

Notice to the Annual General Meeting of Sievi Capital Plc

Notice is given to the shareholders of Sievi Capital Plc (“**Sievi Capital**” or “**Company**”) to the Annual General Meeting to be held on Thursday, 4 May 2023 at 1:00 p.m. EEST at Hotel Kämp Symposion meeting venue at the address Kluuvikatu 2, FI-00100 Helsinki, Finland. The reception of attendees who have registered for the meeting and the distribution of voting tickets will commence at 12 noon EEST.

Shareholders may also exercise their voting rights by voting in advance. Shareholders who have registered for the meeting may also follow the meeting via a live webcast. Further instructions for shareholders are provided in section C “Instructions for the participants in the Annual General Meeting” of this notice.

A. Matters on the Agenda of the Annual General Meeting

At the Annual General Meeting, the following matters shall be considered:

- 1. Opening of the meeting**
- 2. Calling the meeting to order**
- 3. Election of persons to scrutinise the minutes and to supervise the counting of votes**
- 4. Recording the legality and quorum of the meeting**
- 5. Recording the attendance at the meeting and adopting the list of votes**
- 6. Presentation of the Financial Statements, the Board of Directors’ Report, and the Auditor’s Report for the year 2022, and presentation of the CEO’s Review**
- 7. Adoption of the Financial Statements**
- 8. Resolution on the use of profit shown on the balance sheet and the payment of dividend**

The Board of Directors proposes to the General Meeting that no dividend be paid for the financial period ended 31 December 2022.

The Company’s net profit for the financial period 2022 was negative, so a minority dividend in accordance with the Finnish Limited Liability Companies Act cannot be demanded.

- 9. Resolution on the discharge from liability of the members of the Board of Directors and the CEO**
- 10. Amendment of the Governing Bodies’ Remuneration Policy**

The Board of Directors proposes to the General Meeting that the process for preparing the proposal on the remuneration of the members of the Board of Directors defined in Sievi Capital’s Remuneration Policy be amended so that the Shareholders’ Nomination Board prepares the proposal concerning the remuneration of the members of the Board of Directors.

The Annual General Meeting of Sievi Capital resolved on 11 May 2022 to establish a Shareholders’ Nomination Board, which is responsible for annually preparing proposals concerning the composition, election and remuneration of the members of the Board of Directors of the Company to the Annual General Meeting and, as needed, to an Extraordinary General Meeting. The Board of Directors notified the Annual General Meeting held on 11 May 2022 that it will present an updated Remuneration Policy in this respect to the Annual General Meeting of 2023 for consideration.

The Board of Directors proposes to the Annual General Meeting that Article 3 of the Remuneration Policy of Sievi Capital be amended to read as follows:

“3. Description of the Board of Directors’ remuneration

Remuneration of the members of the Board of Directors is decided by Sievi Capital’s Annual General Meeting. The remuneration proposal to the Annual General Meeting is made by the Shareholders’ Nomination Board.”

11. Adoption of the Governing Bodies’ Remuneration Report

12. Resolution on the remuneration of the members of the Board of Directors

The Shareholders’ Nomination Board of Sievi Capital proposes to the General Meeting that the remuneration of the Board of Directors remain unchanged, so that the Chairman of the Board of Directors be paid as remuneration EUR 3,550 per month and the other members of the Board of Directors each EUR 2,300 per month. The Nomination Board further proposes that the travel expenses of the members of the Board of Directors be compensated in accordance with the Company’s travel policy and that each of the members of the Board of Directors shall have the right to abstain from receiving remuneration.

Earnings-related pension insurance contributions are paid voluntarily for the paid remuneration.

13. Resolution on the number of members of the Board of Directors

The Shareholders’ Nomination Board of Sievi Capital proposes to the General Meeting that the number of members of the Board of Directors shall be five (5).

14. Election of members of the Board of Directors

The Shareholders’ Nomination Board of Sievi Capital proposes to the General Meeting that current members of the Board of Directors Juha Karttunen, Kati Kivimäki, Timo Mänty, Taru Narvanmaa and Harri Sivula shall be re-elected as members of the Board of Directors for a term that ends at the closing of the Annual General Meeting 2024.

According to the Articles of Association of Sievi Capital, the Board of Directors elects a Chair from among its members.

CVs, photographs and the evaluation regarding the independence of the current members of the Board of Directors are presented on the company’s website at <https://sievicapital.fi/en/sijoittajille/hallinnointi/hallitus/>.

15. Resolution on the remuneration of the auditor

The Board of Directors proposes to the General Meeting that the remuneration of the auditor shall be paid according to the auditor’s reasonable invoice approved by the Company.

