board of Directors has been EUR 700. The meeting fee for other members of Board of Directors has been EUR 500. In addition, an annual fee of EUR 55,000 has been paid to the Chairman and EUR 35,000 to the Deputy Chairman of the Board. The annual fee for other members of the Board of Directors has been EUR 30,000. Daily allowance and travel allowances for attending a meeting are paid in accordance with the company's travel rules.

Supervisory Board proposes to the Annual General Meeting that the annual fee for the Chairman of the Board of Directors is EUR 60,000 and the annual fee for the Deputy Chairman of the Board of Directors EUR 38,000 and the annual fee for other members of the Board of Directors is EUR 33,000. The meeting allowances remain unchanged. Meeting allowances are also paid to the members of the Board of Directors when they attend the meetings of the Supervisory Board or the Supervisory Board's Nomination Committee. Daily allowance and travel allowances for attending a meeting are paid in accordance with the company's travel rules.

## **18. Election of the Chairman and Deputy Chairman of the Board of Directors**

The current Chairman of the Board of Directors is Lasse Aho and Deputy Chairman the Board of Directors is Niko Simula. Lasse Aho has announced that he will no longer be available for re-election.

Supervisory Board proposes to the Annual General Meeting, that Erkki Järvinen is elected as new to the Chairman of the Board of Directors and Niko Simula re-elected as the Deputy Chairman of the Board of Directors.

## **19. Election of other members of the Board of Directors**

The current other members of the Board of Directors are Heli Arantola, Antti Korpiemi and Kati Sulin.

Supervisory Board proposes to the Annual General Meeting, that Heli Arantola, Antti Korpiemi and Kati Sulin are re-elected as the other members of the Board of Directors.

## **20. Election of two members to the Supervisory Board's Nomination Committee**

The two members of the Supervisory Board's Nomination Committee, elected by the Annual General Meeting, are currently Nicolas Berner and Jari Laaninen.

Certain shareholders propose to the Annual General Meeting that Nicolas Berner is re-elected and Annikka Hurme is elected as a new member to the Supervisory Board's Nominating Committee.

Shareholders' proposal (in Finnish) is available on the company's website at [apetit.fi/en/agm2025](http://apetit.fi/en/agm2025).

## **21. Election of the auditor**

The Board of Directors proposes to the Annual General Meeting that Ernst & Young Oy, authorized public accountant Osmo Valovirta, APA as the principal auditor is to be re-elected as the auditor.

The Board of Directors proposes to the Annual General Meeting that Ernst & Young Oy, authorized sustainability accountant Osmo Valovirta, ASA as the principal sustainability auditor is to be elected as the sustainability auditor.

The auditors are elected until the closing of the Annual General Meeting 2026.

## **22. 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 2026, however no longer than until 31 May 2026. The authorization cancels the authorization to repurchase shares granted at the Annual General Meeting on 11 April 2024.

## **23. Closing of the meeting**

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

The agenda of the Annual General Meeting, the aforementioned proposals for resolutions on the agenda of the Annual General Meeting and this notice are available on the company's website at [apetit.fi/en/agm2025](http://apetit.fi/en/agm2025). The company's financial statements, Annual Report and auditor's report as well as governance statement, remuneration report and corporate responsibility report will be available on the said website in the week starting 10 March 2025. The proposals and other documents referred to above are also available at

the Annual General Meeting. The minutes of the Annual General Meeting will be available on the above-mentioned website at the latest by 24 April 2025.

### *C. Instructions for the participants in the Annual General Meeting*

#### **1. Shareholder registered in the shareholders' register of the company**

Each shareholder who is registered in the shareholders' register of the company held by Euroclear Finland Ltd on 31 March 2025, has the right to participate in the Annual General Meeting. A shareholder, whose shares are registered on his/her personal Finnish book-entry account, is registered in the shareholders' register of the company.

Registration for the Annual General Meeting will begin at 10 a.m. EET on 3 March 2025. A shareholder registered in the shareholders' register of the company, who wishes to participate in the Annual General Meeting, must register for the Annual General Meeting no later than by 31 March 2025 at 4 p.m. EEST, by which time the registration must have been received by the company.

Registration for the Annual General Meeting can be made starting at 10 a.m. EET on 3 March 2025 in the following ways:

1. through the company's website at [apetit.fi/en/agm2025](http://apetit.fi/en/agm2025).

Private individuals will log in to the system through strong electronic identification with online banking codes or mobile certificate. Shareholders who are legal persons will need the number of the shareholder's book-entry account together with the business ID or other identification code for the login. If shareholders who are legal persons use the electronic Suomi.fi authorization, registration requires a strong electronic authentication of the authorized person by using a Finnish bank ID or Finnish mobile certificate.

2. by regular mail to: *Apetit Oyj/Yhtiökokous*, P.O. Box 100, 02780 Säkylä, Finland.

