

Notice to the Annual General Meeting of Taaleri Plc

The shareholders of Taaleri Plc are invited to the Annual General Meeting to be held on Wednesday 10 April 2024, from 2:00 p.m. at the Event Venue Eliel, Töölönlahdenkatu 2, 00100 Helsinki, Finland.

The reception of persons who have registered for the meeting and the distribution of voting tickets will commence at 1:30 p.m.

The meeting will be held as a hybrid meeting in accordance with chapter 5, section 16, subsection 2 of the Limited Liability Companies Act. As an alternative to participating in the General Meeting at the meeting place, shareholders can fully exercise their rights during the meeting also via a webcast. Instructions for remote participation are presented in part C of this notice.

Shareholders can ask questions referred to in chapter 5, section 25 of the Limited Liability Companies Act about the matters to be discussed also in writing before the meeting. Instructions for submitting written questions are presented in part C of this notice.

A. MATTERS TO BE DISCUSSED AT THE ANNUAL GENERAL MEETING

1. Opening the General Meeting
2. Calling the General Meeting to order
3. Election of the person to scrutinise the minutes and to supervise the counting of votes
4. Recording the legality of the General 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 year 2023

Presentation of the CEO's review and the Auditor's Report.

The 2023 financial statements, which include the Report of the Board of Directors and the Auditor's Report, are considered and are available at <https://www.taaleri.com/yritysvastuu/hallinto/yhtiokokous> in week 11.

7. Adoption of the financial statements
8. Resolution on the use of profit shown on the balance sheet and distribution of a dividend

The Board of Directors proposes that a dividend of EUR 1,00 per share be paid based on the balance sheet adopted for the financial year ended 31 December 2023. The proposed dividend is based on a

dividend of EUR 0.50 of profit from continuing operations and a dividend of EUR 0.50 of profit from the sales of the asset management business. The dividend will be paid to shareholders who on the dividend record date of 12 April 2024 are entered as shareholders in the company's shareholder register held by Euroclear Finland Ltd. The Board of Directors proposes that the dividend be paid on 19 April 2024.

9. Resolution on the discharge from liability of members of the Board of Directors and the CEO from the accounting period 1 January 2023 – 31 December 2023

10. Presentation of the Remuneration Policy

The Remuneration Policy for Governing Bodies is presented and an advisory decision of the annual general meeting is made on the approval of the remuneration policy.

The Remuneration Policy for Governing Bodies is available at as an attachment to this invitation and at <https://www.taaleri.com/yritysvastuu/hallinto/yhtiokokous>.

11. Consideration of the Remuneration Report

The Remuneration Report for governing bodies is considered and is available at <https://www.taaleri.com/yritysvastuu/hallinto/yhtiokokous> in week 11.

12. Deciding on the remuneration of the board members

The Shareholders' Nomination Board proposes that the board members of the Board of Directors be paid monthly fees as follows:

- 6,000 euros for the Chairperson of the Board (2023: 6,000 euros/month),
- 5,000 euros for the Vice-Chairperson of the Board (2023: 5,000 euros/month),
- 5,000 euros for the Chairperson of the Board of Audit Committee (2023: 5,000 euros/month),
- 4,000 euros for other members of the Board of Directors (2023: 4,000 euros/month).

In addition, the Shareholders' Nomination Board proposes that meeting-specific fees are not paid (2023: Meeting-specific fees are not paid).

The fees cover the entire term of office and committee work.

The Shareholders' Nomination Board proposes that for a meeting of the Board of Directors and Committee held in a place other than the home location of the Board member, travel and accommodation expenses will be paid according to the invoice.

13. Resolution on the number of members of the Board of Directors

The Shareholders' Nomination Board proposes that the number of the members of the Board of Directors be confirmed as six (6).

14. Choosing the members of the board

The Shareholders' Nomination Board proposes that the current board members Elina Björklund, Petri Castrén, Juhani Elomaa and Hanna Maria Sievinen are re-elected and Juhani Bonsdorff and Leif Frilund are elected as new board members to the Board of Directors.

The term of office of members of the Board of Directors expires at the end of the Annual General Meeting that follows their election.

The above-mentioned nominees have agreed to their membership of the Board of Directors.

