

NOTICE OF THE ANNUAL GENERAL MEETING OF DOVRE GROUP PLC

Dovre Group Plc | Stock Exchange Release | April 30, 2026, at 10:30 AM

The shareholders of Dovre Group Plc ("Dovre") are invited to the Annual General Meeting to be held on Friday 22 May 2026 at 10:00 a.m. at Crowne Plaza Helsinki Hesperia, Mannerheimintie 50, 00260 Helsinki. The reception of participants and the distribution of voting tickets will commence at 9:30 a.m.

A. MATTERS TO BE CONSIDERED AT THE ANNUAL GENERAL MEETING

The following matters will be considered at the meeting:

- 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 of the meeting**
- 5. Recording the attendance at the meeting and adoption of the list of votes**
- 6. Presentation of the financial statements for the year 2025, including the consolidated financial statements, the report of the Board of Directors and the auditor's report**
 - Presentation of the CEO's review
- 7. Adoption of the financial statements**
- 8. Resolution on the use of the profit shown on the balance sheet and payment of dividend**

The distributable funds of the parent company as at 31 December 2025 totalled EUR -650,450.03. The Board of Directors proposes to the General Meeting that no dividend be paid for the financial year 2025.
- 9. Resolution on the discharge of the members of the Board of Directors and the CEOs from liability**
- 10. Consideration of the Remuneration Report for the governing bodies**

The Board of Directors proposes to the General Meeting that the General Meeting approve the Remuneration Report for the financial year 2025.

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

The Board of Directors proposes to the General Meeting that the remuneration of the members of the Board of Directors remain unchanged. According to the proposal, the annual remuneration shall be EUR 43,000 for the Chairman of the Board, EUR 38,000 for the Vice Chairman of the Board and EUR 33,000 for Board members.

In addition, it is proposed that the reasonable travel expenses of the Board members be reimbursed in accordance with actual costs.

The remuneration of the Board members shall be paid in cash in equal monthly instalments.

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

The Board of Directors proposes to the General Meeting that three ordinary members be elected to the Board of Directors.

13. Election of the members of the Board of Directors

The Board of Directors proposes to the General Meeting that Kalervo Röttsä and Aaron Michelin be re-elected as members of the Board of Directors and that Timo Saarinen be elected as a new member.

All candidates have given their consent to the positions. All candidates are independent of the company and its significant shareholders.

The company and the Board of Directors acknowledge that, once the terms of office of the persons proposed for election to the Board of Directors begin, women and men will not be equally represented on the company's Board of Directors. This deviates from the objective set out in Chapter 6, Section 9 a of the Limited Liability Companies Act and the recommendation of the Finnish Corporate Governance Code published by the Securities Market Association. The Board of Directors' proposal for persons to be elected to the Board of Directors is based on continuity and the proposed members' knowledge of the company's situation, particularly with regard to the company's restructuring proceedings. In addition, in the company's current situation, it has been more difficult to recruit new board member candidates. The company takes the recommendations on equal representation of women and men on the Board of Directors seriously and aims to act in accordance with the recommendations in the future.

Further information on the Board member candidates and their independence is available on the company's website at <https://www.dovregroup.com/investors/corporate-governance/>.

14. Resolution on the auditor's remuneration

The Board of Directors proposes to the General Meeting that the auditor's remuneration be paid according to a reasonable invoice approved by the company.

15. Election of the auditor

The Board of Directors proposes to the General Meeting that one (1) auditor be elected for the company. The Board of Directors proposes that the audit firm BDO Oy be elected as auditor. BDO Oy has announced that Henrik Juth, Authorised Public Accountant, will act as the auditor with principal responsibility.

16. Authorisation of the Board of Directors to decide on share issues and granting of special rights entitling to shares

The Board of Directors proposes to the General Meeting that the Board of Directors be authorised to decide on

- (i) the issuance of new shares and/or
- (ii) the transfer of the company's own shares and/or
- (iii) the granting of special rights referred to in Chapter 10, Section 1 of the Limited Liability Companies Act on the following terms:

The Board of Directors may, based on the authorisation, decide on a share issue and the granting of special rights also in deviation from the shareholders' pre-emptive rights (directed issue) subject to the conditions set out in the law. A maximum of 400,000,000 shares may be issued based on the authorisation.

