

# Notice to convene the Annual General Meeting of Wulff Group Plc

The Annual General Meeting of Wulff Group Plc will be held on Thursday April 9, 2026 at 10.00 a.m. Finnish time (EEST). The meeting will be held at Wulff Group Plc's headquarters at Kilonkartanontie 3, 02610 Espoo. Reception of those who have registered for the meeting and distribution of voting tickets, as well as serving coffee, will begin at the meeting place at 9.00 am. There is a barrier-free access to the Annual General Meeting.

Shareholders can exercise their shareholder rights at the Annual General Meeting also by voting in advance. Instructions regarding advance voting are given in section C.4 of this invitation.

In addition, shareholders can follow the Annual General Meeting as a live webcast. Instructions for shareholders can be found in section C.6 of this invitation.

The CEO's videotaped briefing on the Annual General Meeting will be available for viewing on April 9, 2026 at approximately 4:00 pm, after the Annual General Meeting concludes, on the webpage [www.wulff.fi/en/annual-general-meeting](http://www.wulff.fi/en/annual-general-meeting).

## A) MATTERS TO BE HANDLED BY THE ANNUAL GENERAL MEETING:

1. Opening the meeting
2. Calling the meeting to order
3. Electing of persons to confirm 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, the report of the Board of Directors and the Auditor's report for the year 2025; Review by the CEO
7. Adoption of the financial statements

The Board of Directors proposes to the Annual General Meeting that the financial statements for the financial year 1 January–31 December 2025 be adopted.

### 8. Resolution on the use of the result shown on the balance sheet and the payment of dividend

The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0.17 per share be paid for the financial year 2025. The dividend will be paid in two instalments. The first instalment of EUR 0.09 per share will be paid to a shareholder who is entered in the company's shareholder register maintained by Euroclear Finland Oy on the record date of the dividend payment, Monday April 13, 2026. The Board of Directors proposes a dividend payment date of Monday April 20, 2026.

The second instalment of the dividend of EUR 0.08 per share will be paid to a shareholder who is entered in the company's shareholder register maintained by Euroclear Finland Oy on the record date of the second instalment of the dividend, Monday October 12, 2026. The Board of Directors proposes to the Annual General Meeting that the second dividend be paid on Monday October 19, 2026.

If necessary, the Board of Directors is authorized to decide on a new dividend payment record date and payment date for the second dividend payment, if the regulations or rules of the Finnish book-entry system change or otherwise require it.

As at the date of the proposal for the distribution of profit, on February 16, 2026, a total of 6,796,004 shares were held outside the company, the corresponding total amount of dividends is EUR 1.2 million. The Group's parent company Wulff Group Plc's distributable funds totalled EUR 5.6 million of which the net result for the financial year was EUR 2.1 million.

#### **9. Resolution of the discharge of the members of the Board of Directors and the CEO from liability**

#### **10. Confirmation of the company's governing bodies' Remuneration Report for 2025**

The Board of Directors proposes that the 2025 Remuneration Report on the company's governing bodies be approved. The decision will be of an advisory nature, according to the Finland's Limited Companies Act.

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

The Board of Directors proposes that members of the Board will receive a monthly fee of EUR 1,500.

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

Shareholders with a collective share of more than 40% of the company's shares and votes have announced that they will propose to the Annual General Meeting that five members be elected to the Board of Directors.

#### **13. Election of the members of the Board of Directors**

Shareholders with a collective share of more than 40% of the company's shares and votes have proposed that Jussi Vienola, Kristina Vienola and Lauri Sipponen be re-elected, and Heikki Vienola and Petteri Kilpinen be elected as new members to the company's Board of Directors.

The proposed new Board Member, Petteri Kilpinen, M.Sc. (Forestry) and EMBA, is born in 1964, and is a Finnish citizen. He has served as Chair of the Board of the Finnish Olympic Committee since 2024. He has previously served as CEO of MPS-Yhtiöt, as Chair of the Board of advertising agency TBWA\Helsinki, and prior to that as its CEO. He has also been a member of the European leadership team of the international TBWA network and served as Innovation Director at TBWA Europe. According to the Board's assessment Petteri Kilpinen is independent of the company and significant shareholders.