The Shareholders' Nomination Board has evaluated the Board nominees' independence based on the Corporate Governance Code issued by the Finnish Securities Market Association in 2020. According to the evaluation carried out by the Shareholders' Nomination Board, all Board nominees are independent of the company, with the exception of Juhani Bonsdorff, who has been for the past three years in a non-temporary employment relationship with Taaleri Plc's subsidiary. In addition, the Shareholders' Nomination Board has evaluated that all members to be proposed to the board of directors are independent of the company's significant shareholders.

The CVs of the new board member candidates are attached to this invitation and the CVs of the board members proposed for re-election can be seen on Taaleri Plc website:
<https://www.taaleri.com/yritysvastuu/hallinto/hallitus-valiokunnat-ja-nimitystoimikunta>.

15. Election of the chairperson and deputy chairperson of the Board of Directors

The Shareholders' Nomination Board proposes that Juhani Elomaa be elected as the chairperson of the Board of Directors.

The Shareholders' Nomination Board proposes that Hanna Maria Sievinen be elected as the deputy chairperson of the Board of Directors.

16. Resolution on the remuneration of the auditor

Based on the proposal prepared by the Audit Committee, the Board of Directors proposes that the remuneration of the auditor will be paid against invoices approved by the Audit Committee.

17. Selection of auditor

Based on the proposal prepared by the Audit Committee, the Board of Directors proposes that Ernst & Young, a firm of authorised public accounts, is re-elected as the company's auditor for a term ending at the close of the next Annual General Meeting.

Ernst & Young Oy has notified that Johanna Winqvist-Ilkka Authorised Public Accountant, would act as the auditor with principal responsibility.

18. Authorizing the Board of Directors to decide on the purchase of the company's treasury shares

The Board of Directors proposes that it be authorised to decide on the purchase of the company's own shares using assets belonging to unrestricted equity on the following conditions:

Up to 2,000,000 shares may be purchased, corresponding to 7.05 per cent of all the company's shares. The purchase may be made in one or more instalments.

The purchase price per share shall be the price given on the Helsinki Stock Exchange or another market-based price.

The shares may be acquired to develop the company's capital structure, to finance or implement corporate acquisitions, investments or other arrangements related to the company's business operations, to be used as part of the company's incentive scheme, or to be cancelled if justified from the point of view of the company and its shareholders.

The authorisation issued to the Board of Directors includes the right to decide whether the shares will be acquired in a private placement or in proportion to the shares owned by shareholders. The acquisition may take place through private placement only if there is a weighty financial reason for it from the company's perspective.

The Board of Directors has the right to decide on other matters concerning the purchase of shares.

This authorisation is effective for 18 months from the date of the close of the Annual General Meeting.

This authorisation cancels the authorisation to purchase the company's own shares issued at the General Meeting of 13 April 2023.

19. Authorising the Board of Directors to decide on share issue and the issuance of option rights and other special rights entitling to shares

The Board of Directors proposes that it be authorised to decide on the issue of new shares and the assignment of treasury shares in the possession of the company and/or the issuance of option rights or other special rights entitling to shares, as referred to in Chapter 10, Section 1 of the Finnish Companies Act, on the following terms:

The Board of Directors may pursuant to authorisation issue new shares and assign treasury shares in the possession of the company up to a maximum of 2,500,000 shares, corresponding to 8.82 per cent of all the company's shares.

The new shares may be issued and the treasury shares possessed by the company may be assigned and/or option rights or other special rights entitling to shares may be issued to the company's shareholders in proportion to their ownership of shares or deviating from the shareholder's pre-emptive subscription right in a private placement, if there is a weighty financial reason for it from the point of view of the company, such as using the shares as consideration in potential corporate acquisitions or other arrangements that are part of the company's business operations, or to finance investments or as part of the company's incentive scheme.

The Board of Directors may also decide on a free-of-charge share issue to the company itself.

The new shares and/or option rights or other special rights entitling to shares may be issued and the shares possessed by the company may be assigned either against payment or without payment. A private placement may only be without payment if there is an especially weighty reason for it from the point of view of the company and taking into account the benefit of all its shareholders.

The Board of Directors will decide on all other factors related to share issues and the assignment of shares and decide on all terms and conditions of the option rights and other special rights entitling to shares.

It is proposed that the authorisation be effective until the end of the next Annual General Meeting, however no longer than 30 June 2025.

