



**PROPOSALS TO  
THE ANNUAL GENERAL MEETING OF  
BITTIUM CORPORATION  
April 10, 2024**

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## 1 PROPOSAL BY THE BOARD OF DIRECTORS REGARDING THE USE OF THE PROFIT SHOWN ON THE BALANCE SHEET AND THE PAYMENT OF DIVIDEND (ITEM 8 ON THE AGENDA OF THE GENERAL MEETING)

The parent company's distributable funds on 31 December 2023 were EUR 116,314,733.29, of which the profit for the financial year is EUR 880,995.75. The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0.03 per share be paid based on the balance sheet to be adopted for the financial year ended 31 December 2023. The dividend will be paid to a shareholder who, on the record date for the dividend payment, 12 April 2024, is registered in the shareholders' register maintained by Euroclear Finland Ltd. The Board of Directors proposes that the dividend payment date be 19 April 2024.

The Board of Directors furthermore proposes that the Annual General Meeting would authorize the Board of Directors to decide, at its discretion, on the payment of an extraordinary dividend of EUR 0.03 per share, by 31 October 2024. The Board of Directors expects that this discretionary extraordinary dividend will be paid, unless there is a significant deterioration in the business environment during 2024. The company will publish any possible decisions on dividend payment by the Board of Directors separately, and simultaneously confirm the dividend record and payment dates.

Oulu, February 9, 2024

The Board of Directors



## 2 PROPOSAL BY THE SHAREHOLDERS FOR REMUNERATION OF THE BOARD OF DIRECTORS (ITEM 12 ON THE AGENDA OF THE GENERAL MEETING)

The three largest shareholders, representing in total approximately 14.79 percent of the voting rights of the company's shares, propose to the Annual General Meeting that the following monthly remuneration be paid to the members of the Board of Directors to be elected for the term ending at the end of the next Annual General Meeting: EUR 3,150 to the Chairman of the Board of Directors and EUR 1,800 to the other members of the Board of Directors. In addition, the members of the Board of Directors are entitled to a fee for attending Board meetings as follows: Chairman of the Board EUR 875 per meeting and other members of the Board of Directors EUR 500 per meeting. In addition, the members of the Board of Directors are entitled to a fee for attending the meetings of the Board committees as follows: the Chairman of the Committee EUR 600 per meeting and the other members of the Committee EUR 400 per meeting.

The above-mentioned shareholders propose to the Annual General Meeting that 50 percent of the total monthly remuneration of the members of the Board of Directors be paid in a single instalment in Bittium Corporation's shares to be purchased at a price formed in public trading, or through a share issue, or in special circumstances, if for some reason the remuneration cannot be paid in shares, entirely in cash. The shares will be acquired in accordance with the purchase program prepared by the company. A member of the Board of Directors may not transfer shares received as remuneration until his or her membership in the Board of Directors has ended.

The above-mentioned shareholders further propose that the travel expenses of the members of the Board of Directors be compensated in accordance with the company's travel policy.

Oulu, February 9, 2024



### 3 PROPOSAL BY THE SHAREHOLDERS FOR COMPOSITION OF THE BOARD OF DIRECTORS (ITEMS 13 AND 14 ON THE AGENDA OF THE GENERAL MEETING)

The three largest shareholders, who in total represent approximately 14.79 per cent of the voting rights of the company's shares, propose to the Annual General Meeting that the number of members of the Board of Directors be confirmed as six (6).

The three largest shareholders, who in total represent approximately 14.79 per cent of the voting rights of the company's shares, propose to the Annual General Meeting that for a term of office ending at the end of the next Annual General Meeting following the election, Mr. Erkki Veikkolainen, Ms. Riitta Tiuraniemi, Mr. Veli-Pekka Paloranta, Mr. Petri Toljamo and Mr. Pekka Kemppainen be re-elected as members of the Board of Directors and Mr. Raimo Jyväsjärvi be elected as a new member of the Board of Directors. The candidates for the Board of Directors and the assessment of their independence are presented on the company's website [www.bittium.com](http://www.bittium.com). All candidates have given their consent to the election.

Oulu, February 9, 2024



#### 4 PROPOSAL BY THE BOARD OF DIRECTORS FOR THE REMUNERATION OF THE AUDITOR (ITEM 15 ON THE AGENDA OF THE GENERAL MEETING)

Based on the recommendation of the Audit Committee of the Board of Directors, the Board of Directors proposes that the remuneration of the auditor to be elected be paid according to the auditor's reasonable invoice.

