

## QUESTIONS OF SHAREHOLDERS AND REPLIES OF THE COMPANY ON MATTERS TO BE DISCUSSED AT THE GENERAL MEETING

### Question 1

I consider the logic of the merger between Sievi and Boreo to be good and I am positive about the value creation potential of the new company. However, the exchange ratio is very weak for Sievi's owners, taking into account, for example, the book values, net sales or profit of the companies. How did you arrive at such a miscalculated exchange rate?

### Question 2

How can Sievi Capital's Board of Directors propose such a terrible merger plan, the exchange rate of which is by no means in the interest of Sievi Capital's shareholders?

### Answer

- The conversion rate used as the basis for the agreement is the outcome of the negotiations between Board members, who are independent from the main owner, and their advisors. In these negotiations, both parties have had access to information about the market values of the companies, their ability to make a profit and their balance sheets and future outlook as independent operators, as well as the value of the companies calculated on the basis of various valuation methods.
- The ratio takes into account the market values of the companies and, in addition, valuations based on both companies' financial situation and profitability, calculated using different methods. The conversion rate is not based on the short-term market valuation of companies, as is the case for combinations usually, but takes them into account over a longer period of time. In its strategy work, Sievi Capital's Board of Directors has analysed various options for increasing shareholder value. The Board of Directors considers the proposed merger to be the best option for Sievi Capital's shareholders and the Board of Directors believes that Sievi Capital's shareholders, as owners of the new company, would benefit from a broader business portfolio, risk diversification and faster growth. The combination will create strong financial conditions for growth and for increasing the future company's shareholder value in the long term.
- In addition, Sievi Capital's Board of Directors has received a fairness opinion from Handelsbanken, Sievi Capital's financial advisor, in support of its decision making, which concluded that the exchange ratio was fair for Sievi Capital's shareholders from a financial point of view. For the purposes of the fairness opinion, Handelsbanken made a valuation of both companies using different valuation methods.
- On these grounds, the independent board members of Sievi Capital consider that the combination of both companies on the proposed terms and conditions of the combination agreement is in the best interests of the shareholders of Sievi Capital.

### Question 3:

"The shareholder of Sievi Capital who voted against the merger at the Annual General Meeting has the right to demand the redemption of their shares at the Annual General Meeting according to Chapter 16, Section 13 of the Limited Liability Companies Act." How is the redemption price determined? When should redemption be requested at the latest?

### Answer:

If the Extraordinary General Meeting of Sievi Capital approves the merger with Boreo and provided that the conditions for the implementation of the merger have been fulfilled or waived, all shareholders of Sievi Capital who requested the redemption of their Sievi Capital shares at the Extraordinary General Meeting and voted against the merger have the right to have their Sievi Capital shares redeemed by Boreo in cash at a fair price pursuant to Chapter 16, Section 13 of the Limited Liability Companies Act. A shareholder of Sievi Capital who wishes to demand the redemption of their shares must participate in the Extraordinary General Meeting deciding on the merger of Sievi Capital, vote against the merger and demand the redemption of their shares at the Extraordinary General Meeting.

If the shareholder who requested the redemption does not agree with Boreo on the right to redeem the shares of Sievi Capital or on the terms and conditions of the redemption, the shareholder shall, within a specified period, refer the matter to the arbitrators in accordance with the Limited Liability Companies Act. The redemption price must be paid one month after the finalisation of the redemption judgment, but not before the registration of the enforcement of the merger. After the commencement of arbitration, the shareholder is only entitled to the redemption price. If it will be subsequently confirmed during the redemption procedure that the shareholder is not entitled to redemption, they shall



be entitled to the merger consideration in accordance with the merger plan. If the merger lapses, the redemption procedure shall also lapse.