This authorisation cancels the authorisation regarding the share issue issued at the General Meeting on 13 April 2023.

20. The board's proposal for a donation authorization

The Board of Directors proposes to the General Meeting that the Board of Directors is authorized to decide on one or more donations for charitable or similar purposes up to a total value of EUR 50,000, and to decide on the recipients, purposes and other terms of the contributions.

The authorization would be effective until the end of the next annual general meeting.

21. Closing the meeting

B. DOCUMENTS OF THE GENERAL MEETING

The proposals of decisions on the matters in the agenda of the Annual General Meeting as well as this notice are available to shareholders on Taaleri Plc's website at the address <https://www.taaleri.com/yritysvastuu/hallinto/yhtiokokous>. Taaleri Plc's financial statements, report of the Board of Directors and auditor's report as well as the Remuneration Report will be available on the mentioned website no later than week 11.

The minutes of the Annual General Meeting will be available to shareholders on the above-mentioned website at the latest on April 24, 2024.

C. INSTRUCTIONS FOR THE PARTICIPANTS OF THE GENERAL MEETING

1. Shareholder registered in the shareholders' register

Shareholders whose holdings have been registered on the shareholders' register held by Euroclear Finland Ltd on 27 March 2024 may participate in the General Meeting. A shareholder whose shares are registered on his/her personal Finnish book-entry account, is registered in the company's shareholder register.

Registration for the General Meeting begins on March 11, 2024 at 10:00 a.m. A shareholder who is registered in the shareholders' register of the company and who wishes to participate in the General Meeting, shall register for the General Meeting no later than by April 3, 2024 at 16.00, by which time the registration must be received. You can register for the General Meeting:

- a) Via the website at the address <https://www.taaleri.com/yritysvastuu/hallinto/yhtiokokous>

Electronic registration requires that the shareholder or its statutory representative or proxy representative uses strong electronic authentication either by Finnish or Swedish bank ID or mobile certificate.

b) By email or post

A shareholder may send by email or mail the registration form available on the company's website <https://www.taaleri.com/yritysvastuu/hallinto/yhtiokokous> or similar information to Innovatics Oy, General Meeting / Taaleri Plc, Ratamestarinkatu 13 A, 00520 Helsinki or by e-mail to agm@innovatics.fi.

When registering, a shareholder is required to provide the requested personal information, such as his/her name, birth date or business identity code, contact details and the name and date of birth of possible assistant or proxy representative, as well as information on whether the shareholder or his proxy will participate in the general meeting at the meeting place or via webcast. The personal data provided by the shareholders to Taaleri Plc will only be used in connection with the processing of the general meeting and related necessary registrations.

The shareholder, assistant or proxy representative must be able to prove his identity and/or right of representation at the meeting place, if necessary.

Further information regarding registration is available by phone during the general meeting's registration time from Innovatics Oy's phone number 010 2818 909 on weekdays from 9:00 a.m. to 12:00 p.m. and from 1:00 p.m. to 4:00 p.m.

2. Shareholders with nominee registered holdings

Shareholders with nominee registered holdings are entitled to attend the Annual General Meeting on the basis of their shares held on the record date, 30 March 2023, that would entitle them to be included in the shareholders' register maintained by Euroclear Finland Ltd. Attendance also requires that these shareholders are temporarily registered into the shareholders' register held by Euroclear Finland Ltd by 6 April 2023 at 10:00 am. This is deemed to be the registration of a shareholder with nominee registered holdings to attend 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 general meeting or the number of votes of the shareholder.

Shareholders with nominee registered shares are advised to request without delay necessary instructions regarding the registration in the temporary shareholder's register of the company, the issuing of a letter of proxy and voting instructions and how to register and attend the Annual General Meeting from their custodian bank. The account management organisation of the custodian bank has to register a shareholder with nominee registered holdings, who wants to attend the Annual General Meeting, temporarily into the shareholders' register of the company no later than the deadline given above. More information is also available on the company's website at <https://www.taaleri.com/yritysvastuu/hallinto/yhtiokokous>.

