



Meeting minutes 1/2022
Annual General Meeting
20 April 2022

ANNUAL GENERAL MEETING OF KAMUX CORPORATION

Time: Wednesday 20 April 2022 at 10 a.m. – 10.20 a.m.

Place: Hotel Kämp's Symposion meeting venue, Pohjoisesplanadi 29, 00100 Helsinki

Present: Pursuant to so-called temporary act (375/2021), the Board of Directors of Kamux Corporation has resolved that a shareholder and a shareholder's proxy representative may participate in the Annual General Meeting only by advance voting. The shareholders recorded in the voting list approved at the Meeting were represented at the Meeting.

Johanna Hölli-Koskipirtti, LL.M. and the Company's CFO, Mr. Marko Lehtonen, were present at the meeting venue.

1 Opening of the Meeting

The Chairman of the meeting, Ms. Johanna Hölli-Koskipirtti, LL.M., opened the Meeting.

2 Calling the Meeting to order

Ms. Johanna Hölli-Koskipirtti, LL.M., acted as Chairman in accordance with the notice to the Annual General Meeting. The Chairman also prepared the minutes of the Annual General Meeting.

The Chairman noted as pursuant temporary act (375/2021), the shareholders and their representatives had been able to participate in the meeting the Annual General Meeting only by voting in advance, a vote had been carried out on all the decision items on the agenda.

The Chairman stated that the shareholders had had the opportunity to submit counter-proposals and questions in advance, as stated in the notice to the Meeting. No counter-proposals from shareholders to be put to a vote had been received by the deadline of 28 March 2022 at 10.00 a.m. No questions from shareholders had been received by the deadline of 4 April 2022 at 4.00 p.m.

The Chairman noted that pursuant to temporary act (375/2021) it had been possible to oppose the proposed resolutions in every item without a counterproposal. Summaries of the votes cast in advance under each main item on the agenda were attached to the minutes.

3 Election of persons to scrutinize the minutes and to supervise the counting of votes

Mr. Marko Lehtonen, the Company's CFO, acted as scrutinizer of the Meeting minutes and as supervisor of the counting of votes in accordance with the notice to the Annual General Meeting.



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4 Recording the legality of the Meeting

It was noted that the notice to the Meeting had been published as a stock exchange release and on the Company's website on 25 March 2022.

It was noted that the Annual General Meeting had been convened in accordance with the Articles of Association, the Companies Act and the provisions of the temporary act (375/2021), which temporarily derogates from certain provisions of the Companies Act, and that the Meeting was lawful and quorate.

The notice to the meeting was attached to the minutes (**Appendix 1**).

5 Recording the attendance at the Meeting and adoption of the list of votes

A list provided by Euroclear Finland Oy of shareholders who had voted in advance within the advance voting period, either in person or through a proxy, and who were entitled to participate in the Annual General Meeting in accordance with Chapter 5, Sections 6 and 6a of the Companies Act, was presented.

It was recorded that a total of 32 shareholders had participated in the advance voting, representing 21 618 183 shares and votes. In accordance with the Companies Act, the shares held by the Company have not entitled to participation or voting in the Meeting.

The list of participants and the list of votes represented at the Meeting were approved and attached to the minutes (**Appendices 2 and 3**).

6 Presentation of the annual accounts, the report of the Board of Directors and the Auditor's report for the year 2021

It was noted the Company had published the annual accounts including the report of the Board of Directors and the Auditor's report as a stock exchange release and on the Company's website on 23 March 2022.

It was noted that CEO Juha Kalliokoski's video review of 2021 has been available on the Company's website as of 23 March 2022.

The documents relating to the Company's annual accounts were attached to the minutes (**Appendices 4 and 5**).

It was recorded that the Company's annual accounts, consolidated accounts, the report of the Board of Directors and the auditor's report had been presented to the Annual General Meeting as it had only been possible to participate in the Meeting by voting in advance.

7 Adoption of the annual accounts

It was recorded that 21,617,243 shares, corresponding to approximately 54.02% of all shares and votes in the Company, participated in the voting. A total of 21,606,175 votes

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were cast to support the adoption of the annual accounts, corresponding to 100% of the votes cast. The number of empty votes was 11,058 and in addition 940 represented shares abstained from voting. No votes against were cast. No counterproposals had been made.

A summary of the votes cast in advance was attached to the minutes (**Appendix 6**).

Based on the result of voting, the Annual General Meeting approved the consolidated accounts and the annual accounts of the parent Company for the financial year of 1 January–31 December 2021.

