

Resolution on the use of profit shown on the balance sheet and on the distribution of funds from the reserve for invested unrestricted equity of the company as well as authorizing the Board of Directors to resolve on the distribution of funds from the reserve for invested unrestricted equity

The Board of Directors proposes to the Annual General Meeting that no dividend shall be paid for the financial year 2024.

The Board of Directors further proposes that the Annual General Meeting resolves to distribute EUR 0.09 per share (which would correspond to a total of EUR 8,091,933.57 for all 89,910,373 shares currently registered and outstanding) from the company's reserve for invested unrestricted equity for the year 2024. The capital repayment shall be paid to the shareholder who is registered in the company's shareholders' register maintained by Euroclear Finland Ltd on the record date of the payment. The record date for the capital repayment is 25 April 2025 and the payment date is 5 May 2025.

The Board of Directors further proposes that the Annual General Meeting authorises the Board of Directors, at its discretion, to decide on the distribution of the funds recorded in the reserve for invested unrestricted equity up to a maximum amount of EUR 0.05 per share (which would correspond to a maximum total of EUR 4,495,518.65 for all 89,910,373 shares currently registered and outstanding). Under the authorisation, funds can be distributed in one or more instalments. The authorisation is valid until the beginning of the next Annual General Meeting. The company will announce any decision by the Board of Directors on the repayment of capital and, at the same time, the record and payment dates for the repayment of capital. Capital repayments payable under the authorisation will be paid to shareholders who, on the record date for such capital repayment, are entered in the shareholders' register of the company maintained by Euroclear Finland Oy.

Handling of the remuneration report for governing bodies

The Board of Directors proposes to the Annual General Meeting that the remuneration report for governing bodies be confirmed.

The remuneration report 2024 will be available on HKFoods Plc's website at www.hkfoods.com as from 28 March 2025 at the latest.

Resolution on the remuneration of the auditor and the sustainability reporting assurer

The Board of Directors' Audit Committee has prepared a proposal to the Board of Directors. The Board of Directors proposes to the Annual General Meeting that the remuneration of the auditor be paid according to the auditor's invoice accepted by the Company. The Board of Directors also proposes that remuneration shall be paid to the sustainability reporting assurer against a reasonable invoice for measures related to the review of sustainability reporting.

Election of the auditor and the sustainability reporting assurer

The Board of Directors' Audit Committee has prepared a proposal to the Board of Directors. The Board of Directors proposes to the Annual General Meeting that auditing firm Ernst & Young Oy be elected as the auditor of the Company until the end of the Annual General Meeting 2026. Auditing firm Ernst & Young Oy has notified the Company that it will appoint Maria Onniselkä, Authorized Public Accountant, as the lead audit partner. In addition, the Board of Directors proposes that sustainability auditing firm Ernst & Young Oy be elected as the sustainability reporting assurer until the end of the Annual General Meeting 2026, with Maria Onniselkä, M.Sc. (Econ.), Authorized Sustainability Auditor (ASA) as the lead sustainability reporting assurer.

The Board of Directors also proposes that the Annual General Meeting requests the auditor to give a statement in the auditor's report on the adoption of the financial statements, the granting of discharge from liability and the Board of Directors' proposal for distribution of funds.

Proposal of the Board of Directors on authorizing the Board of Directors to decide on issuance of shares as well as option rights and other special rights entitling to shares

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors to decide on share issue as well as issue of option rights and other special rights entitling to shares, pursuant to Chapter 10 of the Companies Act as follows:

The shares issued under the authorization are new Series A shares or those Series A shares that are in the company's possession. Under the authorization, a maximum of 9,000,000 Series A shares, which corresponds to approximately 9.1 percent of all the shares in the Company and approximately 9.6 percent of all the Series A shares in the Company, can be issued. The shares, option rights or other special rights entitling to shares can be issued in one or more tranches.

The authorization may be used for developing the company's capital structure, expanding the ownership base, financing or executing acquisitions or other arrangements, as well as for implementing share-based incentive schemes and share-based rewards for the management of the company and the group. The Board of Directors is authorized to resolve on all other terms for the share issue and granting of the special rights entitling to shares. Due to the purpose of use of the authorization the Board of Directors is authorized to resolve on a directed share issue and issue of the special rights entitling to shares in deviation from the shareholders' pre-emptive right. A directed share issue always requires a weighty economic reason for the Company and the authorization may not be utilized inconsistently with the principle of equal treatment of shareholders.

The authorization shall be effective until 30 June 2026.

The authorization revokes the authorization granted by the Extraordinary General Meeting on 28 February 2024 to the Board of Directors to decide on the issuance of Series A shares.

Proposal of the Board of Directors on authorizing the Board of Directors to decide on the acquisition of the Company's own Series A shares and/or on the acceptance as pledge of the Company's own Series A shares

The Board of Directors proposes to the Annual General Meeting that the Board of Directors be authorized to decide on the purchase of the Company's own Series A shares and/or on the acceptance of the Company's own Series A shares as pledge as follows:

The aggregate number of own Series A shares to be acquired and/or accepted as pledge shall not exceed 1,000,000 Series A shares in total, which corresponds to approximately 1 percent of all the shares in the Company and approximately 1.1 percent of all the Series A shares in the Company. However, the Company together with its subsidiaries, cannot at any moment own and/or hold as pledge more than 10 percent of all the shares in the Company.

The Company's own Series A shares may be purchased based on the authorization only by using non-restricted equity, which consequently reduces the amount of the funds available for distribution of profits. The Company's own Series A shares may be purchased for a price quoted in public trading on the purchase day or for a price otherwise determined by the market.

The shares may be purchased under the proposed authorization to develop the capital structure of the Company. In addition, the shares may be purchased under the proposed authorization to finance or carry out acquisitions or other arrangements, as a part of incentive schemes and payment of share-based remuneration or to be transferred for other purposes, or to be cancelled.

The Board of Directors shall resolve upon the method of purchase. Among other means, derivatives may be utilized in purchasing the shares. The shares may be purchased in a proportion other than that of the shares held by the shareholders (directed purchase). A directed purchase of the Company's own shares always requires a weighty economic reason for the Company and the authorization may not be utilized inconsistently with the principle of equal treatment of shareholders.

The authorization is effective until 30 June 2026.

The authorization revokes that granted on 18 April 2024 by the Annual General Meeting to the Board of Directors to acquire and/or to accept as pledge the company's own Series A shares.