

Invitation to the Annual General Meeting of Meriaura Group Plc

The shareholders of Meriaura Group Plc are invited to the Annual General Meeting to be held on 24 April 2025 at 10.00 a.m. (EEST) in the Mansku room of Scandic Simonkenttä at Simonkatu 9, Helsinki. The reception of those who have registered for the meeting and the distribution of voting tickets will begin at 9.30 a.m. (EEST).

A. Matters to be discussed at the Annual General Meeting

The following matters will be discussed at the Annual General Meeting:

1. Opening of the meeting
2. Calling the meeting to order
3. Election of the inspectors of the minutes and the supervisors of the counting of votes
4. Recording the legality of the meeting
5. Recording the attendance at the meeting and adopting the list of votes
6. Presentation of the 2024 financial statements, including the consolidated financial statements and the auditor's report

- Presentation of the CEO's review

7. Adoption of the financial statements
8. Loss shown on the balance sheet and determination of dividend payment

The Board of Directors proposes to the Annual General Meeting that the loss for the financial year of EUR 12,236,659.36 be carried over to the retained earnings and losses account and that no dividend be paid.

9. Deciding on discharging the members of the Board of Directors and the CEO from liability
10. Deciding on the following arrangements as a whole: amending the company's Articles of Association, authorising the Board of Directors to acquire the shares in Summa Defence Oy through an exchange of shares (directed share issue), selling shares in the subsidiary Meriaura Oy, including the seller's financing for the buyer, and acquiring the company's own shares from Meriaura Invest Oy (directed acquisition).

10.1 Summary of the arrangements

Meriaura Group Oy has, in accordance with a company release published on 29 January 2025, signed a conditional share exchange agreement ("**Share Exchange Agreement**") by which it has agreed on a set of arrangements ("**Transaction**") through which Meriaura Group Plc:

- (a) would acquire through a share exchange (directed share issue) the entire share capital of Summa Defence Oy, which brings together defence and security companies, for around EUR 187,7 million, and pay the purchase price by means of a directed share issue for the shareholders of Summa Defence Oy, a

total of 4,030,374,032 new shares in the company at a subscription price of EUR 0.04657136 (“**Share Exchange**”), and the company name would be changed to Summa Defence Oyj following the completion of the Transaction; and

- (b) would sell shares (around 79.4% of the share capital, “**Divestment**”) in the subsidiary Meriaura Oy in its Marine Logistics business to Meriaura Invest Oy for a total of EUR 14.4 million and would grant short-term seller’s financing (EUR 14.4 million) under normal terms and conditions to Meriaura Invest Oy for paying the purchase price (“**Loan**” or “**Vendor Note**”).
- (c) would acquire a total of 330,675,334 of the company’s own shares from Meriaura Invest Oy at a purchase price of EUR 0.04657136 through a directed acquisition (“**Directed Acquisition**”), and would pay the purchase price of the shares, a total of around EUR 15.4 million, by offsetting the Vendor Note as a whole against the purchase price of its own shares, and would pay the remaining portion of the purchase price, a total of around EUR 1,0 million in cash to Meriaura Invest Oy.

Meriaura Group Plc has published 31.3.2025 a company description approved 31.3.2025 by Nasdaq Stockholm AB in accordance with the Nasdaq First North Growth Market Rulebook. The company description is available on Meriaura Group Plc’s website at <https://meriauragroup.com/investors/share/summa-defence-merger>.

Meriaura Group’s Board of Directors has acquired a Fairness Opinion statement from HLP Corporate Finance Oy, according to which the Transaction is financially reasonable for all current shareholders. The Fairness Opinion statement has been published in connection with the notice of the Annual General Meeting and is available on Meriaura Group Plc’s website at <https://meriauragroup.com/investors/share/summa-defence-merger>.

Meriaura Invest Oy, a controlled entity of Jussi Mälkiä, CEO and Board member of Meriaura Group, and a related party company of Board member Ville Jussila, has announced in advance that it will not participate in the vote on the Transaction because of its involvement and the related party nature of the Transaction.