The proposed new Board Member, Heikki Vienola, M.Sc. (Econ), is born in 1960, and is a Finnish citizen. Heikki Vienola, who has long served as Group CEO of Wulff Group Plc and as Chair and member of its Board of Directors and Executive Board, has served as Senior Advisor to the Wulff Group since 2019. Heikki Vienola is dependent of the company and is its largest shareholder.

The CVs of the proposed Board Members and an assessment of their independence are available on the company's website at [www.wulff.fi/en](http://www.wulff.fi/en). All proposed individuals have consented to their election as Board Members. The Board of Directors is elected as a whole.

#### **14. Resolution of the remuneration of the Auditors**

According to the 8 § of the Articles of Association, Wulff Group Plc has one to two auditors and the auditors are appointed until further notice. The Board of Directors proposes to the Annual General Meeting that the remuneration and the reimbursements to the Auditors are paid on the basis of reasonable invoicing.

#### **15. Election of Auditor**

The Board of Directors proposes that BDO Oy, Authorized Public Accountants Organization, be elected as the Company's Auditor. BDO Oy has informed that the auditor with principal responsibility will be Joonas Selenius, APA, ASA.

#### **16. Authorizing the Board of Directors to decide on the repurchase of the company's of own shares**

The Board of Directors proposes that the Annual General Meeting shall authorize the Board of Directors to resolve on the acquisition of maximum 300,000 own shares. The authorization is effective until April 30, 2027. The authorization encompasses the acquisitions of the own shares through the public trading arranged by Nasdaq Helsinki Oy in pursuance of its rules or through a purchase offer made to the shareholders. The consideration paid for the acquired shares must be based on the market price. To carry out treasury share acquisitions, derivative, stock loan, and other agreements may be made on the capital market in accordance with the relevant laws and regulations.

The authorization entitles the Board of Directors to deviate from the pre-emptive rights of shareholders (directed acquisition) in accordance with the law. The company can acquire treasury shares to carry out acquisitions or other business-related arrangements, to improve the company's capital structure, to support the implementation of the company's incentive scheme, or to be cancelled or disposed of. The Board of Directors has the right to decide on other matters related to the acquisition of treasury shares.

#### **17. Authorizing of the Board of Directors to decide on a share issue and on the special entitlement of the shares**

The Board of Directors proposes that the Annual General Meeting authorize the Board to decide on the issue of new shares, disposal of treasury shares and/or the issue of special rights referred to in Chapter 10, Section 1 of the Companies Act in the following way:

The Board of Directors proposes that the authorization entitle the Board to issue a maximum of 1,300,000 shares based on a single decision or several decisions. This maximum number encompasses the share issue and the shares issued on the basis of special rights. The proposed maximum number of shares is approximately 20% of the company's currently outstanding stock. The share issue may be subject to or exempt from consideration and may be carried out for the company itself as provided in the law.

The Board proposes that the authorization remain in force until April 30, 2027. The authorization entitles the Board to deviate from shareholders' pre-emptive rights as provided in the law (private placement). The authorization can be used to carry out acquisitions or other business-related arrangements, to finance investments, to improve the company's capital structure, to support the implementation of the company's incentive scheme, or for other purposes as decided by the Board.

The Board proposes that the authorization include the right to decide on the way in which the subscription price is entered in the company's balance sheet. The subscription price can be paid in cash or as a non-cash contribution, either partly or in full, or by offsetting the subscription price with a receivable of the subscriber. The Board of Directors has the right to decide on other matters related to the share issue.

#### **18. Closing of the meeting**

### **B) DOCUMENTS OF THE ANNUAL GENERAL MEETING**

The aforementioned proposals of the Board of Directors relating to the agenda of the Annual General Meeting, as well as this invitation, are available at Wulff Group Plc's website: [www.wulff.fi/en](http://www.wulff.fi/en). Wulff Group Plc's Annual Review, including the Financial Statements, the Report of the Board of Directors and the Auditor's Report, and the Remuneration Report, are available on the above-mentioned website by 2.00 pm on Thursday March 5, 2026. Copies of the Board of Directors' proposals and of the Financial Statements will be sent to shareholders upon request. The minutes of the Annual General Meeting will be viewable on the website by Thursday April 23, 2026.

