

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

The Board of Directors proposes to the Annual General Meeting that no dividend be paid for the financial year 2023.

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 2023 will be available on HKScan Corporation's website at www.hkscan.com as from 15 March 2024 at the latest.

Handling of the remuneration policy for governing bodies

The Board of Directors proposes that the Annual General Meeting approves the remuneration policy for governing bodies. The remuneration policy was last presented to the Annual General Meeting on 10 June 2020.

The remuneration policy will be available on HKScan Corporation's website at www.hkscan.com as from 15 March 2024 at the latest.

Resolution on the remuneration of the auditor and the sustainability 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 assurer against a reasonable invoice for measures related to the review of sustainability reporting.

Election of the auditor and the sustainability 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 2025. 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 assurer until the end of the Annual General Meeting 2025, with Maria Onniselkä, M.Sc. (Econ.), Authorized Sustainability Auditor (ASA) as the lead sustainability 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.

Resolution on changing the Company's name

On 28 February 2024, the Extraordinary General Meeting of the Company confirmed and approved the sale of HKScan's Swedish business to the Swedish Lantmännen ek för in accordance with the agreement signed by the Company on 29 December 2023. The resolution of the Extraordinary General Meeting is conditional and subject to the conditions for the sale of the Swedish business, including the regulatory approvals required for the transaction, being otherwise fulfilled. As part of the arrangement, the Company has undertaken to change its name after a certain transitional period, which in turn requires an amendment to the section of the Company's Articles of Association relating to the Company's name.

The Board of Directors proposes to the Annual General Meeting that upon completion of the sale of the Swedish business, Article 1 of the Articles of Association concerning the Company's name be amended as follows:

"1 § The name of the company is HKFoods Oyj, in Swedish HKFoods Abp and in English HKFoods Plc. The domicile of the company is Turku."

The resolution is conditional on the completion of the sale of the Swedish business. The Board of Directors of the Company is authorized to confirm the fulfillment of the conditions and to implement the resolution of the General Meeting to amend the Articles of Association.

Resolution on the partial amendment of the Articles of Association

The Board of Directors proposes to the Annual General Meeting that the General Meeting resolves on technical amendments to the Company's Articles of Association so that the agenda of the Annual General Meeting set out in Article 8 of the Articles of Association is amended in accordance with the current Finnish Companies Act to include references to the adoption of the remuneration report and, where applicable, the remuneration policy, and, where applicable, the election of the sustainability assurer and the decision on their remuneration, and otherwise updated to comply with the wording of the current Finnish Companies Act. The Board of Directors also proposes that Article 12 of the Articles of Association be updated in accordance with the current Auditing Act so that the Company shall have at least one (1) auditor, which must be an auditing firm approved by the Finnish Patent and Registration Office.

In accordance with the proposal of the Board of Directors, Article 8 of the Company's Articles of Association is proposed to be amended as follows:

"8 § The Annual General Meeting of Shareholders

shall be presented with

- 1. the financial statements and the report of the Board of Directors;*
- 2. the auditors' report;*
- 3. an explanation by the Board of Directors warranted by any comments made by the auditors;*

resolve on

- 1. the adoption of the financial statements;*
- 2. the use of the profit shown on the balance sheet;*
- 3. the discharge from liability of members of the Board of Directors and of the CEO;*
- 4. the adoption of the remuneration report for governing bodies;*
- 5. the adoption of the remuneration policy for governing bodies, if needed;*
- 6. remuneration of members and deputy members of the Board of Directors and of the auditors and, if needed, the sustainability assurers;*
- 7. the number of members on the Board of Directors, and if needed, deputy members;*

be appointed

- 1. the members of the Board of Directors, and if needed, deputy members;*
- 2. the auditors, and if needed, the sustainability assurers;*

dealt with

any other business contained in the notice of meeting."

In addition, in accordance with the proposal of the Board of Directors, Article 12 of the Company's Articles of Association is proposed to be amended as follows:

"12 § The company has at least one (1) auditor, which must be an auditing firm approved by the Finnish Patent and Registration Office. The term of office of the auditor shall end at the end of the Annual General Meeting following the appointment."

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 4,700,000 Series A shares in total, which corresponds to approximately 4.74 percent of all the shares in the Company and approximately 5.02 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 2025.

The authorization revokes that granted on 20 April 2023 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. However, the authorization does not revoke the authorization granted by the Extraordinary General Meeting on 28 February 2024 to the Board of Directors to decide on the acquisition of own Series A and Series K shares.