

Notice to the General Meeting of Musti Group plc

Musti Group plc Stock Exchange Release Notice to general meeting 17 December 2021 at 11:00 a.m. EET

Notice is given to the shareholders of Musti Group plc (the "Company") to participate in the Annual General Meeting to be held on Thursday 27 January 2022 at 3:00 p.m. (EET) in the Company's headquarters at Mäkitorpantie 3 B, FI-00620 Helsinki, Finland. Shareholders of the Company and their representatives may participate in the meeting and exercise shareholder rights only through advance voting as well as by making counterproposals and presenting questions in advance in accordance with this notice and other instructions given by the Company. It is not possible for shareholders or their representatives to participate at the meeting venue in person. Instructions for shareholders are presented in section C of this notice and on the Company's website.

The Board of Directors of the Company has resolved on the exceptional procedure for the meeting based on the legislative act concerning temporary deviations from the Finnish Companies Act (375/2021) approved by the Finnish Parliament on 27 April 2021, which entered into force on 8 May 2021. The Company has taken actions enabled by the act in order to limit the spread of the Covid-19 pandemic and to hold the meeting in a predictable manner, taking into account the health and safety of the Company's shareholders, personnel and other stakeholders.

A. Matters on the agenda of the General Meeting

At the General Meeting, the following matters will be considered:

1. Opening of the meeting

2. Calling the meeting to order

The Chairman of the General Meeting will be Antti Ihamuotila, attorney-at-law. In case Antti Ihamuotila would not be able to act as the Chairman of the General Meeting for a weighty reason, the Board of Directors will name another person it deems most suitable to act as the Chairman.

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

The person to scrutinize the minutes and to verify the counting of votes will be Jaakko Laitinen, LL.M. In case Jaakko Laitinen would not be able to act as the person to scrutinize the minutes and to verify the counting of votes for a weighty reason, the Board of Directors will name another person it deems most suitable to act in that role.

4. Recording the legality of the meeting

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

The shareholders who have voted in advance within the advance voting period and who have the right to participate in the meeting pursuant to Chapter 5 Sections 6 and 6a of the Finnish Companies Act will be recorded to have been represented at the meeting. The list of votes will be adopted according to the information provided by Euroclear Finland Ltd.

6. Presentation of the annual accounts, the report of the Board of Directors and the auditor's report for the financial year 1 October 2020 – 30 September 2021

As only advance participation in the General Meeting is possible, the Annual Report published by the Company through a stock exchange release on 17 December 2021, which is also available on the Company's website at www.mustigroup.com/agm and includes the Company's annual accounts, the report of the Board of Directors and the auditor's report, will be deemed to have been presented to the General Meeting.

7. Adoption of the annual accounts

The Board of Directors proposes that the General Meeting adopts the annual accounts.

8. Resolution on the use of profits shown on the balance sheet and the return of capital

The parent company's distributable equity as at 30 September 2021 amounted to EUR 155,078,491.02, of which the profit for the financial year was EUR 6,799,917.88.

The Board of Directors proposes to the Annual General Meeting that the profit for the financial year 1 October 2020 – 30 September 2021 be added to retained earnings and that no dividend will be paid.

The Board of Directors proposes to the Annual General Meeting that, based on the balance sheet to be adopted for the financial year 1 October 2020 – 30 September 2021, shareholders would be paid a capital return of EUR 0.44 per share from the invested unrestricted equity reserve (in the aggregate approximately EUR 14.6 million based on the total number of outstanding shares of the Company as at the date of this notice to the Annual General Meeting).

The capital return would be paid in two instalments as follows:

- The first capital return instalment of EUR 0.22 per share would be paid to the shareholders who are registered in the shareholders' register of the Company maintained by Euroclear Finland Ltd on the record date of the first capital return instalment on 31 January 2022. The Board of Directors proposes that the first capital return instalment would be paid on 8 February 2022.
- The second capital return instalment of EUR 0.22 per share would be paid in August 2022 to shareholders who are registered in the shareholders' register of the Company maintained by Euroclear Finland Ltd on the record date of the second capital return instalment on 10 August 2022. The Board of Directors proposes that the second capital return instalment would be paid on 18 August 2022. The Board of Directors also proposes that the Annual General Meeting would authorize the Board of Directors to resolve, if necessary, on a new record date and date of payment for the second capital return instalment should the rules of Euroclear Finland Ltd or statutes applicable to the Finnish book-entry system change or otherwise so require.

