

Vincit Plc

Company Release, January 15, 2025, at 19:30 am EET

Proposal of Vincit Plc's Shareholders' Nomination Committee on the composition and remuneration of the Board of Directors

Vincit Plc's Shareholders' Nomination Committee will submit the following proposals to the Annual General Meeting of Vincit Plc scheduled to be held on March 26, 2025:

Proposal for the composition of the Board of Directors

The Shareholders' Nomination Board proposes that 5 (4) members be elected to the Board of Directors.

The Nomination Committee proposes that the current members Mikko Kuitunen and Arto Martonen be re-elected to the Board of Directors for a term ending at the close of the Annual General Meeting in 2026.

Of the current Board members, Mervi Airaksinen and Frank Korsström have announced that they are not available for re-election.

The Nomination Committee proposes that the following be elected as new members of the Board of Directors:

- Enel Sintonen, MBA
- Matti Copeland, MBA
- Veera Siivonen, M.Sc. (Tech)

Enel Sintonen (born 1977) has been CFO of Eltel Networks Oy since 2022. Previously, she worked at PricewaterhouseCoopers Oy as a partner, in various management positions and as the lead auditor of several listed companies. Enel has been a Board member and Chair of the Audit Committee of Verkkokauppa.com Plc since 2024.

Matti Copeland (born 1961) is a Senior Partner at Taplow Finland. Matti has had a long career in various positions at Ernst & Young Oy, Basware Oy, Deloitte Oy, CapMan Plc and Aura Capital Oy, as well as in the banking industry at Danske Bank, Nordea and Citibank. Matti holds several positions of trust. He is an advisor to Accel-KKR and MCF Corporate Finance Oy. He is also a board member of Alekstra Oy, ProMedical Oy, Replicon Health Oy, Koko Forest Oy, Sisufy Oy, Pohjois-Haagan Yhteiskoulu and Fountain Park Oy.

Veera Siivonen (born 1980) has been CCO of Saidot Oy, an AI governance company, since 2023. Previously, she was a member of the management team at Terveystalo Plc, responsible for consumer business and marketing, and held strategy and marketing management positions at Sanoma Corporation, including driving the digital transformation of Helsingin Sanomat. Veera also acts as Chair of Saidot Oy's Board of Directors.

All nominees have given their consent to stand for election. All proposed Board members, with the exception of Mikko Kuitunen, are considered to be independent of the Company and its significant shareholders. Kuitunen is the Company's largest shareholder and has served as CEO since 2021.

Information relevant to the work of the Board of Directors of the proposed persons is available on the company's website at https://investors.vincit.com/fi/sijoittajat/hallinnointi/yhtiokokous_2025.

The members of the Board of Directors shall elect from among their number a Chair and a possible Vice Chair.

Proposal for the remuneration of the Board of Directors

The Nomination Committee proposes that the remuneration of the Board of Directors be paid as follows:

- EUR 48,000 per year for the Chair of the Board of Directors
- EUR 36,000 per year for a possible Vice Chair of the Board of Directors
- EUR 24,000 per year for each of the other members of the Board of Directors.

In addition, the Nomination Committee proposes that a meeting fee of EUR 800 per meeting be paid to the Chair for meetings of the Board committees. The committee members' meeting fee is proposed at EUR 500 per meeting.

The Nomination Committee proposes that the members of the Board of Directors be paid reasonable travel and other expenses for meetings.

In addition, the Nomination Committee proposes that the compensation of the Chair of the Board of Directors be paid monthly in cash. It is proposed that the remuneration of the possible Vice Chair and other members of the Board of Directors be paid once a year, with 50% of the annual remuneration being paid in Vincit Plc shares held by the Company or, if not possible, in Vincit Plc shares acquired on the market, and 50% being paid in cash. The shares will be transferred to the members of the Board of Directors and, if necessary, acquired on the market directly on behalf of the members of the Board of Directors by the end of the financial year.

It is proposed that the committee members' meeting fees be paid in cash.

Shareholders' Nomination Committee

In accordance with the resolution of the Annual General Meeting of Vincit Plc held on April 26, 2023, Shareholders' Nomination Committee was established. The Shareholders' Nomination Committee was established to serve for an indefinite period. The term of office of the members of the Nomination Committee ends annually with the appointment of the next Nomination Committee. The Committee will be composed of representatives of Vincit's largest shareholders, and its election was announced in a company release dated September 6, 2024.

The Nomination Committee, which has made proposals to the Annual General Meeting of 2025, is chaired by Lauri Puolanne, Chair of the Board of BCore, and its members are Mikko Kuitunen, Chair of the Board of Vincit Plc, Timo Sallinen, Head of Listed Investments at Varma Mutual Pension Insurance Company, Niko Syrjänen, Chief Investment Officer at Elo Mutual Pension Insurance Company, and Karoliina Lindroos, Head of Responsible Investments at Ilmarinen Mutual Pension Insurance Company.

The Nomination Committee's proposals will be included in the notice of Vincit's 2025 Annual General Meeting to be published at a later date.

Vincit Plc

Additional information

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Vincit Plc in brief

Vincit turns digital into business results by combining leading enterprise platforms and tailored solutions Vincit Plc's shares are listed on the Nasdaq First North Growth Market Finland marketplace.

www.vincit.com