



PROPOSALS BY THE BOARD OF DIRECTORS OF MERUS POWER PLC TO THE ANNUAL GENERAL MEETING ON MARCH 19, 2026

Use of the profit shown on the balance sheet and resolution 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.

Consideration of the remuneration report for the governing bodies

The Board of Directors proposes that the Annual General Meeting approve the remuneration report for 2025 by way of an advisory resolution.

Consideration of the remuneration policy for the governing bodies

The Board of Directors has prepared a new remuneration policy for the governing bodies as referred to in Chapter 6, Section 14a of the Limited Liability Companies Act, which replaces the previous remuneration policy approved by the General Meeting in 2022.

The Board of Directors proposes that the Annual General Meeting approve the new remuneration policy for the governing bodies by way of an advisory resolution.

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

The Board of Directors proposes to the Annual General Meeting that the annual remuneration paid to the members of the Board of Directors be kept unchanged and that, accordingly, the Chairman of the Board of Directors be paid an annual remuneration of EUR 50 000 and the other members of the Board of Directors be paid an annual remuneration of EUR 30 000 each for the coming term of office. In addition, the travel expenses of the members of the Board of Directors will be reimbursed in accordance with the company's travel policy. Determination of the number of members of the Board of Directors

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 company's Board of Directors be confirmed as four (4).

Election of members of the Board of Directors

The Board of Directors proposes to the Annual General Meeting that Martin Backman, Tapani Kiiski, Anne Koutonen, and Vesa Riihimäki be re-elected as members of the Board of Directors for a term continuing until the end of the next Annual General Meeting.



The Board of Directors shall elect a chairperson from among its members at the time of its organization.

All persons proposed for the Board of Directors have given their consent to the appointment.

Further information on the proposed members of the Board of Directors and their independence is available on the company's website at

<https://sijoittajat.meruspower.fi/sijoittajatietao/hallinto/hallitus/>.

Resolution on the remuneration of the auditor

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

Election of auditor

The Board of Directors proposes to the Annual General Meeting that the auditing firm Moore Idman Oy be elected as the company's auditor for the term ending at the close 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 the 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 the term ending at the close of the next Annual General Meeting.

Moore Idman Oy has announced 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 total of up to 800 000 shares through a share issue or by granting special rights entitling to shares in accordance with Chapter 10, Section 1 of the Limited Liability Companies Act in one or more tranches during the term of the authorization. The proposed maximum amount of the authorization corresponds to approximately 10 percent of all shares in the company at present.



In accordance with the proposed authorization, the Board of Directors shall decide on all terms and conditions of the share issue and the granting of special rights entitling to shares. The share issue and the granting of special rights entitling to shares may also be carried out in deviation from the shareholders' preemptive subscription right (directed issue).

It is proposed that the authorization be valid until the end of the next Annual General Meeting, but no later than June 30, 2027, and that it revoke all previous unused authorizations to issue shares and grant special rights entitling to shares.