

Koskisen Corporation: Notice to the Annual General Meeting

Notice is given to the shareholders of Koskisen Corporation to the Annual General Meeting to be held on Thursday, 11 May 2023, at 13.00 p.m. at the Siltasaari 10 premises at Siltasaarenkatu 10, Helsinki, Finland. The reception of persons who have registered for the meeting will commence at 12.00 p.m. After the meeting, coffee is served, and the shareholders have the opportunity to meet the company's management.

The shareholders can also exercise their right to vote by voting in advance. Instructions for advance voting are shown in this notice to the General Meeting under Section C "Instructions for the participants in the General Meeting".

The shareholders may also follow the General Meeting as a live webcast on the company's website at www.koskisen.com/agm2023. It is not possible to ask questions, make counterproposals, exercise the right to speak or vote through the webcast, and following the meeting through the webcast is not considered as participating in the General Meeting or exercising shareholders' rights.

A. MATTERS ON THE AGENDA OF THE GENERAL MEETING

1. Opening of the meeting

2. Calling the meeting to order

3. Election of person to scrutinize the minutes and supervise the counting of votes

4. Recording the legality of the meeting

5. Recording the attendance at the meeting and adoption of the list of votes

6. Presentation of the financial statements, consolidated financial statements, the report of the Board of Directors and the auditor's report for the year 2022

Review by the CEO

7. Adoption of the financial statements and the consolidated financial statements

8. Resolution on the use of the profit shown on the balance sheet

The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0.43 per share shall be paid based on the adopted balance sheet regarding the financial year of 2022 and that the profit shall be recorded in retained earnings. Calculated on the basis of the current total amount of shares, a total of EUR 9,895,013.37 would be paid as dividend. The record date for the payment of the dividend is 15 May 2023 and the dividend shall be paid on 23 May 2023.

9. Resolution on the discharge of the members of the Board of Directors and the CEO from liability

10. Remuneration Policy for governing bodies

The Board of Directors proposes that the Remuneration Policy for the company's governing bodies is approved. The resolution is advisory in accordance with the Companies Act.

The Remuneration Policy for governing bodies is available on the company's website www.koskisen.com/agm2023 no later than three weeks before the General Meeting.

11. Remuneration Report for governing bodies

The Board of Directors proposes that the Remuneration Report for the company's governing bodies for 2022 is approved. The resolution is advisory in accordance with the Companies Act.

The Remuneration Report for the governing bodies is available on the company's website www.koskisen.com/agm2023 no later than three weeks before the General Meeting.

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

The Board of Directors proposes to the Annual General Meeting that the remuneration of the Board of Directors would be as follows: the remuneration of the Chairman of the Board of Directors shall be EUR 5,000 per month and the remuneration of other members shall be EUR 2,500 per month. The remuneration of the Chairman of the Audit Committee shall be EUR 3,500 per month.

In addition, the Chairman of the Board of Directors shall be paid a meeting fee of EUR 1,000 per meeting and other members a fee of EUR 500 per meeting. Equivalent meeting fees shall also be paid for the meetings of the Board of Directors' committees. No fee shall be paid for decisions made without convening a meeting.

Compensation for expenses will be paid in accordance with the company's valid travel policy.

13. Resolution on the number of members of the Board of Directors

The Board of Directors proposes to the Annual General Meeting that the number of members of the Board of Directors remains unchanged and would be six (6).

14. Election of members of the Board of Directors and the Chairman of the Board of Directors

The Board of Directors proposes to the Annual General Meeting that Kari Koskinen, Eva Wathén, Kalle Reponen and Hanna Sievinen would be re-elected as members of the Board of Directors and that Pekka Kuusniemi and Hanna Masala would be elected as new members of the Board of Directors.

Out of the current members of the Board of Directors, Juha Vanhainen and Karoliina Koskinen have informed that they are not available as candidates for the Board of Directors.

Pekka Kuusniemi (b. 1968, M.Sc. (Econ.), Finnish citizen) is currently serving as the CEO of Raisio plc and has previously served as the CEO of Oras Group, among other positions. Kuusniemi is also a member of the Board of Directors of Finnish Food and Drink Industries' Federation, member of the Supervisory Board of Varma Mutual Pension Insurance Company, Deputy Chairman of the Supervisory Board of the registered foundation Meripuolustussäätiö and a member of the Board of Directors of Finnish Foundation for Cardiovascular Research.

Hanna Masala (b. 1976, M.Sc. (Econ.), Finnish citizen) is currently serving as the CFO of Sitowise Group Plc and has previously held several management positions at Fortum Corporation and served as investment director at Solidium Oy. Masala has also served as a member of the Board of Directors and Chairman of the Audit Committee of Arctia Ltd, as well as a member of the Board of Directors in several joint ventures of the Fortum Group.

