

ANNUAL GENERAL MEETING 28 MAY 2021

BOARD OF DIRECTOR'S PROPOSALS TO THE ANNUAL GENERAL MEETING

ADOPTION OF THE ANNUAL ACCOUNTS

The Board of Directors proposes to the General Meeting that the financial statements and the consolidated financial statements of the company for the financial year 1 January – 31 December 2020 shall be adopted. The Accountant of the Company has found no reason why the financial statements should not be adopted.

RESOLUTION ON THE USE OF THE PROFIT SHOWN ON THE BALANCE SHEET AND THE PAYMENT OF DIVIDEND

According to the balance sheet of the Company as per 31 December 2020 the free distributable equity of the parent company is EUR 86 564 458,70 of which the result for the financial year 2020 is EUR -1 964 562,84. The Board of Directors proposes to the General Meeting that no dividend is paid based on the adopted balance sheet for the financial year ending 31 December 2020.

ADOPTION OF THE REMUNERATION REPORT FOR THE GOVERNING BODIES

The Board of Directors proposes to the General Meeting that the Remuneration Report for the governing bodies shall, through an advisory resolution, be adopted.

As shareholders can only participate in the General Meeting by voting in advance, the Company's Remuneration Report for the Company's governing bodies for the financial year January 1–December 31, 2020, which has been published by a stock exchange release and has also been made available on the Company's website at www.lehto.fi/en/investors on 11 March 2020 will be deemed to have been presented to the General Meeting.

RESOLUTION ON THE REMUNERATION OF THE AUDITOR

The Board of Directors proposes that the auditor's fee be paid on the basis of an invoice approved by the Company. In 2020, the auditor was paid approximately EUR 271,000 for services rendered. In addition to this, the audit firm was paid EUR 114,000 for other services than auditing.

ELECTION OF AN AUDITOR

The Board of Directors proposes that audit firm KPMG Oy Ab would be re-elected as the auditor. KPMG Oy Ab has informed the company that C.A. Pekka Alatalo would act as the chief auditor. The proposed auditor has given his consent to be elected.

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BOARD OF DIRECTOR'S PROPOSALS TO THE ANNUAL GENERAL MEETING

AUTHORISATION TO THE BOARD OF DIRECTORS TO RESOLVE TO REPURCHASE THE COMPANY'S OWN SHARES

The Board of Directors proposes that the Annual General Meeting authorise the Board of Directors to decide on the purchase of the Company's own shares as one or several instalments using assets belonging to the shareholders' surplus, such that the maximum quantity purchased be 8,733,000 shares. On the date of the notice of meeting, the proposed quantity equals approximately ten (10) per cent of the total amount of Company's shares. The shares shall be purchased through public trading organised by Nasdaq Helsinki Ltd in accordance with its rules or using another method. The consideration paid for the purchased shares should be based on the market price at the time of purchase.

The authorisation also entitles the Board of Directors to decide on the purchase of shares in different proportions than the proportion to the shares owned by the shareholders (directed purchase) with weighty financial reasons. Shares can be purchased to implement arrangements linked to the Company's business operations, to execute the Company's share-based incentive systems, or otherwise to transfer or invalidate. The purchased shares can also be kept by the Company.

The Board of Directors is authorised to make decisions on all other conditions and circumstances pertaining to the purchase of own shares. The purchase of own shares reduces the shareholders' surplus.

The authorisation is proposed to remain valid until the end of the following annual general meeting but in any case, not longer than 30th June 2022. The authorisation shall replace the Company's previous authorisations regarding the repurchase of Company's own shares.

AUTHORISATION TO THE BOARD OF DIRECTORS TO RESOLVE TO SHARE ISSUE, OPTIONS AND OTHER SPECIAL RIGHTS ENTITLING TO SHARES, AS WELL AS THE TRANSFER OF OWN SHARES

The Board of Directors proposes that the Annual General Meeting authorise the Board of Directors to decide on the issue of a maximum of 8,733,000 shares through a share issue or by granting rights of option or other special rights entitling to shares as one or several instalments. The authorisation includes the right to issue either new shares or own shares held by the Company, either against payment or without consideration. As a derogation to the Company's shareholders' privilege, new shares can be directly issued, and own shares held by the Company directly transferred, if there is a weighty financial reason for the Company to do so and, in case of an issue without consideration, an especially weighty reason for both the Company and in regard to the interests of all shareholders in the Company. The Board of Directors is authorised to decide on all other conditions and circumstances pertaining to a share issue, to the granting of special rights entitling to shares, and to the transfer of shares.

Among other things, the authorisation can be used to develop the capital structure, to pay the remuneration of the Board of Directors, to expand the ownership base, to use as consideration in transactions, when the company purchases assets linked to its operations, or to implement incentive systems.

The authorisation is proposed to be valid until the end of the following annual general meeting but in any case, no later than 30th June 2022. The authorisation shall replace the Company's previous share issue and option authorisations.