10.2 Presentation of the Transaction and Summa Defence Oy to the Annual General Meeting

10.3 Deciding on the acceptance of the Transaction, the amendment of the Articles of Association and the authorisation of the Board of Directors to execute the Share Exchange, Divestment, Vendor Note and Directed Acquisition included in the Transaction

The proposals for resolutions presented by the Board of Directors to the Annual General Meeting with respect to the Transaction concern the implementation of the Transaction and thus form a single whole in such a way that the approval of each proposal presented with respect to the Transaction requires that the Annual General Meeting approves all the proposals for resolutions made by the Board of Directors with respect to the Transaction.

The Board of Directors proposes to the Annual General Meeting that the Annual General Meeting:

- (a) approves the Transaction as a whole and authorises the Board of Directors or a party designated by the Board of Directors to take all the necessary measures to execute the Transaction as a whole within the limits of the authorisations it is granted, including to sign all agreements and other documents related to the Transaction in connection with the execution of the Transaction; and

(b)

- i. decides to amend section 2 (“Line of Business”) and section 8 (“Annual general meeting of shareholders”) of the Articles of Association in such a way that the necessary change of line of business is added to section 2 (“Line of Business”) of the Articles of Association in order to enable the completion of the Transaction, and that section 8 (“Annual general meeting of shareholders”) is amended by making minor clarifications.

Amendments to section 2 (“Line of Business”) of the proposed Articles of Association would be required to be registered with the Trade Register prior to the Board of Directors’ decision on the implementation and execution of the Transaction. Following the registration of the amendments, the above-mentioned sections of the Articles of Association would read as follows:

“2 § Line of business

The company’s line of business is the conduct of production that serves the defence equipment industry and other defence capability, as well as related or compatible business operations, including business operations related to dual-use goods. The company may also conduct business operations related to maritime logistics, shipyards and shipbuilding, and solar and other renewable energy. The company may have investment activities. The company can operate directly or through its subsidiaries or associated companies.”

“8 § Annual general meeting of shareholders

The annual general meeting of shareholders shall be held each year within six (6) months from the end of the financial period of the company on a date determined by the Board of Directors.

The annual general meeting of shareholders shall:
be presented with:

1. the financial statements, including the income statement and the balance sheet
2. the Board of Directors’ report
3. the auditor’s report

resolve upon:

4. the adoption of the financial statements
5. the use of profits shown on the balance sheet
6. the discharge of members of the Board of Directors and the Managing Director from liability
7. the remuneration of the members of the Board of Directors and the auditor
8. the number of the members of the Board of Directors

elect:

9. the members of the Board of Directors
10. the audit firm, with an Authorised Public Accountant (KHT) as the principal auditor.”

- ii. decides to amend section 1 (“Registered name and domicile”), section 4 (“Board of Directors and the Managing Director”) and section 7 (“Summons, registration period and venue of general meeting of shareholders”) of the Articles of Association.

It is proposed that section 1 (“Registered name and domicile”) of the Articles of Association be amended in accordance with the changes arising from the execution of the Transaction: the change of the company’s registered name and parallel company name and the change of its domicile from Turku to Raasepori. It is proposed that section 4 (“Board of Directors and the Managing Director”) of the Articles of Association be amended in terms of the term of office of a Board member, and that section 7 (“Summons, registration period and venue of general meeting of shareholders”) be amended by making the changes necessitated by the change of the company’s domicile concerning the cities/towns where general meetings are held and by making an addition concerning participation in a general meeting by means of a remote connection or the organisation of a general meeting entirely without a physical venue.

The proposed amendments to the Articles of Association concerning section 1 (“Registered name and domicile”), section 4 (“Board of Directors and the Managing Director”) and section 7 (“Summons, registration period and venue of general meeting of shareholders”) will be submitted for registration once the Board of Directors has confirmed that the conditions for the execution of the Transaction have been met and the Board of Directors has decided to execute the Transaction based on the authorisation granted to the Board of Directors. Following the registration of the amendments, the above-mentioned sections of the Articles of Association will read as follows:

“1 § Registered name and domicile

The registered name of the company is Summa Defence Oyj, Summa Defence Abp in Swedish and Summa Defence Plc in English. The domicile of the company is Raasepori.