All candidates have given their consent to the election. All candidates are independent of the company and company's significant shareholders, with the exception of Kari Koskinen and Eva Wathén, who are significant shareholders of the company and have served as members of the company's Board of Directors for more than 10 years, and who are not considered to be independent of the company or its significant shareholder. The candidate information relevant to their service for the Board of Directors is presented at the company website www.koskisen.com/agm2023.

The Board of Directors proposes to the Annual General Meeting that Pekka Kuusniemi would be elected as the Chairman of the Board of Directors.

With regard to the selection procedure for the members of the Board of Directors, the Board of Directors recommends that shareholders take a position on the proposal as a whole at the Annual General Meeting. In preparing its proposals, the Board of Directors, in addition to ensuring that individual candidates for membership of the Board of Directors possess the required competence, has determined that the proposed Board of Directors as a whole also has the best possible expertise for the company.

15. Resolution on the remuneration of the auditor

On the recommendation of the Audit Committee, the Board of Directors proposes to the Annual General Meeting that the auditor's fee would be paid according to the invoice approved by the company.

16. Election of the auditor

On the recommendation of the Audit Committee, the Board of Directors proposes to the Annual General Meeting that PricewaterhouseCoopers Oy, Authorized Public Accountant firm, would still be elected as the auditor of the company for the term of office in accordance with the Articles of Association. PricewaterhouseCoopers Oy has informed that it will appoint Markku Launis, Authorized Public Accountant, as the principally responsible auditor of the company, if PricewaterhouseCoopers Oy is elected as the company's auditor.

17. Authorizing the Board of Directors to resolve on the repurchase of company's own shares

The Board of Directors proposes to the Annual General Meeting that the Board of Directors would be authorized to resolve on the repurchase of the company's own shares on the following terms and conditions:

1. Maximum number of shares to be repurchased

By virtue of authorization, the Board of Directors is entitled to decide on repurchasing a maximum of 1,000,000 company's own shares.

2. Directed repurchase and consideration to be paid for shares

The company's own shares shall be repurchased otherwise than in proportion to the holdings of the shareholders by using the non-restricted equity through trading on regulated market organized by Nasdaq Helsinki Ltd at the market price prevailing at the time of acquisition.

The shares shall be repurchased and paid in accordance with the rules of Nasdaq Helsinki Ltd and Euroclear Finland Ltd.

3. Holding, cancelling and conveying of shares

The shares shall be repurchased to be used, for example, in the company's share-based incentive programs, as consideration in acquisitions related to the company's business, or to be held by the company, to be conveyed by other means or to be cancelled.

4. Other terms and validity

The Board of Directors shall decide on other terms and conditions related to the repurchase of the company's own shares. The repurchase authorization shall be valid until 30 June 2024, and it revokes all earlier authorizations to repurchase company's own shares.

18. Authorizing the Board of Directors to resolve on the share issue and granting of options and other special rights entitling to shares referred to in Chapter 10, Section 1 of the Companies Act

The Board of Directors proposes to the Annual General Meeting that the Board of Directors shall be authorized to decide on

- (i) issuing new shares and/or
- (ii) conveying the company's own shares held by the company and/or
- (iii) granting options and other special rights referred to in Chapter 10, Section 1 of the Companies Act on the following terms and conditions:

1. Right to shares

New shares may be issued, and the company's own shares may be conveyed

- to the company's shareholders in proportion to their current shareholdings in the company; or
- by waiving the shareholder's pre-emption right, through a directed share issue if the company has a weighty financial reason to do so, such as, for example, using the shares as consideration in possible acquisitions or other arrangements related to the company's business, as financing for investments or using shares as part of the company's incentive program.

The new shares may also be issued without payment to the company itself.

2. Share issue against payment and without payment

New shares may be issued, and the company's own shares held by the company may be conveyed either against payment ("Share Issue Against Payment") or without payment ("Share Issue Without Payment"). A directed share issue may be a Share Issue Without Payment only if there is an especially weighty financial reason both for the company and with regard to the interests of all shareholders in the company.

3. Maximum number of shares

New shares may be issued and/or company's own shares held by the company or its group company may be conveyed at the maximum amount of 1,000,000 shares in aggregate.

4. Granting of options and other special rights

The Board of Directors may grant options and other special rights referred to in Chapter 10, Section 1 of the Companies Act, which carry the right to receive against payment new shares or own shares held by the company. The right may also be granted to the company's creditor in such a manner that the right is granted on condition that the creditor's receivable is used to set off the subscription price (Convertible Bond).