16. Election of the auditor

The Board of Directors proposes to the General Meeting that KPMG Oy Ab, Authorised Public Accountant firm, be elected as the Company’s auditor. KPMG Oy Ab has notified that Esa Kailiala, APA, will act as the principally responsible auditor for the Company.

The term of the auditor ends at the closing of the Annual General Meeting following the election.

17. Amendment of the Articles of Association

The Board of Directors proposes to the General Meeting that Articles 1 and 2 of the Articles of Association of the Company be amended to take into account the change in strategy published by the Company on 15 December 2022, which will transform the Company from a private equity investment company into a conglomerate and in connection to which the Company will change its name and line of business. The medium-

term objective of the Company is to become an industrial group built around the KH-Koneet Group's business and to divest other target companies in line with previous strategy.

- Article 1 of the Articles of Association is amended to read as follows:

“Article 1 Company's name and domicile

The company's name is KH Group Oyj in Finnish and KH Group Plc in English.

The company's domicile is Sievi.”

- Article 2 of the Articles of Association is amended to read as follows:

“Article 2 Company's line of business

The company's line of business is industrial activities and related services, as well as the supervision and management of the activities of the company's subsidiaries. The company may act as the parent company of the Group as well as own and manage securities, shares and real property as investments and trade in them.”

The Board of Directors further proposes that Articles 7 and 8 of the Articles of Association be amended to enable holding a general meeting entirely without a meeting venue as a so-called remote meeting in lieu of holding a meeting at the Company's domicile, Helsinki, Vantaa or Oulu.

- Article 7 of the Articles of Association is amended to read as follows:

“Article 7 Notice of the General Meeting and participation in the General Meeting

The notice of the General Meeting must be delivered to the shareholders no earlier than three (3) months and no later than three (3) weeks prior to the General Meeting, and no later than nine (9) days prior to the record date of the General Meeting referred to in the Finnish Limited Liability Companies Act. The notice is delivered to the shareholders by publishing it on the company's website or in a newspaper designated by the Board of Directors or by sending it by mail to the addresses recorded in the company's shareholder register.

To participate in the General Meeting, shareholders must register with the company no later than on the date specified in the notice of the meeting, which may not be earlier than ten (10) days before the meeting.

The General Meeting shall be held in the company's domicile, Helsinki, Vantaa or Oulu. In addition, the Board of Directors may decide on organising the General Meeting without a meeting venue whereby the shareholders have the right to exercise their power of decision in full in real time during the meeting using telecommunication connection and technical means.”

- Article 8 of the Articles of Association is amended to read as follows:

“Article 8 Annual General Meeting

The Annual General Meeting must be held annually on a date determined by the Board of Directors that is within six (6) months of the end of the financial period.

The meeting must decide on the following:

- (1) the adoption of financial statements, including the adoption of the consolidated financial statements;*
- (2) the use of the profit shown on the balance sheet;*
- (3) the discharge of the members of the Board of Directors and the CEO from liability;*
- (4) the election of the members of the Board of Directors and, if necessary, the auditor and the deputy auditor;*
- (5) the remuneration of the members of the Board of Directors and auditors; and*

(6) other matters mentioned in the notice of the meeting.”

The proposed amendments to Articles 7 and 8 of the Articles of Association are based on changes made in 2022 to Finnish Limited Liability Companies Act (624/2006, as amended), which allow holding the general meeting remotely. The legislative changes are based on the premise that shareholder rights shall not be compromised, and that all participating shareholders are able to fully exercise their shareholder rights, including the right to present questions and to vote in real time during the general meeting, irrespective of the chosen general meeting format.

It is proposed that the Articles of Association remain unchanged in other respects.

18. 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 General Meeting authorise the Board of Directors to decide on the issuance of shares and/or the granting of special rights entitling to shares as referred to in Chapter 10, Section 1 of the Finnish Limited Liability Companies Act, in one or several instalments as follows: The total number of shares to be issued under the authorisation may be at the most 11,400,000 shares. The authorisation concerns both the issuance of new shares as well as the conveyance of shares held by the Company. The authorisation is proposed to be used to finance or carry out possible acquisitions or other arrangements or investments related to the Company’s business, to implement the Company’s incentive program, or for other purposes decided by the Board of Directors.