“4 § Board of Directors and the Managing Director

The company shall have a Board of Directors, which comprises no fewer than three (3) and no more than seven (7) members. The term of office of each member of the Board of Directors ends at the close of the first annual general meeting of shareholders following their election at the latest. The company shall have a Managing Director. The Managing Director is nominated by the Board of Directors.”

“7 § Summons, registration period and venue of general meeting of shareholders

The notice to convene a general meeting of shareholders must be delivered to the shareholders by publishing the notice on the website of the company or otherwise in a verifiable manner no earlier than three (3) months and no later than three (3) weeks prior to the general meeting of shareholders, however, in any case, at least nine (9) days prior to the record date of the general meeting of shareholders pursuant to the Limited Liability Companies Act.

Where the Board of Directors so decides, a shareholder must register with the company in order to participate in the general meeting of shareholders. In such a case, shareholders must register no later than on the date referred to in the notice

convening the meeting, which date may be at the earliest ten (10) days prior to the general meeting of shareholders.

The Board of Directors may decide that a shareholder may also participate in the general meeting in such a way that the shareholder exercises their decision-making power with the help of a telecommunications connection and a technical tool before or during the general meeting. The Board of Directors may also decide that the general meeting be held without a meeting venue so that shareholders fully exercise their decision-making power in real time with the help of a telecommunications connection and a technical tool during the meeting.

In addition to the company's domicile, the general meeting can be held in the city of Helsinki in Finland or in the city of Stockholm in Sweden."

- (c) decides to establish a Shareholders' Nomination Board. The Shareholders' Nomination Board is responsible for preparing and presenting to the annual general meeting and, if necessary, to an extraordinary general meeting, proposals concerning the election and remuneration of the members of the Board of Directors.

According to the proposal, the Shareholders' Nomination Board consists of five (5) members, of whom the five (5) largest shareholders of the company are each entitled to nominate one (1) member. If the transaction is executed, the company's five largest shareholders will be PM Ruukki Oy, Baltic Work Boats Oy, Jerovit Investment Oy, Oy Haapalandia Ventures Ltd and Holoborg Oy, who have announced that when the Shareholders' Nomination Board is established, they will elect Markku Kankaala, Ahto Pärli, Samuli Koskela, Martti Haapala and Jussi Holopainen as members of the Shareholders' Nomination Board.

The establishment of the Shareholders' Nomination Board requires that the Board of Directors confirms that the conditions for the implementation of the Transaction have been met, and that the Board of Directors executes the Transaction based on the authorisation granted to the Board of Directors. The Shareholders' Nomination Board will be established to act for the time being until the general meeting decides otherwise. The term of office of the members of the Shareholders' Nomination Board ends when the members of the new Shareholders' Nomination Board have been appointed in accordance with the rules of procedure of the Shareholders' Nomination Board.

The Board of Directors proposes that the rules of procedure of the Shareholders' Nomination Board be confirmed. The rules of procedure of the Shareholders' Nomination Board proposed by the Board of Directors are available on Meriaura Group Plc's website at <https://meriauragroup.com/investors/governance/general-meetings/annual-general-meeting-2025>.

- (d) authorises the Board of Directors to decide on a directed paid share issue to the shareholders of Summa Defence Oy for the purpose of executing the Transaction and the Share Exchange so that a maximum of 4,030,374,032 new shares in Meriaura Group Plc could be issued under the authorisation, in deviation from the shareholders' pre-emptive right, provided that there is a weighty financial reason for the issue of the shares in accordance with the Limited Liability Companies Act. When using the authorisation, the subscription price of the share must be EUR 0.04657136 per share, and the subscription price of the shares must be paid in full in consideration in kind by transferring to the company the entire share capital of Summa Defence Oy as payment for the subscription prices. The Board of Directors is granted the

right to decide on all the terms and conditions of the share issue within the aforementioned authorisation. The Board of Directors is authorised to decide on the recognition of the subscription price either as an increase in the share capital or in the invested unrestricted equity fund in full or in part.