### **C) INSTRUCTIONS FOR PARTICIPANTS IN THE ANNUAL GENERAL MEETING**

#### **1. Registration and voting of the shareholder entered in the shareholder list in advance**

The right to participate in the general meeting belongs to the shareholder who is registered on Thursday March 26, 2026 in the company's shareholder register kept by Euroclear Finland Oy. A shareholder whose shares are registered in his personal Finnish book-entry account is registered in the company's shareholder register.

Registration for the General Meeting begins on Friday March 6, 2026. A shareholder entered in the company's shareholder register who wishes to participate in the General Meeting must register for the General Meeting no later than Saturday April 4, 2026, by which time the registration must be received.

You can register for the general meeting:

- on the webpage [www.wulff.fi/en/annual-general-meeting/](http://www.wulff.fi/en/annual-general-meeting/)
- by e-mail to: [agm@innovatics.fi](mailto:agm@innovatics.fi),
- by writing to: Innovatics Oy, Annual General Meeting/Wulff-Yhtiöt Oyj, Ratamestarinkatu 13 A, FI-00520 Finland

When registering, the shareholder's name, date of birth/company id, telephone number and/or email address, address, and in case of using an assistant or an agent, their name, date of birth, telephone number and/or email address, must be stated. Electronic registration requires strong identification of the shareholder or his/her legal representative or proxy with Finnish, Swedish or Danish bank IDs or a mobile certificate. A shareholder registering by e-mail or post must include the registration form available on the company's website and any advance voting form or similar information in the message. There is a barrier-free access to the Annual General Meeting. We ask you to inform us of the need for barrier-free access when registering your attendance.

The shareholder, his representative or agent must be able to prove their identity and/or right of representation at the meeting place, if asked. The right of representation can be demonstrated by using the suomi.fi mandates service available in the electronic registration service.

The shareholder present at the general meeting has the right to ask questions about matters discussed at the meeting in accordance with chapter 5, section 25 of the Companies Act.

The personal data provided by shareholders upon registration will only be used in connection with the processing of the General Meeting and necessary registrations related to it.

More information regarding registration and early voting is available from Innovatics Oy by phone during the General Meeting's registration time at +358 10 2818 909 on weekdays from 9:00 a.m. to 12:00 p.m. and from 1:00 p.m. to 4:00 p.m.

## **2. Proxy representative and powers-of-attorney**

The shareholder may participate in the General Meeting and exercise his rights there also through a proxy.

The shareholder's representative must present a dated power of attorney, or otherwise prove in a reliable manner that they are entitled to represent the shareholder. If the shareholder participates in the General Meeting through several proxies, who represent the shareholder with shares in different securities accounts, the shares on the basis of which each proxy represents the shareholder must be indicated when registering.

Possible credentials are requested to be submitted before the end of the registration period:

- by writing to: Innovatics Oy, Annual General Meeting/Wulff-Yhtiöt Oyj, Ratamestarinkatu 13 A, FI-00520 Finland
- by e-mail to: [agm@innovatics.fi](mailto:agm@innovatics.fi)

## **3. Holders of nominee registered shares**

Each holder of nominee registered shares has the right to participate in the Annual General Meeting on the basis of the shares that would entitle him/her to be registered in the shareholder register maintained by Euroclear Finland Ltd by the Annual General Meeting reconciliation date March 26, 2026. An additional precondition for participation is that the shareholder be temporarily registered, on the basis of the aforementioned shares, in the shareholder register maintained by Euroclear Finland Ltd, by no later than April 2, 2026 at 10.00 am. With respect to nominee registered shares, this shall be regarded as constituting registration for the Annual General Meeting.

Holders of nominee registered shares are hereby instructed to ask their custodian, reasonably in advance, for the necessary instructions on temporary registration in the shareholder register, on the issuing of powers-of-attorney, and on registration for the Annual General Meeting. By no later than the aforementioned date, the custodian's asset manager must declare that the owner of the nominee-registered share(s) should be temporarily registered in the company's shareholder register and must ensure that vote(s) are cast on behalf of the nominee-registered share(s)' owner.

#### 4. Early voting

Shareholders with a Finnish book-entry account can vote in advance on items 7-17 of the agenda by mail or e-mail. The shareholder must submit the pre-voting form available on the company's website [www.wulff.fi/en/annual-general-meeting/](http://www.wulff.fi/en/annual-general-meeting/) by writing to: Innovatics Oy, Annual General Meeting/Wulff-Yhtiöt Oyj, Ratamestarinkatu 13 A, FI-00520 Finland or by e-mail to [agm@innovatics.fi](mailto:agm@innovatics.fi).