The proposal for capital return of the Board of Directors is subject to the Annual General Meeting not deciding on distribution of a minority dividend within the meaning of Chapter 13 Section 7 of the Finnish Companies Act. Should the Annual General Meeting however decide to distribute a minority dividend, the initially proposed capital return will not be distributed but instead the Board of Directors proposes that a dividend equal to the total minority dividend, amounting to EUR 3,399,958.94 (approximately EUR 0.10 per share based on the total number of outstanding shares of the Company as at the date of this notice to the Annual General Meeting), and, in addition, a capital return from the invested unrestricted equity reserve be distributed so that the aggregate of the minority dividend and capital return is EUR 0.44 per share. Based on the total number of outstanding shares of the Company as at the date of this notice to the Annual General Meeting, the amount of capital return to be paid in addition to the minority dividend would amount to a total of approximately EUR 11.2 million (approximately EUR 0.34 per share).

Thus, an aggregate amount of minority dividend and capital return of EUR 0.44 per share would be paid also in the event that a minority dividend would be paid and hence, regardless of the minority dividend, the aggregate amount of funds to be distributed per share would remain unchanged.

Should the Annual General Meeting decide on the distribution of a minority dividend, the Board of Directors proposes that the total distribution of funds would be paid in two instalments as follows:

- The first instalment of the distribution of funds of EUR 0.22 per share would be paid so that the total amount of minority dividend of EUR 3,399,958.94 would be paid to shareholders in connection with the first instalment. In that case, the first instalment of the distribution of funds would consist of a minority dividend of approximately EUR 0.10 per share and a capital return of approximately EUR 0.12 per share (based on the total number of outstanding shares of the Company as at the date of this notice to the Annual General Meeting). The first instalment of the distribution of funds would be paid to the shareholders who are registered in the shareholders' register of the Company maintained by Euroclear Finland Ltd on the record date of the first instalment of the distribution of funds on 31 January 2022. The Board of Directors proposes that the first instalment of the distribution of funds would be paid on 8 February 2022.
- The second instalment of the distribution of funds of EUR 0.22 per share (that consists entirely of capital return from the invested unrestricted equity reserve) would be paid in August 2022 to shareholders who are registered in the shareholders' register of the Company maintained by Euroclear Finland Ltd on the record date of the second instalment of the distribution of funds on 10 August 2022. The Board of Directors proposes that the second instalment of the distribution of funds would be paid on 18 August 2022. The Board of Directors also proposes that the Annual General Meeting would authorize the Board of Directors to resolve, if necessary, on a new record date and date of payment for the second instalment of the distribution of funds, should the rules of Euroclear Finland Ltd or statutes applicable to the Finnish book-entry system change or otherwise so require.

The amount of capital return primarily proposed by the Board of Directors exceeds the level of minority dividend referred to in Chapter 13 Section 7 of the Finnish Companies Act. However, as the Board of Directors has proposed that no dividend is to be distributed, shareholders have nevertheless the right to demand minority dividend. A minority dividend must be distributed when a demand for such dividend is supported by shareholders representing at least one tenth of all shares. A shareholder requiring a minority dividend can in the advance voting cast a vote for the minority dividend, hence a separate demand or counterproposal is not required. By requiring a minority dividend a shareholder cannot, however, increase the total amount of the distribution of funds in excess of the proposal made by the Board of Directors, but only affect the ratio between minority dividend and capital return as set out above.

The capital return and any minority dividend would be paid to all shares of the Company, except for the treasury shares held by the Company on the record date of each instalment of the distribution of funds. The ratio between minority dividend and capital return per share may change should the number of outstanding shares change after this notice to the Annual General Meeting. Regardless of these changes, the aggregate distribution of funds per share, as proposed by the Board of Directors, would be EUR 0.44 per share, payable in two instalments of EUR 0.22 per share each.

