

# **PROPOSALS BY THE BOARD OF DIRECTORS OF MERUS POWER PLC TO THE ANNUAL GENERAL MEETING ON MARCH 17, 2025**

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

The Board of Directors proposes to the Annual General Meeting that the loss for the financial year shown in the financial statements be recorded in the profit and loss account and that no dividend be distributed.

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

The Board of Directors proposes to the Annual General Meeting that the Chair of the Board of Directors be paid annual remuneration of EUR 50 000 and the other members of the Board of Directors annual remuneration of EUR 30 000 each, and that the travel expenses of the members of the Board of Directors be reimbursed in accordance with the company's travel policy.

## **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 be four (4).

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

The Chair of the Board, Vesa Sadeharju, has informed that he is not available for re-election. The Board of Directors proposes to the Annual General Meeting that Tapani Kiiski, Anne Koutonen and Vesa Riihimäki be re-elected as members of the Board of Directors for the term ending at the end of the next Annual General Meeting and that Martin Backman be elected as a new member of the Board of Directors.

The Board of Directors will elect a Chair from among its members in connection with the constitutive meeting.

All proposed members of the Board of Directors have given their consent to the position.

Further information concerning the proposed members of the Board of Directors and their independence is available on the company's website at <https://sijoittajat.meruspower.fi/en/for-investors/governance/board-of-directors/>.

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

The Board of Directors proposes to the Annual General Meeting that the remuneration for the auditor to be elected be paid remuneration in accordance with an invoice approved by the company.

### **Election of auditor**

The Board of Directors proposes to the Annual General Meeting that audit firm Moore Idman Oy be re-elected as auditor for a term ending at the end of the next Annual General Meeting.

Moore Idman Oy has informed that Jussi Savio, APA, will act as the key audit partner.

### **Resolution on the remuneration of the sustainability reporting assurer**

The Board of Directors proposes to the Annual General Meeting that the sustainability reporting assurer to be elected be paid remuneration in accordance with an invoice approved by the company.

### **Election of sustainability reporting assurer**

The Board of Directors proposes to the Annual General Meeting that Moore Idman Oy, a sustainability assurance company, be elected as the assurer of the company's sustainability reporting for a term ending at the end of the next Annual General Meeting.

Moore Idman Oy has informed that Jussi Savio, APA, will act as the key sustainability assurance partner.

### **Authorizing the Board of Directors to decide on the issuance of shares and 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 a maximum total of 600 000 shares through a share issue or by granting special rights entitling to shares pursuant to Chapter 10, Section 1 of the Finnish Limited Liability Companies Act in one or more instalments during the validity of the authorization. The proposed maximum amount of the authorization corresponds to approximately 8 per cent of all the shares in the company at the moment.

In accordance with the proposed authorization, the Board of Directors will decide on all terms and conditions of the issuance of shares and special rights entitling to shares. The issuance of shares and special rights entitling to shares may also be carried out in deviation from the shareholders' pre-emptive subscription rights (directed issue).

The authorization is proposed to be valid until the close of the next Annual General Meeting, however no later than June 30, 2026, and it revokes all previous unused authorizations concerning the issuance of shares and special rights entitling to shares.

### **Change to the Articles of Association**

The Board of Directors proposes that the Articles of Association of the company be changed as described below.

A new section 7 to be added to the Articles of Association, which reads as follows:

*”7 § Sustainability reporting assurer*

*The company has one (1) sustainability reporting assurer, which shall be a sustainability assurance entity in accordance with the Finnish Auditing Act.*

*The term of office of the sustainability reporting assurer ends at the end of the Annual General Meeting following the election.”*

In addition, it is proposed that the election of a sustainability reporting assurer and the resolution on their remuneration be added to the matters to be resolved at the Annual General Meeting listed in item 10 (item 11 of the new Articles of Association).

A full version of the Articles of Association containing the proposed changes is available on the company's website at <https://sijoittajat.meruspower.fi/en/for-investors/governance/annual-general-meeting/> by February 24, 2025 at the latest.