The maximum number of new shares that may be subscribed and own shares held by the company that may be conveyed by virtue of the options and other special rights granted by the company is 1,000,000 shares in total which number is included in the maximum number stated in Section 3 above.

5. Recording of the subscription price

The subscription price of the new shares and the consideration payable for the company's own shares shall be recorded under the invested non-restricted equity fund.

6. Other terms and validity

The authorizations shall revoke all earlier authorizations regarding share issue and issuance of special rights entitling to shares. The Board of Directors shall decide on all other terms and conditions related to the authorizations. The authorizations shall be valid until 30 June 2024.

19. Closing of the meeting

B. DOCUMENTS OF THE GENERAL MEETING

This notice, which includes all proposals relating to the agenda of the Annual General Meeting is available on the company's website at www.koskisen.com/agm2023. The annual report of the company, which includes the company's financial statements, consolidated financial statements, the report of the Board of Directors and the auditor's report, as well as the Remuneration Policy and Remuneration Report of governing bodies are available on the above-mentioned website three weeks before the General Meeting, at the latest. The above-mentioned documents are also available at the General Meeting. The minutes of the General Meeting will be available on the above-mentioned website no later than two weeks after the General Meeting.

C. INSTRUCTIONS FOR THE PARTICIPANTS IN THE GENERAL MEETING

1. Registration and right to participate – shareholders registered in the shareholders' register

Each shareholder who is registered on the record date of the General Meeting on 28 April 2023 in the shareholders' register of the company held by Euroclear Finland Ltd has the right to participate in the General Meeting. A shareholder whose shares are registered on his/her personal Finnish book-entry account is registered in the shareholders' register of the company.

Registration for the General Meeting starts on 17 April 2023 at 12.00 p.m. (EEST). A shareholder who is registered in the company's shareholders' register and wishes to participate in the General Meeting, must register for the meeting no later than 8 May 2023 by 4.00 p.m. (EEST) by which time the registration must be received by the company. The shareholder may register for the General Meeting:

a) Via the company's website at www.koskisen.com/agm2023.

Electronic registration requires for natural persons the shareholder's or his/her proxy representative's, and for legal persons, its representative's or proxy holder's strong electronic identification (Finnish or Swedish online banking codes or the Mobile ID).

b) By regular mail or email.

A shareholder registering for the General Meeting by regular mail or email must deliver a registration and advance voting form which is available on the company's website www.koskisen.com/agm2023, or corresponding information by regular mail to Innovatics Oy to the address Innovatics Oy, General Meeting / Koskisen Corporation, Ratamestarinkatu 13 A, 00520 Helsinki, Finland or by email to the address agm@innovatics.fi.

If a shareholder registers for the General Meeting by regular mail or email to Innovatics Oy, the delivery of the registration and advance voting form or the corresponding information before the end of the registration period shall constitute a registration for the General Meeting provided that the information required for registration set out in the form is provided.

c) By phone at +358 10 2818 909 on weekdays from 9.00 a.m. to 12.00 p.m. and 1.00 p.m. to 4.00 p.m.

When registering by phone, it is not possible to vote in advance.

In connection with the registration, the shareholder shall provide the requested information, such as the shareholder's name, date of birth/business identity code and contact information as well as the name of a possible assistant or proxy representative and the date of birth and contact information of the proxy representative. The personal data provided will only be used in connection with the General Meeting and with the processing of any related necessary registrations.

The shareholder, his/her representative or proxy holder must be able to prove his/her identity and/or right of representation at the meeting place if necessary.

2. Registration and right to participate – holders of nominee registered shares

A holder of nominee registered shares has the right to participate in the General Meeting by virtue of the shares on the basis of which he/she would have the right to be registered on the record date of the General Meeting on 28 April 2023 in the shareholders' register maintained by Euroclear Finland Ltd. In addition, the right to participate requires that the shareholder on the basis of such shares has been temporarily registered in the shareholders' register maintained by Euroclear Finland Ltd at the latest by 8 May 2022, by 10.00 a.m. (EEST). As regards nominee registered shares this constitutes registration for the General Meeting.

A holder of nominee registered shares is advised to request in good time from his/her custodian bank the necessary instructions regarding the temporary registration in the shareholders' register, the issuing of proxy documents and voting instructions and registration for the General Meeting as well as voting in advance. The account manager of the custodian bank has to register a holder of nominee registered shares, who wants to participate in the Annual General Meeting, temporarily into the shareholders' register of the company at the latest by the date and time mentioned above and where necessary, take care of the advance voting on behalf of the holder of nominee registered shares before the end of the registration period for holders of nominee registered shares.

