

## **Notice to the Annual General Meeting of Orthex Corporation**

Notice is given to the shareholders of Orthex Corporation of the Annual General Meeting to be held on Tuesday, 9 April 2024 starting at 10.00 a.m. EEST at the company's headquarters at the address Suomalaistentie 7, Espoo, Finland. Reception of persons registered for the meeting and the distribution of voting tickets will commence at the meeting venue at 9.00 a.m. EEST. No refreshments will be served at the meeting.

The company's shareholders can exercise their voting rights also by voting in advance. Instructions for voting in advance are provided in section C of this notice.

Shareholders may also submit questions referred to in Chapter 5, Section 25 of the Limited Liability Companies Act with respect to matters to be discussed at the meeting. Instructions for submitting questions in writing prior to the meeting are provided in section C of this notice.

### **A. Matters on the agenda of the general meeting**

The following matters will be discussed at the general meeting:

#### **1 Opening of the meeting**

#### **2 Calling the meeting to order**

#### **3 Election of persons to scrutinize the minutes and to 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, the Board of Directors' report and the auditor's report for the year 2023**

- Review by the CEO

The company's annual and sustainability report, including the financial statements, the Board of Directors' report and the auditor's report for the year 2023, will be available on the corporate website during week 12 at the latest.

#### **7 Adoption of the financial statements**

The Board of Directors proposes to the general meeting that the financial statements be adopted.

#### **8 Use of the profit shown on the balance sheet and resolution on the distribution of dividend**

According to the financial statements to be adopted for the financial year ended 31 December 2023, the parent company's distributable funds amount to EUR 18,987,687.26, including the profit for the period of EUR 8,636,002.00.

The Board of Directors proposes to the general meeting that based on the financial statements to be adopted for the financial year ended on 31 December 2023, shareholders be paid a dividend of EUR 0.21 per share totalling approximately EUR 3.7 million based on the number of registered shares in the company at the time of the proposal.

The dividend is proposed to be paid in two instalments as follows:

- The first instalment of the dividend amounting to EUR 0.11 per share will be paid to a shareholder who is registered in the company's shareholder register held by Euroclear Finland Oy on the record date of the first instalment of the dividend payment 11 April 2024. The Board of Directors proposes that the first instalment of the dividend be paid on 18 April 2024.
- The second instalment of the dividend amounting to EUR 0.10 per share will be paid in October 2024 to a shareholder who is registered in the company's shareholder register held by Euroclear Finland Oy on the record date of the second instalment of the dividend payment 2 October 2024. The Board of Directors proposes that the second instalment of the dividend be paid on 9 October 2024. The Board of Directors further proposes that

the Board be authorised to decide, if necessary, on a new record date and date of payment for the second instalment of the dividend should the rules of Euroclear Finland Oy or statutes governing the Finnish book-entry system change or otherwise so require.

There have been no significant changes in the parent company's financial position after the financial year-end. The company's liquidity is good, and the Board of Directors deems that the company's solvency will not be jeopardised by the proposed dividend distribution.

#### **9 Resolution on the discharge of the members of the Board of Directors and the CEO from liability for the financial year 1 January – 31 December 2023**

#### **10 Review of the remuneration report for governing bodies**

The Board of Directors proposes to the general meeting that the remuneration report for governing bodies 2023 be approved. The resolution on the remuneration report is advisory. The company's remuneration report for governing bodies will be available on the corporate website during week 12 at the latest.

#### **11 Resolution on the remuneration of the members of the Board of Directors**

The Shareholders' Nomination Board proposes to the general meeting that the remuneration of the members of the Board of Directors remain the same and that the Chair of the Board of Directors be paid a monthly fee of EUR 4,000 and other members of the Board of Directors a monthly fee of EUR 2,000. The Nomination Board further proposes that reasonable travel and other expenses related to the Board work be reimbursed in accordance with the company's travel rules.

#### **12 Resolution on the number of members of the Board of Directors**

The Shareholders' Nomination Board proposes to the general meeting that the number of members of the Board of Directors be resolved to be five (5).