9. Resolution on the discharge of the persons who have acted as members of the Board of Directors and as CEO from liability for the financial year 1 October 2020 – 30 September 2021

10. Handling of the remuneration report for governing bodies

As only advance participation in the General Meeting is possible, the Remuneration Report published by the Company through a stock exchange release on 17 December 2021, describing the implementation of the Company's Remuneration Policy and presenting information on the remuneration of the Company's governing bodies for the financial year 1 October 2020 – 30 September 2021, which is also available on the Company's website at www.mustigroup.com/agm, is deemed to have been presented to the General Meeting. The resolution concerning approval of the Remuneration Report is advisory.

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

The Board of Directors proposes, based on the Remuneration Committee's recommendation, that the members of the Board of Directors be paid the following annual remuneration:

- Chairman of the Board of Directors: EUR 65,000;
- Other members of the Board of Directors: EUR 35,000.

The Board of Directors also proposes, based on the Remuneration Committee's recommendation, that the annual remuneration for the members of the Board of Directors be paid in Company shares and cash so that 50 percent of the annual remuneration will be used to purchase Company shares in the name and on behalf of the members of the Board of Directors from the market at a price determined in public trading, and the rest of the annual remuneration will be paid in cash. The shares will be purchased within two weeks of the publication of the interim report for the period 1 October 2021–31 December 2021 or as soon as possible in accordance with applicable legislation. The Company will pay any costs and transfer tax related to the purchase of Company shares. In case the remuneration cannot be paid in Company shares due to legal or other regulatory restrictions or due to other reasons related to the Company or a member of the Board of Directors, the annual remuneration will be paid fully in cash. A member of the Board of Directors may not transfer the shares received as remuneration before his/her membership in the Board of Directors has ended.

The Board of Directors also proposes, based on the Remuneration Committee's recommendation, that the members of the Audit Committee and the Remuneration Committee of Board of Directors be paid the following annual remuneration:

- Chairman of the Committee: EUR 7,500; and
- Other Committee members: EUR 5,000.

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

The Board of Directors proposes that the number of members of the Board of Directors shall be 5.

13. Election of members of the Board of Directors

The Board of Directors proposes that current members of the Board of Directors Jeffrey David, Ingrid Jonasson Blank and Ilkka Laurila be re-elected as members of the Board of Directors and that, in addition, Inka Mero and Johan Dettel be elected as new members of the Board of Directors.

Juho Frilander has announced that he is not available for re-election to the Board of Directors.

Further information on the candidates and their independence are presented on the Company's website at www.mustigroup.com/agm. The CVs of Inka Mero and Johan Dettel are attached to this notice. The term of office of the members of the Board of Directors expires at the end of the next Annual General Meeting.

14. Resolution on the remuneration of the auditor

The Board of Directors proposes, based on the Audit Committee's recommendation, that the remuneration of the auditor be paid against a reasonable invoice approved by the Audit Committee.

15. Election of auditor

The Board of Directors proposes, based on the Audit Committee's recommendation, that Ernst & Young Ltd, Authorized Public Accountants, be re-elected as the auditor of the Company.

Ernst & Young Ltd has notified that Johanna Winqvist-Ilkka, Authorized Public Accountant, would act as the auditor with principal responsibility. The term of office of the auditor expires at the end of the next Annual General Meeting.

16. Authorizing the Board of Directors to decide on the repurchase and/or on the acceptance as pledge of the Company's own shares

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

The amount of own shares to be repurchased and/or accepted as pledge based on this authorization shall not exceed 3,185,000 shares in total, which corresponds to approximately 9.5 per cent of all of the shares in the Company. However, the Company together with its subsidiaries cannot at any moment own and/or hold as pledge more than 10 per cent of all the shares in the Company.

Own shares can be repurchased only using the unrestricted equity of the Company at a price formed in public trading on the date of the repurchase or otherwise at a price determined by the markets.

The Board of Directors decides on all other matters related to the repurchase and/or acceptance as pledge of own shares. Own shares can be repurchased using, inter alia, derivatives. Own shares can be repurchased otherwise than in proportion to the shareholdings of the shareholders (directed repurchase).

This authorization cancels the authorization given by the Annual General Meeting held on 21 January 2021 to decide on the repurchase the Company's own shares and/or to accept the Company's own shares as pledge. The authorization is effective until the beginning of the next Annual General Meeting, however, no longer than until 27 July 2023.