The Board of Directors decides on all terms and conditions of a share issue and the issuance of special rights referred to in Chapter 10, Section 1 of the Finnish Limited Liability Companies Act, and the authorisation therefore includes the right of the Board of Directors to deviate from the shareholders’ pre-emptive subscription right (directed issue), the right to issue shares against consideration or without payment, and the right to decide on a free issuance of shares to the Company itself, however, taking into account the provisions of the Finnish Limited Liability Companies Act concerning the maximum number of own shares held by the Company.

The authorisation is proposed to be effective until 30 June 2024, and it will cancel the corresponding authorisation given to the Board of Directors by the Annual General Meeting on 11 May 2022.

19. Authorising the Board of Directors to decide on the repurchase of the company’s own shares

The Board of Directors proposes to the General Meeting that the General Meeting authorise the Board of Directors to decide to repurchase a maximum of 5,700,000 shares in the Company in one or several instalments by using funds in the Company’s unrestricted equity, however, taking into account the provisions of the Finnish Limited Liability Companies Act concerning the maximum number of own shares held by the Company. The company’s own shares may be repurchased to be used as consideration in possible acquisitions or in other arrangements related to the Company’s business, to finance investments, as a part of the Company’s incentive program, to develop the Company’s capital structure as well as to be conveyed for other purposes, to be held by the Company or to be cancelled. The authorisation also includes the right to pledge the Company’s own shares.

The company’s own shares may be repurchased in public trading organized by Nasdaq Helsinki Ltd otherwise than in proportion to the shareholdings of the shareholders, at the market price at the time of repurchase. The shares will be repurchased and paid in accordance with the rules of Nasdaq Helsinki Ltd and Euroclear Finland Oy. The Board of Directors is in all other respects authorised to decide on the terms and conditions of the repurchase of own shares.

The authorisation is proposed to be effective until 30 June 2024, and it will cancel the corresponding authorisation given to the Board of Directors by the Annual General Meeting on 11 May 2022.

20. Closing of the meeting

B. Documents of the Annual General Meeting

The aforementioned proposals on the agenda of the General Meeting, this notice, the Company's Remuneration Policy for Governing Bodies to be amended, the Governing Bodies' Remuneration Report as well as the Annual Report, which includes the Financial Statements of the Company, the Board of Directors' Report and the Auditor's Report, are available on Sievi Capital's website at <http://www.sievicapital.fi/en/annual-general-meetings/agm-2023>.

The minutes of the General Meeting will be available on the aforementioned website on 18 May 2023, at the latest.

C. Instructions for the participants in the Annual General Meeting

1. Shareholder registered in the shareholders' register

Each shareholder who is registered on the record date of the General Meeting, on 21 April 2023, in the shareholders' register of the Company maintained by Euroclear Finland Oy, has the right to participate in the General Meeting. A shareholder whose shares in the Company are registered on his/her personal Finnish book-entry account, is registered in the shareholders' register of the Company.

The registration to the General Meeting begins on 5 April 2023 at 10:00 a.m. EEST. A shareholder who is registered in the shareholders' register of the Company and who wants to participate in the General Meeting, shall register no later than on 26 April 2023 at 4:00 p.m. EEST, by which time the registration must be received.

Registration can be done:

- a) Through the Company's website at <http://www.sievicapital.fi/en/annual-general-meetings/agm-2023>

In the electronic registration, a strong identification of the shareholder or his/her proxy representative or legal representative is required with Finnish or Swedish banking codes or a mobile ID.

- b) By email or mail to Innovatics Ltd to the address agm@innovatics.fi or to the address Innovatics Ltd, AGM/Sievi Capital Plc, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland.

In connection with the registration, a shareholder shall notify his/her name, date of birth or business ID, contact information, the name of assistant or a proxy representative, if any, date of birth of the proxy representative and other requested information. The personal data given by the shareholders or the representatives to Sievi Capital or Innovatics Ltd is used only in connection with the Annual General Meeting and with the processing of necessary related registrations.

The shareholder, legal representative or their proxy representative shall, if necessary, be able to prove their identity and/or right of representation at the meeting venue.

Additional information on registration and advance voting is available by phone during the registration period of the General Meeting at Innovatics Ltd's phone number +358 (0)10 2818 909 from Monday to Friday at 9:00 a.m. to 12 noon and at 1:00 p.m. to 4:00 p.m. EEST.

2. Proxy representative and powers of attorney

A shareholder may participate in the General Meeting and exercise his/her rights at the meeting by way of a proxy representative. The shareholder's proxy representative may also vote in advance as described in this notice. The proxy representative must identify him/herself to the electronic registration service and advance voting with strong identification, after which he/she will be able to register and vote in advance on behalf of the shareholder he/she represents. The shareholder's proxy representative shall produce a dated proxy document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder at the General Meeting. The representation right can be demonstrated by using the suomi.fi authorisation service available in the electronic registration service.