#### **13 Election of members of the Board of Directors**

The Shareholders' Nomination Board proposes to the general meeting that Sanna Suvanto-Harsaae, Markus Hellström, Jyrki Mäki-Kala, Jens-Peter Poulsen, and Anette Rosengren be re-elected to the Board, all for a term of office ending at the end of the next Annual General Meeting.

All director nominees have consented to their election and confirmed that they are independent of the company and its significant shareholders. Background information on the director nominees is available on the corporate website <https://investors.orthexgroup.com/governance/board-of-directors/>.

#### **14 Resolution on the remuneration of the auditor**

The Board of Directors proposes to the general meeting that the remuneration of the auditor be paid according to a reasonable invoice approved by the Board.

#### **15 Election of auditor**

The Board of Directors proposes to the general meeting that Ernst & Young Oy, a firm of Authorised Public Accountants, be re-elected the company's auditor for a term of office ending at the end of the next Annual General Meeting. Ernst & Young Oy has informed the company that Authorised Public Accountant Mikko Ryttilahti will continue as the signing audit partner.

#### **16 Authorising the Board of Directors to decide on acquisition of the company's own shares**

The Board of Directors proposes to the general meeting that the Board of Directors be authorised to decide on acquisition of the company's own shares on the following terms and conditions:

1. Number of shares to be acquired

Pursuant to the authorisation, the Board of Directors is authorised to decide on the acquisition of a maximum of 175,000 shares in the company corresponding to approximately 1.0 percent of all the company shares. The shares can be acquired in one or several instalments.

## 2. Directed acquisition

Pursuant to the authorisation, shares can be acquired otherwise than in proportion to the shareholders' ownership in the company (directed acquisition).

## 3. Purchase price

Shares may be acquired at the prevailing market price formed in public trading on the date of the acquisition or otherwise at a price formed at the market. Pursuant to the authorisation, the Board of Directors may decide to acquire the shares only with the company's unrestricted equity.

## 4. Purpose of use

Shares will be acquired to be used in developing the company's capital structure, in financing potential mergers and acquisitions, investments, and/or other business-related arrangements, in implementing the company's incentive schemes, or to be held, conveyed otherwise, or cancelled by the company.

## 5. Other terms and validity

The authorisation shall revoke all earlier corresponding authorisations. The Board of Directors shall decide on all other terms and conditions related to the acquisition of own shares. The authorisation will be valid until 30 June 2025.

## **17 Authorising the Board of Directors to decide on the issuance of shares and special rights entitling to shares**

The Board of Directors proposes to the general meeting that the Board of Directors be authorised to decide on

(i) issuing new shares and/or

(ii) conveying treasury shares and/or

(iii) granting option and other special rights referred to in Chapter 10, Section 1 of the Limited Liability Companies Act on the following terms and conditions:

### 1. Right to shares

New shares may be issued, and treasury shares conveyed to the company's shareholders in proportion to their existing shareholdings in the company, or in deviation from the shareholders' pre-emptive right, through a directed share issue if there is a weighty financial reason for it from the company's point of view.

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

### 2. Share issue against payment and without payment

New shares may be issued, and treasury shares 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 for it from the company's point of view and taking into account the interests of all its shareholders. The authorisation may then be used for mergers and acquisitions or to finance other business-related investments, to maintain and increase the group's solvency, to implement incentive schemes, to expand the ownership base or to develop the capital structure.

### 3. Maximum number of shares

A total maximum of 1,600,000 shares may be issued and/or treasury shares conveyed in one or several instalments (including shares that can be issued based on the special rights) corresponding to approximately 9 per cent of all the shares in the company at the time of the proposal.

#### 4. Granting of option and other special rights

The Board of Directors may grant option and other special rights referred to in Chapter 10, Section 1 of the Limited Liability Companies Act, which carry the right to receive new shares or treasury shares against payment.