3. by telephone +358 10 402 2114 (during weekdays between 9 a.m. and 4 p.m. EEST).

In connection with the registration, the information requested shall be provided, such as the name of the shareholder, date of birth/personal identification number or business identification number, address, telephone number and email address as well as the name of any assistant or proxy representative, as well as the date of birth/personal identification number of a proxy representative. The personal information is used only in connection with the Annual General Meeting and with the processing of related registrations.

Shareholder, their authorized representative or proxy representative shall, to the extent necessary, be able to prove their identity and/or right of representation at the meeting venue.

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

A holder of nominee registered shares has the right to participate in the Annual General Meeting by virtue of such shares, based on which they on the record date of the Annual General Meeting Monday 31 March 2025 would be entitled to be registered in the shareholders' register held by Euroclear Finland Oy. The right to participate in the Annual General Meeting requires, in addition, that the shareholder on the basis of such shares has been temporarily registered into the shareholders' register held by Euroclear Finland Oy at the latest at 10 a.m. EEST on 7 April 2025. This is considered as sufficient registration for holders of nominee registered shares wanting to participate in the Annual General Meeting. Any changes in the ownership of shares after the record date of the Annual General Meeting do not affect the right to participate in the meeting or the number of votes of the shareholder.

A holder of nominee registered shares is advised to request without delay necessary instructions regarding the registration in the temporary shareholder's register of the company, the issuing of proxy documents, voting instructions and registration for the Annual General Meeting from their custodian bank. The account manager of the custodian bank has to temporarily register a holder of nominee registered shares, who wants to participate in the Annual General Meeting, into the shareholders' register of the company no later than the time stated above and if necessary, take care of advance voting on behalf of the nominee-registered shareholder before the end of the registration period for nominee-registered shareholders.

Further information is also available on the company's website [apetit.fi/en/agm2025](http://apetit.fi/en/agm2025)

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

A shareholder is entitled to participate and use its, his or her rights as a shareholder at the Annual General Meeting by a proxy representative.

A shareholder's proxy must present a dated power of attorney or otherwise demonstrate in a reliable manner that they are entitled to represent the shareholder at the Annual General Meeting. A model of the power of attorney (proxy form) and voting instructions is available on the company's website [apetit.fi/en/agm2025](http://apetit.fi/en/agm2025). The original proxy document must be presented at the Annual General Meeting at the latest.

When a shareholder participates in the Annual General Meeting by means of several proxy representatives representing the shareholder with shares in different book-entry accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the Annual General Meeting.

The representative must send the proxy received by e-mail to the following address [agm@apetit.fi](mailto:agm@apetit.fi) or by regular mail to Apetit Oyj, Yhtiökokous, P.O. Box 100, 27801 Säskylä, Finland before the end of the notification of participation period, i.e. at the latest by 31 March 2025 at 4 p.m. EEST, by which time the mentioned documents or similar information must be received. Shareholders or proxy representatives of shareholders are also required to ensure that they register for the Annual General Meeting in the manner described above in this notice.

Shareholders who are legal persons can also use the electronic Suomi.fi authorization service in Euroclear Finland Oy's general meeting service instead of the traditional proxy. In such case, a shareholder who is legal person authorizes an assignee nominated by it in the Suomi.fi service at [www.suomi.fi/e-authorizations](http://www.suomi.fi/e-authorizations) using the authorization topic "Representation at the General Meeting". The assignee must identify himself/herself with strong electronic authentication in Euroclear Finland Oy's general meeting service when registering, after which the electronic mandate is automatically checked. The strong electronic authentication works with a Finnish bank ID or a Finnish mobile certificate. More information on [www.suomi.fi/e-authorizations](http://www.suomi.fi/e-authorizations) and on the company's website [apetit.fi/en/agm2025](http://apetit.fi/en/agm2025). The websites mentioned above also provide information on registering for the Annual General Meeting and voting in advance for a minor, other impaired or foreign shareholder who has a Finnish book-entry account.

### **4. Other instructions and information**

The meeting will be held in Finnish and there is no simultaneous interpretation into English.

Shareholders present at the Annual General Meeting have the right to ask questions about the matters discussed at the meeting in accordance with Chapter 5, Section 25 of the Companies Act.

Changes in the shareholding after the record date for the Annual General Meeting do not affect the right to participate in the Annual General Meeting or the number of votes of the shareholder.

On the date of this notice to the Annual General Meeting, the total number of shares and votes in Apetit Plc is 6,317,576 shares and votes. On the date of this notice, 12 February 2025, the company held 109,273 own shares, which do not have voting right in the Annual General Meeting. According to § 11 of the company's articles of association, at the Annual General Meeting, no shareholder is entitled to vote with more than one-tenth (1/10) of the number of votes represented at the meeting.

The company's annual report will be published in Finnish and English on Apetit Plc's website in the week starting 10 March 2025.

Säkylä, 12 February 2025

Apetit Oyj  
Board of Directors