Shareholder with nominee registered holdings who has registered for the General Meeting may also participate in the meeting in real time using telecommunication connection and technical means. In addition to the temporary registration in the company's shareholders' register, the real-time participation in the meeting requires the submission of the shareholder's e-mail address and telephone number and, if necessary, a proxy document and other documents necessary to prove the right of representation to by

regular mail to Innovatics Oy, Yhtiökokous/Taaleri Plc, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland or by email to agm@innovatics.fi before the end of the registration period for the holders of nominee registered shares, so that the shareholders can be sent a participation link and password to participate in the meeting.

3. Proxy representatives and powers of attorney

A shareholder may participate in the Annual General Meeting and exercise its rights at the meeting by way of proxy representation. A proxy representative must use their personal strong electronic authentication when registering through the electric registration service for the meeting, after which they can register on the behalf of the represented shareholder. A proxy representative shall present a dated proxy document or otherwise in a reliable manner demonstrate their right to represent the shareholder at the Annual general Meeting. The right of representation can be demonstrated by using the electronic registration service suomi.fi e-Authorisations service.

A model proxy document is available on the company's website at <https://www.taaleri.com/yritysvastuu/hallinto/yhtiokokous>. If a shareholder participates in the 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 must be identified in connection with the registration.

Potential proxy documents should be delivered primarily as an attachment in connection with electronic registration or alternatively by mail to Innovatics Oy, General Meeting / Taaleri Plc, Ratamestarinkatu 13 A, 00520 Helsinki or by e-mail to agm@innovatics.fi before the end of the registration period. In addition to delivering the proxy documents the shareholder or its proxy representative shall also register to the General Meeting in the manner described above in this notice.

4. Participation by webcast

A shareholder who has the right to participate in the general meeting can participate in the meeting and use his rights in full during the meeting not only by participating in the general meeting at the meeting place but also via webcast.

The shareholder's or proxy representatives' notification of participation in the general meeting via webcast is binding, and the shareholder or proxy representative does not have the right to change the method of participation or participate in the meeting at the meeting place after the registration period has expired. However, the shareholder's representative's notification of participation via webcast does not limit the right of other shareholder's representatives to participate in the meeting at the meeting place.

The webcast connection to the general meeting is implemented through Inderes Plc's virtual general meeting service on the Videosync platform, which includes a video and audio connection to the general meeting. Using a webcast does not require paid software or downloads. In addition to an internet connection, participation requires a computer, smartphone or tablet with speakers or headphones for sound reproduction and a microphone for asking oral questions or speeches. To participate, it is recommended to use one of the following browsers: Chrome, Firefox, Edge, Safari or Opera. It is recommended to log into the meeting system well in advance of the meeting's start time.

The participation link and password for webcast connection will be sent by e-mail and/or text message to the e-mail address and/or mobile phone number provided during registration to all those registered for the General Meeting no later than the day before the general meeting.

More detailed information about the general meeting service, additional instructions for the proxy representative when he represents several shareholders, the service provider's contact information and instructions in case of possible disruptions can be found <https://vagm.fi/support> , and a link to test the compatibility of a computer, smartphone or tablet and the network connection can be found at <https://demo.videosync.fi/agm-compatibility?language=fi>. It is recommended that you familiarize yourself with the more detailed participation instructions before the start of the General Meeting.

5. Other instructions/information

The General meeting is conducted in Finnish.

A shareholder present at the General Meeting has the right to ask questions about the matters discussed at the meeting in accordance with Chapter 5, Section 25 of the Limited Liability Companies Act. The shareholder can ask questions referred to in chapter 5, section 25 of the Limited Liability Companies Act, about matters discussed at the meeting until 27 March 2024, also in connection with electronic registration or alternatively by submitting the question by e-mail to yhtiokokous@taaleri.com or by post to Taaleri Plc / General Meeting Kasarmikatu 21 B, 00130 Helsinki. The company's management will answer such questions presented in writing in advance at the General Meeting.

Changes in share ownership after the record date of the General Meeting do not affect the right to participate in the General Meeting or the shareholder's number of votes at the General Meeting.

On the date of issue of this notice to the Annual General Meeting, 5 March 2024, Taaleri Plc had a total of 28,350,620 shares, each of which produces one (1) vote at the Annual General Meeting. On the date of this notice, the company holds a total of 154,367 shares of its own shares. The shares held by the company do not carry a right to participate in the Annual General Meeting.

In Helsinki, on 5 March 2024
TAALERI PLC
Board of Directors

More information:
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