Early voting starts on Friday, March 6, 2026 at 9:00 a.m. and ends on Monday, April 6, 2026 at 10:00 a.m., by which time the votes must be received. The resolution proposal that is the subject of advance voting is considered to have been presented unchanged at the general meeting.

In the case of a holder of nominee-registered shares, advance voting takes place through the custodian bank. The custodian bank must take care of voting in advance on behalf of the nominee-registered shareholder in accordance with the instructions given by the shareholder.

#### 5. Sending questions in advance

The shareholder can submit questions referred to in chapter 5, section 25a of the Limited Liability Companies Act, about matters discussed at the meeting until March 25, 2026, by e-mail to the address [investors@wulff.fi](mailto:investors@wulff.fi). Such shareholder questions and the company's answers to them can be viewed on the company's website [www.wulff.fi/en/annual-general-meeting/](http://www.wulff.fi/en/annual-general-meeting/) no later than March 27, 2026. The prerequisite for asking questions is that the shareholder presents an explanation of his share ownership when requested.

#### 6. Online broadcast of the General Meeting

The online broadcast of the General Meeting is carried out through Inderes Oyj's virtual general meeting service on the Videosync platform, which includes video and audio monitoring of the General Meeting. Watching online does not require any paid software or downloads. In addition to an internet connection, following requires a computer, smartphone or tablet with speakers or headphones for sound reproduction. To follow, it is recommended to use one of the following browsers: Chrome, Firefox, Edge, Safari, or Opera. The shareholder is responsible for the functionality of their internet connection and devices during the meeting. Shareholders following the meeting via webcast cannot ask questions and are not considered to be participating in the Annual General Meeting.

The link and password for following the webcast will be sent by e-mail and/or text message to the e-mail address and/or mobile phone number provided during registration no later than the day before the meeting, by Wednesday April 8, 2026 at 4:00 p.m. It is recommended to log into the meeting system well in advance of the meeting's start time.

More detailed information about the general meeting service, additional instructions for the agent when he represents several shareholders, the service provider's contact information and instructions in case of possible disruptions can be found at <https://vagm.fi/support>, and a link to test the compatibility of a computer, smartphone or tablet and the network connection can be found at <https://b2b.inderes.com/fi/knowledge-base/yhteensopivuuden-testaaminen>. It is recommended that you familiarize yourself with the more detailed participation instructions before the start of the General Meeting.

## OTHER INFORMATION

On the date of the meeting invitation, Wulff Group Plc has a total of 6,907,628 shares, which confer an equal number of votes.

The videotaped CEO's briefing from the Annual General Meeting will be available for viewing on April 9, 2026 at approximately 4.00 pm, after the Annual General Meeting concludes, on the webpage [www.wulff.fi/en/annual-general-meeting/](http://www.wulff.fi/en/annual-general-meeting/).

Additional information on these matters can also be found at the company's website: [www.wulff.fi/en](http://www.wulff.fi/en).

In Espoo on March 5, 2026

WULFF GROUP PLC  
BOARD OF DIRECTORS

Further information  
CEO Elina Rahkonen  
tel: +358 40 647 1444  
e-mail: [elina.rahkonen@wulff.fi](mailto:elina.rahkonen@wulff.fi)

DISTRIBUTION  
Nasdaq Helsinki Oy  
Key media  
[www.wulff.fi/en](http://www.wulff.fi/en)

### What Wulff?

Worklife Services from staff leasing to recruitment, direct searches and consulting, and from accounting to employment services. Products and solutions for work environments: we are a partner for international corporations, the public sector and SMEs. We bring everything from coffee to copy paper, from refreshments to toner cartridges and from fruit to care products to the workplace. Our experts also provide services in branding solutions and ergonomics. Founded in 1890 and listed on the stock exchange in 2000, Wulff operates in Finland, Sweden, Norway and Denmark and its net sales in 2025 was EUR 122.3 million. The aim is to achieve net sales of EUR 230 million in 2030 by continuously developing own and customers' businesses to be more sustainable.