It is proposed that the authorisation be valid until 30 June 2025 at the latest; and

- (e) authorises the Board of Directors, as part of the Transaction, to decide on the execution of the Divestment and to sell all the shares owned by the company in its subsidiary Meriaura Oy, a total of 2,391 shares, to Meriaura Invest Oy for a total purchase price of EUR 14.4 million and to grant Meriaura Invest Oy a Loan of a total of EUR 14.4 million to pay the purchase price in accordance with the terms of the Share Exchange Agreement; and
- (f) authorises the Board of Directors, as part of the execution of the Transaction, to decide on the directed acquisition of the company's own shares in such a way that the company's own shares could be acquired in another manner than in proportion to the shares held by the shareholders, a total maximum of 330,675,334 shares, from Meriaura Invest Oy at a subscription price of EUR 0.04657136 per share, provided that there is a weighty financial reason for the company to do so in accordance with the Limited Liability Companies Act. It is proposed that the authorisation include a right granted to the Board of Directors to decide on all other matters related to the acquisition of shares. It is proposed that the authorisation include a right granted to the Board of Directors to pay the purchase price of shares, around EUR 15.4 million in total, by offsetting the outstanding principal of the Loan with interest, EUR 14.4 million in total, against the purchase price of own shares, and to pay the remaining portion of the purchase price, around EUR 1,0 million in total, in cash to Meriaura Invest Oy.

It is proposed that the authorisation be valid until 30 June 2025 at the latest.

11. Deciding on the Board members' fees

If the Annual General Meeting has approved the proposals made by the Board of Directors to the Annual General Meeting above in section 10.3 of the notice of the Annual General Meeting and has made the decisions concerning their approval, the shareholders who own a total of around 62.59 % of the shares and votes in the company present to the Annual General Meeting a proposal on the fees and travel and accommodation expenses to be paid to the members of the Board of Directors in accordance with subsection 11.1 below.

If the Annual General Meeting has not approved the proposals made by the Board of Directors to the Annual General Meeting in section 10.3 of the notice of the Annual General Meeting above, the shareholders who own a total of around 62.59 % of the company's shares and votes present to the Annual General Meeting a proposal on the fees and travel and accommodation expenses to be paid to the members of the Board of Directors in accordance with subsection 11.2 below.

11.1 Deciding on the Board members' fees (the proposals in section 10.3 of the notice of the Annual General meeting have been approved)

The shareholders who own a total of around 62.59 % of the company's shares and votes propose that the members of the Board of Directors to be elected be paid the following fees for the term of office beginning at the end of the Annual General Meeting and ending at the close of the Annual General Meeting following the election: EUR 60,000 for the Chair of the Board of Directors and EUR 30,000 for each of the other members of the Board of Directors.

If a member of the Board of Directors is employed by the company, no separate compensation is paid for their membership of the Board of Directors.

In addition, it is proposed that the members of the Board of Directors be reimbursed for reasonable travel and accommodation costs arising from meetings. However, travel and accommodation expenses are not reimbursed to Board members living in the capital region when the meetings are held in the capital region.

11.2 Deciding on the Board members' fees (the proposals in section 10.3 of the notice of the Annual General meeting have been rejected)

The shareholders who own a total of around 62.59 % of the company's shares and votes propose that the members of the Board of Directors to be elected be paid the following fees for the term of office beginning at the end of the Annual General Meeting and ending at the close of the Annual General Meeting following the election: EUR 21,600 for the Chair of the Board of Directors and EUR 10,800 for each of the other members of the Board of Directors.

Around 40 % of the fees will be paid to the members of the Board of Directors by issuing new shares in the company based on the authorisation granted to the Board of Directors, and around 60 % in cash. The cash portion of the fees will be paid monthly in twelve instalments to the extent that it exceeds the amount of withholding tax on the fee. Concerning the proportion of the fees to be paid in shares, the number of shares will be based on the value of the company's share on First North Growth Market Finland. The volume-weighted average price of the share over the two (2) weeks immediately following the publication date of Meriaura Group Plc's half-year report for 1 January to 30 June 2025 will be used as the value of the share.