8 Resolution on the use of the profit shown on the balance sheet and the payment of dividend

It was noted that on 31 December 2021 Kamux Corporation's distributable earnings totaled EUR 104,524,157.76 of which profit for the year was EUR 22,587,579.69.

It was noted that the Board of Directors had proposed 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.

The Board of Directors had proposed that the dividend for the financial year 2021 will be paid in two instalments. In accordance with the proposal, 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 22 April 2022. The Board had proposed that the first dividend instalment pay date be 29 April 2022. In accordance with the proposal, the second dividend instalment EUR 0.12 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 had proposed that the second dividend instalment pay date be 28 October 2022. The Board had also proposed 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.

The Board of Directors' proposal was attached to the minutes (**Appendix 7**).

It was noted that the shareholders had the right to demand a minority dividend in accordance with Chapter 13, Section 7 of the Companies Act. 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 7,996,061.10 calculated based on the amount of shares on the date of this notice.

It was noted that a minority dividend should be distributed if it is demanded by shareholders holding at least one-tenth of all the company's shares, except for the company's own shares. The demands for a minority dividend had to be submitted as part of the advance voting.

It was noted that in the advance voting, a minority dividend had been demanded by shareholders holding a total of 449,495 shares corresponding to 1.12 per cent of all shares in the company, excluding treasury shares held by the company.



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A summary of the demands was attached to the minutes (**Appendix 8**).

It was noted that the demand for a minority dividend did not receive sufficient support and no minority dividend will be paid.

It was recorded that 15,480,336 shares, corresponding to approximately 38.07% of all the shares and votes in the Company, participated in the voting. A total of 15,233,477 votes were cast to support the proposal of the Board of Directors, corresponding to 100% of the votes cast. The number of empty votes was 246,859 and 6,137,847 represented shares abstained from voting. No counterproposals had been made.

A summary of the votes cast in advance was attached to the minutes (**Appendix 9**).

Based on the result of voting, the Annual General Meeting resolved on the use of the profit and on the distribution of dividend in accordance with the Board of Directors' proposal.

9 Resolution on the discharge of the members of the Board of Directors and the CEO from liability for the financial year 2021

It was noted that the auditor's report did not contain any remarks regarding the activities of the Company's CEO and Board of Directors.

It was noted that the discharge from liability for the financial year 1 January 2021 – 31 December 2021 concerned the following persons:

Board of Directors

- Reija Laaksonen
- Antti Mäkelä
- Jokke Paananen
- Harri Sivula
- Tuomo Vähäpassi
- David Nuutinen, member of the Board of Directors, until 20 April 2021
- Tapio Pajuharju, member of the Board of Directors, as from 20 April 2021

CEO

- Juha Kalliokoski

It was recorded that 15,760,892 shares, corresponding to approximately 39.36% of all shares and votes in the Company, participated in the voting. A total of 15,615,075 votes were cast to support granting discharge from liability, corresponding to 99.14% of the votes cast, and a total of 134,749 votes were cast against granting discharge from liability, corresponding to 0.86% of the votes cast. The number of empty votes was 11,068 and in addition 7,906 represented shares abstained from voting. No counterproposals had been made.

It was recorded that the members of the Board of Directors and the CEO who participated in advance voting did not vote on this main item on the agenda with the shares that they hold directly or indirectly.



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A summary of the votes cast in advance was attached to the minutes (**Appendix 10**).

Based on the result of voting, the Annual General Meeting resolved to grant discharge from liability to the members of the Board of Directors and the CEO for the financial year 2021.

10 Handling of the remuneration report for governing bodies

It was noted that as participation in the Annual General Meeting was possible only by voting in advance, the Company's Remuneration Report published by a stock exchange release and on the Company's website on 23 March 2022, had been presented to the Annual General Meeting.

The Remuneration Report for governing bodies was attached to the minutes (**Appendix 11**).

It was recorded that 21.607.237 shares, corresponding to approximately 53.99% of all the shares and votes in the Company, participated in the voting. A total of 17,641,653 votes were cast to support the approval of the Remuneration Report, corresponding to 81.65% of the votes cast, and a total of 3,965,584 votes were cast against the approval of the Remuneration Report, corresponding to 18.35% of the votes cast. 19,946 represented shares abstained from voting. No empty votes were cast. No counterproposals had been made.

A summary of the votes cast in advance was attached to the minutes (**Appendix 12**).