3. Proxy representative and powers of attorney

A shareholder may participate in the General Meeting and exercise his/her rights at the meeting by way of proxy representation. The proxy representative of the shareholder may also vote in advance as described in this notice.

When registering for the General Meeting and possibly voting in advance via the company's website, the proxy representative must identify him-/herself in the electronic registration service with strong identification, after which he/she can register and, where necessary, vote in advance on behalf of the shareholder he/she represents.

A shareholder's proxy representative shall produce a dated proxy document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder in the General Meeting. A template for a proxy document is available on the company's website at www.koskisen.com/agm2023. If a shareholder participates in the General Meeting by means of several proxy representatives representing the shareholder with shares on different securities accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the General Meeting.

Any proxy documents are requested to be submitted as an attachment in connection with the electronic registration and possible advance voting, or alternatively by regular mail to Innovatics Oy to the address Innovatics Oy, General Meeting / Koskisen Corporation, Ratamestarinkatu 13 A, 00520 Helsinki, Finland, or by email to the address agm@innovatics.fi before the end of the registration period. In addition to the delivery of proxy documents, the shareholder or his/her proxy shall ensure the registration for the General Meeting as described above in this notice.

Shareholders that are legal entities may also, as an alternative to traditional proxy authorization documents, use the electronic Suomi.fi authorization service for authorizing their proxy representatives. The representative is mandated in the Suomi.fi service at www.suomi.fi/e-authorizations (using the authorization topic "Representation at the General Meeting"). When registering for the General Meeting in the general meeting service on the company's website, authorized representatives shall identify themselves with strong electronic authentication, after which the electronic mandate is automatically verified. For more information on the electronic authorizations, see www.suomi.fi/e-authorizations.

4. Advance voting

Shareholders, whose shares have been registered in their Finnish book-entry account, may also vote in advance on the agenda items 7-18 of the General Meeting between 17 April 2023 at 12.00 p.m. and 8 May 2023 at 4.00 p.m. (EEST). The advance voting is possible:

a) Via the company's website at www.koskisen.com/agm2023.

Logging in to the service is done in the same way as for registration in accordance with Section C. 1. a) of this notice.

b) By regular mail or email.

A shareholder voting in advance by regular mail or email must deliver a registration and advance voting form which is available on the company's website www.koskisen.com/agm2023, or corresponding information to Innovatics Oy by regular mail to the address Innovatics Oy, General Meeting / Koskisen Corporation, Ratamestarinkatu 13 A, 00520 Helsinki, Finland or by email to agm@innovatics.fi. The delivery must be received by 8 May 2023 by 4.00 p.m. (EEST).

If a shareholder votes in advance by regular mail or email to Innovatics Oy, the delivery of the registration and advance voting form or the corresponding information before the end of the

registration period shall also constitute a registration for the General Meeting provided that the shareholder's message contains the information required in both the registration section and the advance voting section of the form.

A shareholder who has voted in advance may not use the right to ask questions or to demand a vote in accordance with the Companies Act unless the shareholder participates in the General Meeting at the meeting venue his-/herself or through a proxy representative.

For holders of nominee-registered shares, advance voting is carried out via the account manager. The account manager may cast the advance votes on behalf of the holders of nominee-registered shares during the registration period set for the nominee-registered shares in accordance with the voting instructions provided by the holders of nominee-registered shares.

A proposal subject to advance voting is considered to have been presented without amendments at the General Meeting.

5. Other information

The language of the meeting is Finnish.

Shareholders included in the shareholders' register on the record date of the General Meeting may follow the General Meeting through a webcast. Detailed instructions for following the webcast shall be available on the company's website at www.koskisen.com/agm2023 before the General Meeting. Following the webcast requires ordering a personal link through the company's website. Shareholders are requested to note that following the meeting through the webcast is not considered participation in the General Meeting as referred to in the Companies Act and it does not enable the shareholder to exercise his/her rights at the General Meeting. Shareholders following the webcast can exercise their right to vote by voting in advance on the item on the agenda of the General Meeting in accordance with the instructions presented above.

A shareholder present at the General Meeting has a right to ask questions at the General Meeting about matters on the agenda of the meeting in accordance with Chapter 5, Section 25 of the Companies Act.

Changes in the share ownership after the record date of the General Meeting do not affect the right to participate in the General Meeting or the shareholder's number of votes.

On the date of the notice to the General Meeting, Koskisen Corporation has a total of 23,011,659 shares and votes.

In Kärkölä, 14 April 2023

KOSKISEN CORPORATION

Board of Directors