The Board of Directors may use the authorisation in one or several tranches. The Board of Directors may use the authorisation to strengthen the capital structure of the company and its subsidiaries, to reduce guarantee liabilities, to improve liquidity and the company's financial position, to implement the company's acquisitions and other arrangements, to issue convertible bonds or loans, or for other purposes decided by the Board of Directors. New shares may be issued and the company's own shares may be transferred either against payment or without payment, provided that a maximum of 125,000,000 shares may be issued without payment. New shares may also be issued to the company itself as a share issue without payment. The Board of Directors is authorised to decide on other terms of the share issue and the granting of special rights. Based on the authorisation, the Board of Directors may decide on the realisation of the company's own shares that may be held as collateral.

The authorisation is proposed to be valid until the Annual General Meeting to be held in 2027, however no later than until 30 June 2027. The authorisation cancels previously granted authorisations concerning share issues and the granting of option rights and other special rights entitling to shares.

17. Closing of the meeting

B. DOCUMENTS OF THE ANNUAL GENERAL MEETING

The above-mentioned proposals of the Board of Directors on the agenda of the General Meeting and this notice of meeting are available on the company's website at www.dovregroup.com. The company's annual report, which includes the company's financial statements, the report of the Board of Directors, the auditor's report, the corporate governance statement and the remuneration report, has been published in electronic form on the company's website on 30 April 2026. The proposals of the Board of Directors and the financial statements documents will also be available at the General Meeting. Copies of these documents and of this notice will be sent to shareholders upon request.

C. INSTRUCTIONS FOR PARTICIPANTS IN THE ANNUAL GENERAL MEETING

1. Shareholders registered in the shareholders' register

Each shareholder who is registered on the record date of the General Meeting, 11 May 2026, in the shareholders' register of the company held by Euroclear Finland Oy, has the right to participate in the General Meeting. A shareholder whose shares are registered on his/her personal Finnish book-entry account is registered in the shareholders' register of the company.

Registration for the General Meeting will commence on 4 May 2026. A shareholder who is registered in the shareholders' register of the company and who wants to participate in the General Meeting shall register for the meeting no later than on 18 May 2026 at 4:00 p.m., by which time the registration must be received.

Registration for the General Meeting can be made:

- a. through the link on Dovre Group Plc's website <https://www.dovregroup.com/investors/releases-and-events/> HYPERLINK "https://egm.apk.fi/eGM/gm/18177736707_en"
- b. by e-mail to pirita.lukkarila@dovregroup.com
- c. by telephone to Dovre Group Plc/Pirita Lukkarila, tel. +358 40 737 9246.

In connection with the registration, a shareholder shall notify his/her name, personal identification number or business identity code, address, telephone number and the name of a possible assistant or proxy representative and the personal identity code of the proxy representative. The personal data given to Dovre Group Plc is used only in connection with the General Meeting and with the processing of related necessary registrations.

2. Holders of nominee registered shares

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 would be entitled to be registered in the shareholders' register of the company held by Euroclear Finland Oy on the record date of the General Meeting, 11 May 2026. 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 held by Euroclear Finland Oy no later than on 19 May 2026 at 10:00 a.m. As regards nominee registered shares, this is considered as registration for the General Meeting. Changes in share ownership 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 nominee registered shares is advised to request without delay necessary instructions from his/her custodian regarding the registration in the temporary shareholders' register, the issuing of proxy documents and voting instructions, and registration for the General Meeting. The account management organisation of the custodian must register a holder of nominee registered shares who wants to participate in the Annual General Meeting into the temporary shareholders' register of the company no later than on 19 May 2026 at 10:00 a.m.

3. 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 proxy representation. A proxy representative of a shareholder shall produce a dated power of attorney or otherwise in a reliable manner demonstrate his/her right to represent the shareholder at the General Meeting. When a shareholder participates in the General Meeting by means of several proxy representatives representing the shareholder with shares on different securities accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the General Meeting.

Possible powers of attorney are requested to be delivered by post to the address Dovre Group Plc /Pirita Lukkarila, Ahventie 4 B, 02170 Espoo, or by e-mail to pirita.lukkarila@dovregroup.com before the end of the registration period. In addition to delivering the powers of attorney, the shareholder or his/her proxy representative shall take care of the registration for the General Meeting in the manner described above in this notice.

4. Other information

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

On the date of this notice, Dovre Group Plc has a total of 107,746,791 shares, which represent an equal number of votes.

Espoo, 30 April 2026

BOARD OF DIRECTORS OF DOVRE GROUP PLC

For further information, please contact Kalervo Röttsä, Chairman of the Board of Directors of Dovre Group Plc, tel. +358 40 560 9891.

DISTRIBUTION

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Key media

www.dovregroup.com

Attachments

[Timo Saarinen CV EN](#)