Based on the result of voting, the Remuneration Report had been presented to the Annual General Meeting that resolved to approve it. The resolution was advisory.

11 Resolution on the remuneration of the members of the Board of Directors

It was noted that the Shareholders' Nomination Board had proposed to the Annual General Meeting that the annual fees payable to the members of the Board of Directors elected at the same meeting for a term until the close of the Annual General Meeting in 2023 be following:

- EUR 65,000 for the Chairman of the Board of Directors
- EUR 30,000 for each member of the Board of Directors
- EUR 5,000 for the Chairman of the Audit Committee
- EUR 2,500 for each member of the Audit Committee.

It had been proposed that 40 per cent of the annual fee of the Chairman and the members of the Board of Directors be paid in Kamux Corporation shares either purchased at a prevailing market price from the market or alternatively by using own shares held by the Company. The transfer of own shares or acquisition of shares directly for the members of the Board of Directors will be executed within two weeks from the publication of the interim review for the period January 1, 2022 to March 31, 2022. The rest of the annual fee would be paid in cash, which is used to cover taxes arising from the fees. The company pays the transaction costs related to the acquisition or transfer of the bonus shares and the transfer tax.



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In addition, it had been proposed that the fees of the committee would be paid in cash. If the Board of Directors decides to establish new committees, the annual fees of the Chairman and the members of the new committee are equal to the annual fees of the Chairman and the members of the Audit Committee. It had been proposed that travel expenses to be reimbursed in accordance with the Company's travel policy.

The proposal of the Shareholders' Nomination Board was attached to the minutes (**Appendix 13**).

It was recorded that 21,608,277 shares, corresponding to approximately 54,00% of all the shares and votes in the Company, participated in the voting. A total of 21,608,277 votes were cast to support the proposal of the Shareholders' Nomination Board, corresponding to 100% of the votes. The number of represented shares that abstained from voting, was 9,906. No empty votes or votes against were cast. No counterproposals had been made.

A summary of the votes cast in advance was attached to the minutes (**Appendix 14**).

Based on the result of voting, the Annual General Meeting resolved to approve the proposal of the Shareholders' Nomination Board for the remuneration of the board members.

12 Resolution on the number of members of the Board of Directors

It was noted that, in accordance with the Articles of Association, the Board of Directors shall comprise of minimum of four (4) and a maximum of eight (8) ordinary members. The number of Board members during the term that had begun as of the Annual General Meeting 2021 had been six (6).

It was noted that the Shareholders' Nomination Board had proposed to the Annual General Meeting that seven (7) board members be elected.

The proposal of the Shareholders' Nomination Board was attached to the minutes (**Appendix 15**).

It was recorded that 21,610, 277 shares, corresponding to approximately 54,00% of all the shares and votes in the Company, participated in the voting. A total of 21,610,277 votes were cast to support the proposal of the Shareholders' Nomination Board, corresponding to 100% of the votes cast. The number of represented shares that abstained from voting, was 7,906. No empty votes or votes against were cast. No counterproposals had been made.

A summary of the votes cast in advance was attached to the minutes (**Appendix 16**).

Based on the result of voting, the Annual General Meeting resolved in accordance with the proposal of the Shareholders' Nomination Board that the number of board members be confirmed as seven (7) regular members.

13 Election of members, the Chairman and the Vice Chairman of the Board of Directors

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It was noted that the Shareholders' Nomination Board had proposed to the Annual General Meeting that the following person be re-elected as members of the Board of Directors for the term beginning at the end of the Annual General Meeting on April 20, 2022 and at the end of the next Annual General Meeting:

- Reija Laaksonen,
- Antti Mäkelä,
- Tapio Pajuharju,
- Harri Sivula and
- Tuomo Vähäpassi; and

as new members of the Board of Directors

- Jaana Viertola-Truini and Terho Kalliokoski.

In addition, the Shareholders' Nomination Board had proposed to the Annual General Meeting that Harri Sivula be elected as the Chairman of the Board and Tuomo Vähäpassi as Vice Chairman of the Board.

It was noted that all proposed members of the Board of Directors had given their consent for their election.

The proposal of the Shareholders' Nomination Board was attached to the minutes (**Appendix 17**).

It was recorded that 21,609,277 shares, corresponding to approximately 52,05% of all the shares and votes in the Company, participated in the voting. A total of 19,391,762 votes were cast to support the proposal of the Shareholders' Nomination Board, corresponding to 93,09% of the votes cast, and a total of 1,438,882 votes were cast against the proposal of the Shareholders' Nomination Board, corresponding to 6,91% of the votes cast. The number of empty votes was 778,633 and in addition 8,906 represented shares abstained from voting. No counterproposals had been made.