Oulu, February 9, 2024

The Board of Directors



## 5 PROPOSAL BY THE BOARD OF DIRECTORS FOR THE ELECTION OF AUDITOR (ITEM 16 ON THE AGENDA OF THE GENERAL MEETING)

Based on the recommendation of the Audit Committee of the Board of Directors, the Board of Directors proposes that audit firm PricewaterhouseCoopers Oy be elected as the auditor for the term of office ending at the close of the Annual General Meeting following the election. PricewaterhouseCoopers Oy has announced that APA Auditor Sami Posti, would act as the principal auditor.

The Audit Committee has prepared its recommendations in accordance with the EU Audit Regulation (537/2014). The Audit Committee confirms that its recommendation is free from third-party influence and that the Audit Committee has not been required to comply with a contractual clause referred to in Article 16(6) of the EU Audit Regulation, which would restrict the Annual General Meeting's discretion in the election of the auditor.

Oulu, February 9, 2024

The Board of Directors



## 6 PROPOSAL BY THE BOARD OF DIRECTORS FOR THE REMUNERATION FOR THE ASSURANCE OF THE CORPORATE SUSTAINABILITY REPORTING (ITEM 17 ON THE AGENDA OF THE GENERAL MEETING)

Based on the recommendation of the Audit Committee of the Board of Directors, the Board of Directors proposes to the Annual General Meeting that the remuneration of the assurance of the Corporate Sustainability Reporting be paid according to the assurance firm's invoice approved by the company.

Oulu, February 9, 2024

The Board of Directors





## 7 PROPOSAL BY THE BOARD OF DIRECTORS FOR THE ELECTION OF THE ASSURANCE FIRM FOR THE CORPORATE SUSTAINABILITY REPORTING (ITEM 18 ON THE AGENDA OF THE GENERAL MEETING)

The company must prepare its first statutory Corporate Sustainability Reporting for the financial year 2024. Based on the recommendation of the Audit Committee of the Board of Directors, the Board of Directors proposes to the Annual General Meeting that the audit firm PricewaterhouseCoopers Oy be elected for the assurance of the Corporate Sustainability Reporting for a term ending at the end of the next Annual General Meeting following the election. PricewaterhouseCoopers Oy has announced that APA Tiina Puukkoniemi would act as the principal assurer if PricewaterhouseCoopers Oy is elected as the assurance firm.

Oulu, February 9, 2024

The Board of Directors



## 8 PROPOSAL BY THE BOARD OF DIRECTORS REGARDING AUTHORIZATION OF THE BOARD OF DIRECTORS TO DECIDE ON THE REPURCHASE OF OWN SHARES (ITEM 19 ON THE AGENDA OF THE GENERAL MEETING)

The Board of Directors proposes to the General Meeting that the Board of Directors be authorized to decide on the repurchase of the Company's own shares as follows.

The number of own shares to be repurchased shall not exceed 3,500,000 shares, which corresponds to approximately 9.80 per cent of all of the shares in the Company. Only the unrestricted equity of the Company can be used to repurchase own shares on the basis of the authorization.

Own shares can be repurchased at a price formed in public trading on the date of the repurchase or otherwise at a price formed on the market.

The Board of Directors decides how own shares will be repurchased. Own shares can be repurchased using, inter alia, derivatives. Own shares can be repurchased otherwise than in proportion to the shareholdings of the shareholders (directed repurchase).

The authorization cancels the authorization given by the General Meeting on April 12, 2023 to decide on the repurchase of the Company's own shares.

The authorization is effective until June 30, 2025.

Oulu, February 9, 2024

The Board of Directors



## 9 PROPOSAL BY THE BOARD OF DIRECTORS REGARDING AUTHORIZATION OF THE BOARD OF DIRECTORS TO DECIDE ON THE ISSUANCE OF SHARES AS WELL AS THE ISSUANCE OF SPECIAL RIGHTS ENTITLING TO SHARES (ITEM 20 ON THE AGENDA OF THE GENERAL MEETING)

The Board of Directors proposes to the General Meeting that the Board of Directors be authorized to decide on the issuance of shares as well as the issuance of special rights entitling to shares referred to in Chapter 10 Section 1 of the Finnish Limited Liability Companies Act as follows.

The number of shares to be issued shall not exceed 3,500,000 shares, which corresponds to approximately 9.80 per cent of all of the shares in the Company.

The Board of Directors decides on all the conditions of the issuance of shares and of special rights entitling to shares. The authorization concerns both the issuance of new shares as well as the transfer of treasury shares. The issuance of shares and of special rights entitling to shares may be carried out in deviation from the shareholders' pre-emptive rights (directed issue).

The authorization cancels the authorization given by the General Meeting on April 12, 2023 to decide on the issuance of shares as well as the issuance of special rights entitling to shares referred to in Chapter 10 Section 1 of the Finnish Limited Liability Companies Act.

The authorization is effective until June 30, 2025.

Oulu, February 9, 2024

The Board of Directors