



25.3.2022

## **Proposals by the Board of Directors of Kamux Corporation for the Annual General Meeting on 20 April 2022**

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

The distributable funds on the balance sheet of the Company as at 31 December 2021 were EUR 104,524,157.76, of which the profit for the financial year 2021 was EUR 22,587,579.69. The Board of Directors proposes a dividend of EUR 0.20 per share to be distributed for the year 2021 and that the other distributable earnings be held in unrestricted equity (for the year 2020 a dividend of EUR 0.24 per share was distributed). The Board proposes that the dividend for the financial year 2021 will be paid in two instalments. The first dividend instalment, EUR 0.08 per share, is to be paid to shareholders registered in the Company's register of shareholders maintained by Euroclear Finland Ltd on the first dividend instalment payment record date of April 22, 2022. The Board proposes that the first dividend instalment pay date be April 29, 2022. The second dividend instalment EUR 0.12 per share is to be paid to shareholders registered in the Company's register of shareholders maintained by Euroclear Finland Ltd on the second dividend instalment payment record date of 21 October 2022. The Board proposes that the second dividend instalment pay date be 28 October 2022. The Board proposes that it be authorized to decide, if necessary, on a new dividend payment record date and pay date for the second instalment if the rules and statutes of the Finnish book-entry system change or otherwise so require.

Since the dividend proposed by the Board of Directors is less than the minority dividend set forth in Chapter 13 Section 7 of the Finnish Companies Act, the company shall distribute the minority dividend if a demand to this effect is made by shareholders who have at least one tenth of all shares. The amount of minority dividend equals half of the profit of the financial year but cannot exceed 8 % of the company's own equity. Hence the amount of the minority dividend is EUR 8,368,332.62 (approximately EUR 0.209 per share calculated based on the amount of shares on the date of this notice), which corresponds to 8% of the company's own equity. The dividend proposed by the Board of Directors, EUR 0.20 per share, equals a total of EUR 7,996,061.20 calculated based on the amount of shares on the date of this notice. A shareholder demanding minority dividend may vote for the minority dividend in advance voting, and no separate demand or counterproposal is required.

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

As participation in the Annual General Meeting is possible only in advance, the Remuneration Report published by a stock exchange release on 23 March 2022, is deemed to have been presented to the Annual General Meeting. The Remuneration Report is available on the company's website. According to the Companies Act, the decision is advisory.

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

The Board of Directors proposes to the Annual General Meeting that the remuneration of the auditor be paid according to their invoice as approved by the company.

### **4. Election of the auditor**

The Board of Directors proposes to the Annual General Meeting that PricewaterhouseCoopers Oy, Authorized Public Accountants, be elected as the company's auditor. PricewaterhouseCoopers Oy has informed that Authorized Public Accountant Mr. Markku Launis will act as the principal auditor.



The term of the auditor expires at the end of the first Annual General Meeting following the election.

#### **5. Authorizing the Board of Directors to decide on the share issue**

The Board of Directors proposes to the Annual General Meeting that the Board of Directors be authorized to decide on the issuance of shares in one or more tranches as follows:

The number of shares to be issued based on the authorization shall not exceed 4,000,000 (four million) shares, which currently corresponds to approximately 10 (ten) per cent of all the shares in the Company.

The Board of Directors decides on the terms and conditions of the issuance of shares. The authorization concerns both the issuance of new shares as well as the transfer of treasury shares either against payment or without consideration. The issuance of shares may be carried out in deviation from shareholders' pre-emptive right (directed issue) for a weighty financial reason for the Company, such as using the shares to develop the Company's capital structure, to finance possible acquisitions, capital expenditure or other arrangements within the scope of the Company's business operations, or to implement the Company's commitment and incentive scheme.

The authorization cancels the authorization given to the Board of Directors by the Annual General Meeting of 20 April 2021 and is valid until the closing of the next Annual General Meeting, however, no longer than until 30 June 2023.

#### **6. Authorization of 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 2,000,000 (two million) company's own shares using the unrestricted equity of the company representing about 5 (five) 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 the shares as a pledge, if there is a compelling 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 cancels the authorization given to the Board of Directors by the Annual General Meeting of 20 April 2021 and is valid until the closing of the next Annual General Meeting, however no longer than until 30 June 2023.