A summary of the votes cast in advance was attached to the minutes (**Appendix 18**).

Based on the result of voting, the Annual General Meeting resolved to elect persons proposed by the Shareholders' Nomination Board for the term that starts at the end of the Annual General Meeting on 20 April 2022 and expires at the end of the Annual General Meeting 2023.

14 Resolution on the remuneration of the Auditor

It was noted that the Board of Directors had proposed to the Annual General Meeting that the remuneration of the auditor be paid according to their reasonable invoice as approved by the Company.

The proposal of the Board of Directors was attached to the minutes (**Appendix 19**).

It was recorded that 21,608,277 shares, corresponding to approximately 54,00% of all of the shares and votes in the Company, participated in the voting. A total of 21,608,277 votes were cast to support the proposal of the Board of Directors, corresponding to 100% of the votes cast. The number of represented shares abstained from voting, was 9,906 No votes against were cast. No counterproposals were made.

A summary of the votes cast in advance was attached to the minutes (**Appendix 20**).



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Based on the result of voting, the Annual General Meeting resolved in accordance with the proposal of the Board of Directors to reimburse the auditor to be elected as per their invoice as approved by the Company.

15 Election of the Auditor

It was noted that the Board of Directors had proposed 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 proposal of the Board of Directors was attached to the minutes (**Appendix 21**).

It was recorded that 21,608,277 shares, corresponding to approximately 54,00% of all of the shares and votes in the Company, participated in the voting. A total of 21,608,277 votes were cast to support the proposal of the Board of Directors, corresponding to 100% of the votes cast. The number of represented shares abstained from voting, was 9,906 No votes against were cast. No counterproposals were made.

A summary of the votes cast in advance was attached to the minutes (**Appendix 22**).

Based on the result of voting, the Annual General Meeting passed a resolution in accordance with the proposal of the Board of Directors to elect PricewaterhouseCoopers Oy, Authorized Public Accountants, as the Company's auditor with Mr. Markku Launis, Authorised Public Accountant, as the principal auditor.

16 Authorizing the Board of Directors to decide on the share issue

It was noted that the Board of Directors had proposed 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 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 a payment or without consideration. The issuance of shares may be carried out in deviation from the 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.

It was noted that the Board of Directors had proposed that the authorization cancels the authorization given to the Board of Directors by the Annual General Meeting of 20 April 2021 and will be valid until the closing of the next Annual General Meeting, however, no longer than until 30 June 2023.

The proposal of the Board of Directors was attached to the minutes (**Appendix 23**).

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It was recorded that 21,616,243 shares, corresponding to approximately 54.02% of all shares and votes in the Company, participated in the voting. A total of 21,616,203 votes were cast to support the proposal of the Board of Directors, corresponding to 100% of the shares represented and votes cast, and a total of 40 votes were cast against the proposal of the Board of Directors, corresponding to 0.00% of the votes cast. The number of represented shares that abstained from voting was 1,940. No empty votes were cast. No counterproposals had been made.

A summary of the votes cast in advance was attached to the minutes (**Appendix 24**).

Based on the result of voting, the Annual General Meeting resolved to authorize the Board of Directors to decide on the authorization related to issuance of shares as proposed by the Board of Directors.

17 Authorizing the Board of Directors to decide on the repurchase of Company's own shares

It was noted that the Board of Directors had proposed to the Annual General Meeting that the Annual General Meeting authorized 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 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 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.

It was noted that the Board of Directors had proposed that the authorization cancels the authorization given to the Board of Directors by the Annual General Meeting of 20 April 2021 and will be valid until the closing of the next Annual General Meeting, however no longer than until 30 June 2023.

The proposal of the Board of Directors was attached to the minutes (**Appendix 25**).



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It was recorded that 21,616,243 shares, corresponding to approximately 53.98% of all of the shares and votes in the Company, participated in the voting. A total of 21,601,385 votes were cast to support the proposal of the Board of Directors, corresponding to 99.93% of the shares represented and 100% of the votes cast. The number of empty votes was 14,858 and in addition 1,940 represented shares abstained from voting. No counterproposals were made.

A summary of the votes cast in advance was attached to the minutes (**Appendix 26**).

Based on the result of voting, the Annual General Meeting resolved to authorize the Board of Directors to decide on the repurchase of the Company's shares in accordance with the proposal of the Board of Directors.