The maximum number of new shares that may be subscribed and treasury shares that may be conveyed by virtue of the option and other special rights granted by the company totals 1,600,000 shares. This number is included in the total maximum number stated in section 3 above.

#### 5. Recording of the subscription price in the balance sheet

The subscription price of the new shares and the consideration payable for the treasury shares shall be recorded in the invested unrestricted equity fund.

#### 6. Other terms and validity

The authorisations shall revoke all earlier authorisations regarding issuance of shares and special rights entitling to shares. The Board of Directors shall decide on all other terms and conditions related to the issuance of new shares, conveyance of treasury shares or issuance of special rights entitling to shares. The authorisations will be valid until 30 June 2025.

### **18 Closing of the meeting**

#### **B. Documents of the general meeting**

This notice, which includes all resolution proposals on the agenda of the general meeting, is available on Orthex Corporation's website at <https://investors.orthexgroup.com/agm2024/>. Orthex Corporation's Annual and Sustainability Report 2023, which includes the financial statements, the Board of Directors' report, the auditor's report, and the remuneration report for governing bodies will be available on said website during week 12 at the latest. The resolution proposals and the other aforementioned documents will be available at the general meeting as well. The minutes of the general meeting will be available on said website on 23 April 2024 at the latest.

#### **C. Instructions for meeting participants**

##### **1. A shareholder registered in the shareholder register**

A shareholder registered in the company's shareholder register maintained by Euroclear Finland Oy on the record date of the general meeting 26 March 2024 has the right to attend the general meeting. A shareholder whose shares are registered in their personal Finnish book-entry account or equity savings account is registered in the company's shareholder register. Shareholders may attend the meeting and exercise their shareholder rights also by voting in advance (either in person or through a proxy).

Registration for the general meeting and voting in advance will begin on 18 March 2024 at 10.00 a.m. EET. A shareholder entered in the company's shareholder register who wishes to attend the general meeting must register for the meeting and may vote in advance no later than 3 April 2024 at 10.00 a.m. EEST, by which time the registration shall be completed, and votes received. You can register for the meeting:

- a) through corporate website at <https://investors.orthexgroup.com/agm2024/> following the instructions available there.

For shareholders that are private individuals, online registration and advance voting require secured strong authentication, and a shareholder may register and vote by logging in using their personal Finnish online banking codes or a mobile ID.

For shareholders that are legal entities, no strong online authentication is required. However, the shareholder shall provide the number of its Finnish book-entry account and other required information. If a shareholder that is a legal

entity uses the online Suomi.fi authorisation service described further below, the registration by the proxy representative requires strong online authentication by means of personal online banking codes or a mobile ID.

b) by email to [ir@orthexgroup.com](mailto:ir@orthexgroup.com)

When registering for the meeting, shareholders are requested to submit certain information, such as the shareholder's name, date of birth or business ID, address, telephone number and e-mail address as well as the name of the shareholder's potential assistant or proxy representative and the personal identification code of the proxy representative. Any personal data provided by shareholders to Orthex Corporation will only be used in connection with the general meeting and the processing of the necessary registrations related thereto.

## **2. Holder of a nominee-registered share**

A holder of nominee-registered shares has the right to participate in the general meeting by virtue of such shares based on which they would be entitled to be registered in the shareholder register maintained by Euroclear Finland Oy on the record date of the general meeting 26 March 2024. The participation also requires that the shareholder be temporarily entered in the shareholder register maintained by Euroclear Finland Oy based on such shares by 4 April 2024 at 10.00 a.m. EEST at the latest. Regarding nominee-registered shares, this constitutes a due registration for the general meeting. Changes in shareholdings that have taken place after the record date of the general meeting have no effect on the shareholder's right to attend the meeting or on the number of the shareholder's votes.

A holder of a nominee-registered share is advised to request the necessary instructions from its custodian in due course regarding registration in the temporary shareholder register, issuance of proxy documents and voting instructions, registration for the general meeting, and advance voting. The custodian's account manager shall register the holder of the nominee-registered share, who wishes to attend the annual general meeting, temporarily in the company's shareholder register by the above-mentioned date and time at the latest and, if needed, to vote in advance on behalf of the holder of the nominee-registered share prior to the end of the registration period regarding holders of nominee-registered shares. Further information is also available on the corporate website at <https://investors.orthexgroup.com/agm2024/>.