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

The Board of Directors proposes to the Annual General Meeting that the Board of Directors be authorized to decide on the issuance of shares as well as the issuance of special rights entitling to shares referred to in chapter 10 section 1 of the Finnish Companies Act as follows.

The amount of shares to be issued based on this authorization shall not exceed 3,185,000 shares, which corresponds to approximately 9.5 per cent of all of the shares in the Company. The authorization covers both the issuance of new shares as well as the transfer of treasury shares held by the Company.

The Board of Directors decides on all other conditions of the issuance of shares and of special rights entitling to shares. The issuance of shares and of special rights entitling to shares may be carried out in deviation from the shareholders' pre-emptive rights (directed issue).

This authorization cancels the authorization given by the Annual General Meeting held on 21 January 2021 to decide on the issuance of shares as well as on the issuance of special rights entitling to shares. The authorization is effective until the beginning of the next Annual General Meeting, however, no longer than until 27 July 2023.

18 Closing of the meeting

B. Documents of the General Meeting

The proposals for the resolutions on the matters on the agenda of the General Meeting as well as this notice are available on the Company's website at www.mustigroup.com/agm. The Annual Report of Musti Group Plc, which includes the Company's annual accounts, the report of the Board of Directors and the auditor's report as well as the Remuneration Report, is also available on the same website. A copy of the Annual Report will be sent to shareholders upon request. The minutes of the General Meeting will be available on the Company's website by no later than 10 February 2022.

C. Instructions for the participants in the General Meeting

The Company takes the threat of the COVID- 19 pandemic seriously and wants to secure a safe meeting for the Company's shareholders and employees. The Annual General Meeting is arranged such that it is not possible for shareholders or their representatives to participate at the meeting venue in person. It is also not possible for shareholders or their representatives to participate via real-time technical connection. Shareholders and their representatives can only participate in the General Meeting and use their rights by voting in advance as well as by making counterproposals or presenting questions in advance by following the below instructions.

1. Shareholders registered in the shareholders' register

Each shareholder, who is on the record date of the General Meeting on 17 January 2022 registered in the shareholders' register of the Company maintained 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. Shareholders can only participate in the General Meeting and use their rights by voting in advance as well as by making counterproposals or presenting questions in advance by following the below instructions.

2. Registration and advance voting

The registration period and advance voting period commence on 22 December 2021 at 12:00 noon EET, after the deadline for delivering counterproposals to be put to a vote has expired. A shareholder, who is registered in the Company's shareholders' register and who wishes to participate in the General Meeting by voting in advance, must register for the General Meeting by giving a prior notice of participation and by voting in advance by no later than on 20 January 2022 at 4 p.m. EET, by which time the notice and votes must be received.

When registering, requested information such as the name, personal identification number or Business ID, address and telephone number of the shareholder, as well as requested information on a possible proxy representative, such as their name and personal identification number, must

be notified. The personal data submitted to Euroclear Finland Ltd. will be used only in connection with the General Meeting and with the processing of related registrations.

Shareholders can register and vote in advance on certain matters on the agenda during the period 22 December 2021 at 12:00 noon EET – 20 January 2022 at 4 p.m. EET in the following manners:

- a) electronically via the Company's website at www.mustigroup.com/agm. Registration requires strong electronic authentication of the shareholder. When a shareholder who is a natural person logs into the service through the Company's website, they are directed to the electronic authentication. After this, a shareholder can in one session register to the General Meeting, authorize another person and vote in advance. Strong electronic authentication can be conducted with online banking codes or a mobile certificate. For shareholders that are legal persons, no strong electronic authentication is required. However, shareholders that are legal persons must notify their book-entry account number and other required information.

Terms and other instructions for electronic advance voting are available on the website; or

- b) by mail or e-mail by sending the voting instructions form available on the Company's website at www.mustigroup.com/agm to Euroclear Finland Ltd., Yhtiökokous, P.O. Box 1110, FI-00101 Helsinki or by e-mail to yhtiokokous@euroclear.eu.

