

DOVRE GROUP PLC'S PROPOSALS OF THE BOARD OF DIRECTORS FOR THE ANNUAL GENERAL MEETING TO BE HELD ON APRIL 29, 2025**Resolution on the use of the profit shown on the balance sheet and resolution on the distribution of dividend**

The parent company's distributable funds as on December 31, 2024 amounted to EUR 16 951 447.40. Board of Directors proposes to the AGM that no dividend is paid. The Board is nevertheless considering convening an Extraordinary General Meeting in autumn 2025 to resolve on dividend distribution, once the Company's situation has become more clear.

Adoption of the remuneration report for governing bodies

The Board of Directors proposes to the AGM that the AGM adopts the remuneration report for the financial year 2024.

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

Board of Directors proposes to the AGM that the annual remuneration payable to the Board members shall be as follows: The Chairman of the Board is paid EUR 35,000 (previously 40,000), the Vice Chairman of the Board EUR 30,000 (previously 33,000), and each other member of the Board EUR 25,000.

In addition, it is proposed that reasonable travel expenses incurred by the Board members be compensated according to the actual costs.

The remuneration of the members of the Board of Directors shall be paid in cash.

Resolution on the remuneration of the auditor

The Board of Directors proposes to the AGM that the auditor's fee shall be paid according to the approved reasonable invoice from the auditor.

Election of the auditor

The Board of Directors proposes to the AGM that one (1) auditor be elected for the Company. The Board of Directors proposes that Authorized Public Accountant firm BDO Oy be elected as the Company's auditor. BDO Oy has informed that Authorized Public Accountant Henrik Juth would act as the principally responsible auditor.

Resolution on the remuneration of the sustainability reporting assurer

The Board of Directors proposes to the General Meeting that the sustainability reporting assurer to be elected is reimbursed as per their invoice approved by the company.

Election of the sustainability reporting assurer

The Board of Directors proposes to the General Meeting that the sustainability audit firm BDO Oy be elected as the company's sustainability reporting assurer for the term ending at the conclusion of the following annual general meeting. BDO Oy has informed that Authorized Public Accountant and Authorized Sustainability Auditor Henrik Juth would act as the principally responsible sustainability reporting assurer.

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

The Board of Directors proposes to the AGM that the Board of Directors be authorized to decide on the repurchase of the Company's own shares on the following conditions:

- a) By virtue of the authorization, the Board is entitled to decide on repurchase of a maximum of 10,100,000 of the Company's own shares, corresponding to a maximum of approximately 9.5% of all shares in the Company.
- b) The Company's own shares may be repurchased in deviation from the proportion to the holdings of the shareholders using the non-restricted equity and acquired on regulated market through trading on Nasdaq Helsinki Ltd at the share price prevailing at the time of acquisition. Shares will be acquired and paid for in accordance with the rules of Nasdaq Helsinki Ltd and Euroclear Finland Ltd.
- c) The shares may be repurchased in order to be used as consideration in possible acquisitions or other arrangements related to the Company's business, to finance investments or as part of the Company's incentive program or the be held, otherwise conveyed or cancelled by the Company.

The Board of Directors shall decide on other matters related to repurchase of the Company's own shares.

The repurchase authorization is valid until June 30, 2026. The authorization revokes previous authorizations to acquire the Company's own shares.

Authorizing the Board of Directors to decide on the issuance of shares as well as the issuance of other special rights entitling to shares

The Board of Directors proposes to the AGM that the Board of Directors be authorized to decide on

- (i) the issuance of new shares and/or
- (ii) the conveyance of the Company's own shares and/or
- (iii) the granting of special rights referred to in Chapter 10, Section 1 of the Finnish Companies Act, on the following conditions:

By virtue of the authorization, the Board may also decide on a directed issue of shares and special rights, i.e. in deviation of the pre-emptive subscription rights of the shareholders, under the requirements of the law. By virtue of the authorization, a maximum of 10,100,000 shares may be issued, corresponding to a maximum of 9.5% of the Company's existing shares.

The Board may use the authorization in one or more instalments. The Board may use the authorization to finance or conclude acquisitions or other arrangements, to strengthen the Company's capital structure, for incentive programs or for other purposes decided by the Board. The new shares may be issued or the Company's own shares conveyed either against payment or free of charge. The new shares may also be issued as an issue without payment to the Company itself. The Board is authorized to decide on other terms of the issuance of shares and special rights. By virtue of the authorization, the Board of Directors may decide on the realization of the Company's own shares possibly held by the Company as pledge.

The authorization is valid until June 30, 2026. The authorization revokes earlier authorizations to issue shares and grant option rights and other special rights entitling to shares.