## **3. Proxy representative and powers of attorney**

A shareholder may attend the general meeting and exercise their rights thereat through a proxy representation. Also, the proxy representative may, if they wish to do so, vote in advance in a manner described in this notice. The proxy representative shall present a dated proxy document or power of attorney or otherwise demonstrate in a reliable manner that they are entitled to represent the shareholder at the general meeting. A template for a power of attorney is available on the corporate website at <https://investors.orthexgroup.com/agm2024/>. If a shareholder participates in the general meeting through several proxy representatives representing the shareholder's shares in different securities accounts, the shares based on which each proxy representative represents the shareholder must be disclosed when registering for the meeting.

Any proxy documents and power of attorneys are requested to be submitted as a pdf-file by e-mail to [ir@orthexgroup.com](mailto:ir@orthexgroup.com) prior to the end of the registration period. In addition to submitting these documents, shareholder, or their representative needs to register for the general meeting in a manner described above in this notice.

Entity shareholders can authorise a proxy representative also by using the online Suomi.fi authorisation service instead of a traditional power of attorney. The proxy representative is nominated at the address [www.suomi.fi/e-authorizations](http://www.suomi.fi/e-authorizations) (mandate theme "Representation at the General Meeting"). When the proxy representative registers the entity for the general meeting, they must identify themselves with strong online identification, after which the online authorisation will be checked automatically. Strong online identification requires either online banking codes or a mobile ID. Further information on online authorisation is available at [www.suomi.fi/e-authorization](http://www.suomi.fi/e-authorization).

#### **4. Voting in advance**

Shareholders whose shares are registered in their Finnish book-entry or equity savings account may vote in advance on certain items on the agenda of the general meeting between 18 March 2024 at 10.00 a.m. EET and 3 April 2024 at 10.00 a.m. EEST through the corporate website at <https://investors.orthexgroup.com/agm2024/> following the instructions available there and above in section C.1.

A shareholder who has voted in advance may use the right to ask questions under the Finnish Limited Liability Companies Act only in writing in advance and can demand a vote only if they or their proxy representative attend the general meeting at the meeting venue.

With regard to nominee-registered shareholders, the advance voting takes place through their custodian's account manager. The account manager can vote in advance on behalf of the nominee-registered shareholders represented by it in accordance with the voting instructions provided by them within the registration period set for nominee-registered shareholders.

The agenda items subject to advance voting are deemed to be presented unchanged at the general meeting. The terms and conditions as well as instructions regarding the online advance voting will be available on the corporate website at <https://investors.orthexgroup.com/agm2024/>.

#### **5. Right to ask questions and other instructions/information**

A shareholder attending the general meeting has the right to ask questions referred to in Chapter 5, Section 25 of the Limited Liability Companies Act on matters on the agenda of the meeting. A shareholder, who has the right to attend the meeting as described in sections C.1 and C.2 of this notice, may submit questions referred to in Chapter 5, Section 25 of the Limited Liability Companies Act on matters on the agenda of the meeting also by e-mail to [ir@orthexgroup.com](mailto:ir@orthexgroup.com) until 3 April 2024 at 10.00 a.m. EEST. The corporate management will answer to those questions on the corporate website at <https://investors.orthexgroup.com/agm2024/> prior to the general meeting. When asking questions, a shareholder shall provide sufficient evidence of their shareholding.

Changes in shareholdings that have taken place after the record date of the general meeting have no effect on the shareholder's right to attend the meeting or on the number of the shareholder's votes.

Orthex Corporation has a total of 17,758,854 shares and votes on the date of the notice to the general meeting.

There will be no live webcast of the meeting, nor a recording of the meeting available for a later review.

Espoo, 4 March 2024

**Orthex Corporation**

The Board of Directors