The voting instructions form is available on the Company's website at the latest from 22 December 2021 12:00 noon EET onwards. A representative of a shareholder must in connection with delivering the voting form produce a dated proxy authorization document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder at the General Meeting.

If a shareholder participates in the General Meeting by delivering votes in advance to Euroclear Finland Ltd., the delivery of the votes shall constitute due registration for the General Meeting, provided that the above-mentioned necessary information for registration is provided.

The terms and other instructions concerning the voting by mail or e-mail are available on the Company's website at www.mustigroup.com/agm.

3. Proxy representatives 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. A proxy representative must also vote in advance. A proxy representative shall produce a dated proxy authorization document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder at the General Meeting.

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 in respect of which each proxy representative represents the shareholder shall be identified in connection with the registration.

Possible proxy authorization documents are requested to be mailed to Euroclear Finland Ltd., Yhtiökokous, P.O. Box 1110, FI-00101 Helsinki or by e-mail to yhtiokokous@euroclear.eu before the expiry of the deadline for registrations, at which time the proxy authorization documents must be received.

4. Holders of nominee-registered shares

Holders of nominee-registered shares have the right to participate in the General Meeting by virtue of such shares, based on which they on the record date of the General Meeting on 17 January 2022 would be entitled to be registered in the shareholders' register of the Company maintained by Euroclear Finland Ltd. The right to participate requires, in addition, that the shareholder on the basis of such shares has been registered in the temporary shareholders' register maintained by Euroclear Finland Ltd. by 24 January 2022 at 10:00 a.m. EET, at the latest. As regards nominee-registered shares this constitutes due registration for the General Meeting.

Holders of nominee-registered shares are advised to request from their custodian bank, without delay, necessary instructions regarding the registration in the shareholders' register of the Company, the issuing of proxy authorization documents and registration for the General Meeting. The account management organisation of the custodian bank shall register a holder of nominee-registered shares wishing to participate in the General Meeting to be temporarily entered into the shareholders' register of the Company by the above specified time at the latest. In addition, the account management organization of the custodian bank shall also arrange voting in advance on behalf of the holder of nominee-registered shares within the registration period applicable to nominee-registered shares.

5. Other instructions and information

Shareholders holding at least one hundredth of all of the shares in the Company have the right to make a counterproposal to the resolution proposals on the agenda of the General Meeting, which will be put to a vote. Such counterproposals must be delivered to the Company by e-mail to agm@mustigroup.com by no later than 21 December 2021 at 4 p.m. EET, by which time the counterproposals must be received. Shareholders making a counterproposal must in connection with delivering the counterproposal present evidence of their shareholdings. The counterproposal will be considered at the General Meeting, provided that such shareholders have the right to participate in the meeting and that the shareholders hold shares corresponding to at least one hundredth of all of the shares in the Company on the record date of the meeting. If the counterproposal will not be taken up for consideration at the General Meeting, the votes given in favor of the counterproposal will not be taken into account. The Company publishes possible counterproposals to be put to a vote on the Company's website www.mustigroup.com/agm by no later than 22 December 2021 12:00 noon.

A shareholder may present questions pursuant to Chapter 5, Section 25 of the Finnish Companies Act until 13 January 2022 by e-mail to agm@mustigroup.com. Such questions by shareholders, responses by the Company's management to such questions as well as counterproposals other than those to be put to a vote are available on the on the Company's website at www.mustigroup.com/agm no later than on 18 January 2022. As a prerequisite for presenting questions or counterproposals, shareholders must present sufficient evidence to the Company of their shareholdings.

The information concerning the General Meeting required under the Companies Act and the Securities Markets Act is, available on the Company's website at www.mustigroup.com/agm.

On the date of this notice, the total number of shares in Musti Group Plc is 33,535,453 carrying an aggregate of 33,535,453 votes. According to the Articles of Association each share carries one vote. On the date of this invitation, the Company holds 244,000 treasury shares, in respect of which voting rights cannot be used at the Annual General Meeting.



Changes in the number of shares held after the record date of the General Meeting shall not have an effect on the right to participate the General Meeting nor on the number of votes held by a shareholder in the General Meeting.

In Helsinki, 17 December 2021

MUSTI GROUP PLC

THE BOARD OF DIRECTORS