

## **PROPOSALS OF THE BOARD OF DIRECTORS TO MULTITUDE SE'S ANNUAL GENERAL MEETING 2023**

### **Resolution on the Use of the Result Shown on the Balance Sheet and the Distribution of Dividend**

The result for the financial year 2022 of Multitude SE amounted to -10,019,716. The unrestricted equity of the Company at the end of the financial year stood at 50,124,658. The result for the financial year 2022 of Multitude Group amounted to 11,994,748.

The Board of Directors proposes to the Annual General Meeting that, for the financial year that ended on 31 December 2022, a dividend of EUR 0.12 per share be distributed.

The dividend is proposed to be paid on 9 May 2023 to shareholders who are registered in the Company's shareholder register on the dividend record date of 2 May 2023.

### **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 be six.

### **Election of the Members of the Board of Directors**

The Board of Directors proposes that Goutam Challagalla, Michael A. Cusumano, Jorma Jokela, Kristiina Leppänen and Lea Liigus be re-elected as members and that Ari Tiukkanen be elected as a new member, each one for a term ending at the end of the next Annual General Meeting.

The Chairman and the Vice Chairman will be elected by the Board of Directors from amongst its members.

The curricula vitae of the proposed members of the Board of Directors are available on the Company's website at <https://www.multitude.com/>.

### **Authorisation to the Board of Directors to Decide on the Repurchase and Acceptance as Pledge of the Company's Own Shares**

The Board of Directors proposes that the Annual General Meeting authorises the Board of Directors to decide to repurchase a maximum of 2,172,396 shares in the Company, which corresponds approximately to 10 per cent of all the shares in the Company.

By virtue of the authorisation, own shares may be repurchased by using the Company's unrestricted equity. Consequently, any repurchase will reduce the Company's funds available for distribution of profits.

The authorisation also includes the right to accept shares in the Company as pledge.

Own shares may be repurchased through public trading on the Frankfurt Stock Exchange at the prevailing market price on the date of repurchase.

The authorisation entitles the Board of Directors to decide to repurchase shares or accept shares as pledge also otherwise than in proportion to the shareholders' holding in the Company by way of a directed repurchase or directed acceptance as pledge subject to the requirements set out in the

Finnish Limited Liability Companies Act. The Board can use the authorisation in one or several tranches to all purposes decided by the Board of Directors.

The authorisation is proposed to be in force until the earliest of: (i) the end of the next Annual General Meeting, or (ii) until 30 June 2024.

### **Authorisation to the Board of Directors to Decide on the Issuance of Shares and Special Rights Entitling to Shares**

The Board of Directors proposes that the Annual General Meeting authorises the Board of Directors to decide to issue a maximum of 3,258,594 shares, which corresponds approximately to 15 per cent of the Company's total amount of shares. The Board of Directors may issue either new shares or transfer existing shares held by the Company.

The authorisation also includes the right to issue special rights, in the meaning of Chapter 10, Section 1 of the Finnish Limited Liability Companies Act, which entitle to the Company's new shares or the Company's own shares held by the Company against consideration. Shares that may be subscribed for by virtue of the special rights entitling to shares are included in the aforesaid maximum number of shares.

The authorisation entitles the Board of Directors to decide on a directed share issue and issue of special rights in deviation from the pre-emptive rights of shareholders subject to the requirements set out in the Finnish Limited Liability Companies Act. The Board of Directors can use the authorisation in one or several tranches, and it may be used to all purposes decided by the Board of Directors, such as developing the Company's capital structure, financing or carrying out acquisitions or other arrangements, or as a part of the Company's incentive schemes.

The authorisation is proposed to be in force until the earliest of: (i) the end of the next Annual General Meeting, or (ii) until 30 June 2024.

### **Amendment of the Articles of Association**

The Board of Directors proposes that the Annual General Meeting resolves to amend Article 7 of the Company's Articles of Association in order to enable that the Company's Shareholders' General Meetings can be held completely without a meeting venue as so-called remote meetings. In its amended form, said Article reads as follows (addition underlined):

#### ***7 Shareholders' General Meeting***

*The notice of a Shareholders' General Meeting shall be served on the shareholders by publishing it on the Company's website or in some other documented manner no earlier than three (3) months and no later than three (3) weeks before the general meeting of shareholders, and in any case no later than nine (9) days prior to the record date defined in the Finnish Limited Liability Companies Act.*

*To attend the general meeting of shareholders, a shareholder shall register with the Company for this purpose. Shareholders shall notify the Company of their attendance by the date indicated in the notice of the meeting; such a date may not be earlier than ten (10) days prior to the meeting.*

*The Shareholders' General Meeting may be held in Helsinki, Finland, or in Frankfurt am Main, State of Hesse, Germany. The Board of Directors may also decide that the meeting will be organised completely without a meeting venue so that the shareholders will exercise their power of decision during the meeting in full and in real time by the use of telecommunication connections and technical means (remote meeting).*

In other respects, the Articles of Association are proposed to remain unchanged.