A power of attorney template and voting instructions will be available on the company's website at <http://www.sievicapital.fi/en/annual-general-meetings/agm-2023> on 5 April 2023 at 10:00 a.m. EEST at the latest. If a shareholder participates in the General Meeting by means of several proxy representatives representing the shareholder with shares at different securities accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration.

Possible proxy documents are requested to be delivered primarily as an attachment in connection with the electronic registration, or alternatively by email to agm@innovatics.fi or by mail to the address Innovatics Oy, AGM/Sievi Capital Plc, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland before the expiry of the registration period. In addition to providing proxy documents, the shareholder or the proxy representative must register for the General Meeting as detailed above in this Notice.

3. Holder of 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 he/she on the record date of the General Meeting, i.e., on 21 April 2023, would be entitled to be registered in the shareholders' register of the company maintained by Euroclear Finland Oy. The right to participate in the General Meeting requires, in addition, that the shareholder on the basis of such shares has been temporarily registered into the shareholders' register of the Company maintained by Euroclear Finland Oy at the latest by 28 April 2023 at 10:00 a.m. EEST. As regards nominee registered shares, this constitutes due registration for the General Meeting. Changes in shareholding after the record date of the General Meeting do not affect the right to participate in the General Meeting or the number of votes of the shareholder.

A holder of a nominee registered share is advised to request without delay the necessary instructions regarding the registration in the temporary shareholders' register of the company, the issuing of proxy documents, the registration and participating for the General Meeting and voting in advance from his/her custodian bank. The account management organisation of the custodian bank has to register a holder of a nominee registered share, who wants to participate in the General Meeting, temporarily into the shareholders' register of the Company and if needed to see to the voting in advance on behalf of a holder of a nominee registered share before the expiry of the registration period for the holders of nominee registered shares.

4. Advance voting

A shareholder whose shares are registered on his/her personal Finnish book-entry account may vote in advance during the period from 5 April 2023 at 10:00 a.m. EEST until 26 April 2023 at 4:00 p.m. EEST on certain matters on the agenda of the General Meeting.

Advance voting can be done in the following ways:

- a) Through the Company's website at <http://www.sievicapital.fi/en/annual-general-meetings/agm-2023>. Logging in to the service is done in the same way as for registration above in the Section C.1.

- b) By email or mail by delivering the advance voting form available on the Company's website on 5 April 2023 at 10:00 a.m. EEST at the latest or corresponding information by email to agm@innovatics.fi or to the address Innovatics Ltd, AGM/Sievi Capital Plc, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland. The advance votes shall be received before the expiry of the advance voting period. Submitting votes in such manner before the expiry of registration and advance voting period constitutes due registration for the General Meeting, provided that the documents delivered by the shareholder contain the information required for registration.

A shareholder who has voted in advance can use his/her right to request information under the Finnish Companies Act or their right to request a vote at the General Meeting or vote on a possible counterproposal only if the shareholder participates in the General Meeting in person or by way of proxy representation at the meeting venue.

An agenda item subject to advance voting is considered to have been presented unchanged to the General Meeting.

The terms and conditions as well as other instructions related to the electronic advance voting are available on the company's website at <http://www.sievicapital.fi/en/annual-general-meetings/agm-2023>.

5. Other instructions/information

The meeting language will be Finnish.

Pursuant to Chapter 5, Section 25 of the Finnish Limited Liability Companies Act, a shareholder who is present at the General Meeting has the right to request information with respect to the matters to be considered at the meeting.

The Company will arrange an opportunity for shareholders who have registered for the meeting to follow the meeting online via a live webcast. A video link and password to follow the meeting remotely will be sent via email and text message to the email address and mobile phone number provided in connection with the registration. Following the meeting through the remote access is only possible for shareholders who are shareholders on the record date of the General Meeting.

Detailed instructions on following the webcast will be available on the Company's website <http://www.sievicapital.fi/en/annual-general-meetings/agm-2023> before the General Meeting. Shareholders are asked to take into account that following the meeting via webcast is not considered participating in the Annual General Meeting, and that it is not possible for the shareholders to exercise their shareholder rights in the Annual General Meeting through the webcast. Shareholders that wish to follow the webcast can exercise their voting rights by voting on the matter on the agenda in advance in accordance with the instructions provided above.

On the date of this notice, the total number of shares and votes in Sievi Capital is 58,078,895.

In Helsinki, on 5 April 2023

SIEVI CAPITAL PLC

Board of Directors