18 Amendment of the Rules of Procedure for the Shareholders' Nomination Board

The Shareholders' Nomination Board had proposed to the Annual General Meeting that the Rules of Procedure of the Nomination Board Section 2 "Appointment and composition of the members of the Nomination Board" be amended so that the right to appoint members to the Nomination Board belongs to the three shareholders who hold the largest share of the votes represented by all shares in the Company on the first business day of August instead of the first business day of September preceding the Annual General Meeting. It is proposed that the other provisions on the date of appointment and composition of members be accordingly brought forward by one month.

After the amendment, the second and third paragraph of Section 2 of the Rules of Procedure would read as follows:

"The right to appoint members representing the shareholders belongs to the three (3) shareholders, whose proportions of the votes of all shares of the Company are the largest, according to the shareholder register held by the Euroclear Finland Oy on the first business day of August preceding the Annual General Meeting. If a shareholder who has decentralized their holdings, for example to multiple funds, and who has a responsibility according to the Securities Law (746/2012, with amendments) to take these holdings into account when announcing the changes in their share of ownership, presents at the latest on the last business day of July preceding the Annual General Meeting, a written and justifiable request regarding the matter to the Chairman of the Board of Directors, the holdings of such a shareholder in several funds or register shall be added together when calculating the decisive voting power.

If an owner of nominee registered shares wishes to use their right to appointment, they must present reliable evidence of the number of shares owned by them on the first business day of August of the year preceding the Annual General Meeting. The evidence must be delivered to the Chairman of the Board of Directors at latest on the eighth business day of August."

The proposal of the Shareholders' Nomination Board and the amended Rules of Procedure for the Shareholders' Nomination Board in its entirety were attached to the minutes (**Appendices 27 and 28**).

It was recorded that 21,614,203 shares, corresponding to approximately 54.01% of all of the shares and votes in the Company, participated in the voting. A total of 21,614,203 votes were cast to support the proposal of the Shareholders' Nomination Board,



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corresponding to 100% of the votes cast. 3,980 represented shares abstained from voting. No empty votes or votes against were cast. No counterproposals were made.

A summary of the votes cast in advance was attached to the minutes (**Appendix 29**).

Based on the result of voting, the Annual General Meeting resolved to amend the Rules of Procedure for the Shareholders' Nomination Board in accordance with the proposal of the Shareholders' Nomination Board.

19 Closing of the Meeting

The Chairman noted that all matters mentioned in the agenda has been dealt with and that the minutes of the Meeting would be available on the Company's website at the latest on 4 May 2022.

The Chairman closed the Meeting at 10.20 a.m.

In fidem

Chairman of the Annual General Meeting

JOHANNA HÖLLI-KOSKIPIRTTI

Johanna Hölli-Koskipirtti

Minutes reviewed and scrutinized by

MARKO LEHTONEN

Marko Lehtonen



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1. Notice to the Annual General Meeting 25 March 2022
2. List of participants 20 April 2022
3. List of represented votes 20 April 2022
4. Annual Accounts 2021
5. Auditor's Report 3 March 2022
6. Voting results in item 7
7. Board proposal on use of profit and distribution of dividend 25 March 2022
8. Summary on the demands for minority dividend in item 8
9. Voting results in item 8
10. Voting results in item 9
11. Remuneration Report of Governing Bodies of Kamux Corporation 2021
12. Voting results in item 10
13. Shareholders' Nomination Board's proposal on the remuneration of Board of Directors, 16 December 2021
14. Voting results in item 11
15. Shareholders' Nomination Board's proposal on the number of Board members, 16 December 2021
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17. Shareholders' Nomination Board' proposal on election of Board members and the Chairman and the Vice Chairman of the Board 16 December 2021
18. Voting results in item 13
19. Board of Directors' proposal on the remuneration of the Auditor 25 March 2022
20. Voting results in item 14
21. Board of Directors' proposal on the election of the Auditor 25 March 2022
22. Voting results in item 15
23. Board of Directors' proposal on the Board's authorization to decide on a share issue 25 March 2022
24. Voting results in item 16
25. Board of Directors' proposal on the Board's authorization to decide on the purchase of the Company's own shares 25 March 2022
26. Voting results in item 17
27. Shareholders' Nomination Board's proposal to amend the Rules of Procedure for the Shareholders' Nomination Board 16 December 2021
28. The Rules of Procedure for the Shareholders' Nomination Board
29. Voting results in item 18