

Decisions of KH Group's Annual General Meeting and the constitutive meeting of the Board of Directors

KH Group Plc's Annual General Meeting was held on 7 May 2024 at KH Group's headquarters at the address Kuninkaalantie 19, 01300 Vantaa, Finland. The Annual General Meeting supported all the proposals included in the notice of the Annual General Meeting. The General Meeting adopted the financial statements for the financial period 2023, discharged the members of the Board of Directors and the persons who had acted as CEO from liability for the financial period 2023, and adopted, through an advisory decision, the company's Governing Bodies' Remuneration Report for the year 2023.

Use of profit shown on the balance sheet

As proposed by the Board of Directors, the General Meeting decided that no dividend be distributed for the financial period ended on 31 December 2023.

Remuneration of the members of the Board of Directors

The General Meeting decided 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 each member of the Board of Directors EUR 2,300 per month. The travel expenses of the members of the Board of Directors are compensated in accordance with the company's travel policy. Earnings-related pension insurance contributions are paid voluntarily for the paid remuneration.

Composition of the Board of Directors

The General Meeting confirmed the number of members of the Board of Directors at five (5). Juha Karttunen, Kati Kivimäki, Timo Mänty, Taru Narvanmaa and Jon Unnérus were elected to the Board of Directors until the closing of the Annual General Meeting of 2025.

Election of the auditor

The General Meeting elected Ernst & Young Oy, Authorised Public Accountant firm, as the company's auditor. Ernst & Young Oy has notified that Timo Eerola, APA, acts as the principally responsible auditor for the company. The General Meeting also confirmed the company's auditor as the sustainability reporting assurance provider for the verification of the sustainability report for the financial year 2024.

The General Meeting decided that the remuneration of the auditor shall be paid according to the auditor's reasonable invoice approved by the company, and the same also applies to the auditor's fee related to verifying the company's sustainability report.

Authorising the Board of Directors to decide on the issuance of shares and special rights entitling to shares

As proposed by the Board of Directors, the General Meeting authorised 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. The total number of shares to be issued under the authorisation may be at the most 11,400,000 shares, and the authorisation concerns both the issuance of new shares as well as the conveyance of shares held by the company. The authorisation may 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.

The authorisation is effective until 30 June 2025, and it cancels the corresponding authorisation given to the Board of Directors by the Annual General Meeting on 4 May 2023.

Authorising the Board of Directors to decide on the repurchase of the company's own shares

As proposed by the Board of Directors, the General Meeting authorised 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 organised 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 decides in all other respects on the terms and conditions of the repurchase of own shares.

The authorisation is effective until 30 June 2025, and it cancels the corresponding authorisation given to the Board of Directors by the Annual General Meeting on 4 May 2023.

Minutes of the General Meeting

The minutes of the General Meeting will be available on the company's website on 21 May 2024, at the latest.

Decisions of the constitutive meeting of the Board of Directors

In its constitutive meeting held after the Annual General Meeting, the Board of Directors elected Juha Karttunen as its Chairman.

The Board of Directors considered all members of the Board of Directors to be independent of the company and of the significant shareholders of the company.

KH GROUP PLC

Lauri Veijalainen
CEO

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KH Group Plc is a conglomerate with four business areas: KH-Koneet, Indoor Group, Nordic Rescue Group and HTJ. All of our business areas are leading players in their sectors in B2B products and services and consumer trade. Our objective is to focus on the business of the earth-moving machinery supplier KH-Koneet. Other business areas will be further developed and then divested in line with the Group's investment strategy. KH Group's share is listed on Nasdaq Helsinki.