Alternatively, if so resolved by the Board of Directors, the remuneration shares can be purchased in the name of and on behalf of the Board members. In such a case, the company is responsible for the costs of acquiring the shares and any transfer tax.

If shares cannot be granted during the aforementioned periods because of insider regulations, they will be granted at the earliest time permitted by the insider rules in force. A Board member may not dispose of any shares received as remuneration until their membership of the Board of Directors has ended.

In addition, it is proposed that the members of the Board of Directors be reimbursed for reasonable travel and accommodation costs arising from meetings. However, travel and accommodation expenses are not reimbursed to Board members living in the capital region when the meetings are held in the capital region.

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

If the Annual General Meeting has approved the proposals made by the Board of Directors to the Annual General Meeting above in section 10.3 of the notice of the Annual General Meeting and has made the decisions concerning their approval, the shareholders who own a total of around 62.59 % of the shares and votes in the company will present to the Annual General Meeting a proposal to decide on the number of the members of the Board of Directors in accordance with subsection 12.1 below.

If the Annual General Meeting has not approved the proposals made by the Board of Directors to the Annual General Meeting in section 10.3 of the notice of the Annual General Meeting above, the shareholders who own a total of around 62.59 % of the company's shares and votes will present to the Annual General Meeting a proposal to decide on the number of the members of the Board of Directors in accordance with subsection 12.2 below.

12.1 Deciding on the number of members of the Board of Directors (the proposals in section 10.3 of the notice of the Annual General meeting have been approved)

Shareholders who own a total of around 62.59 % of the company's shares and votes propose that five (5) members be elected to the Board of Directors for a term of office ending at the close of the Annual General Meeting following the election.

12.2 Deciding on the number of members of the Board of Directors (the proposals in section 10.3 of the notice of the Annual General meeting have been rejected)

The shareholders who own a total of around 62.59 % of the company's shares and votes propose that five (5) members be elected to the Board of Directors.

13. Election of the members of the Board of Directors

If the Annual General Meeting has approved the proposals made by the Board of Directors to the Annual General Meeting above in section 10.3 of the notice of the Annual General Meeting and has made the decisions concerning their approval, the shareholders who own a total of around 62.59 % of the shares and votes in the company will present to the Annual General Meeting a proposal to decide on the election of the members of the Board of Directors in accordance with subsection 13.1 below.

If the Annual General Meeting has not approved the proposals made by the Board of Directors to the Annual General Meeting in section 10.3 of the notice of the Annual General Meeting above, the shareholders who own a total of around 62.59 % of the company's shares and votes will present to the Annual General Meeting a proposal to decide on the election of the members of the Board of Directors in accordance with section 13.2 below.

13.1 Election of the Board members (the proposals in section 10.3 of the notice of the Annual General meeting have been approved)

The shareholders who own a total of around 62.59 % of the company's shares and votes propose that Antti Vehviläinen be re-elected to the Board of Directors based on his consent, and that Samuli Koskela, Arto Rätty, Sirpa-Helena Sormunen and Erja Sankari be elected, based on their consent, as new members for a term ending at the close of the next Annual General Meeting following the election.

Information about the proposed Board members is available on the company's website at <https://meriauragroup.com/investors/governance/general-meetings/annual-general-meeting-2025/>.

All the proposed members of the Board of Directors are independent of the significant shareholders and, except for Samuli Koskela, independent of the company .

13.2 Election of the Board members (the proposals in section 10.3 of the notice of the Annual General meeting have been rejected)

The shareholders who own a total of around 62.59 % of the company's shares and votes propose that current members Jussi Mälkiä, Ville Jussila, Kati Ihamäki, Patrik Rautaheimo and Antti Vehviläinen be re-elected, based on their consent, to the Board of Directors of the company. The term of office of each member of the Board of Directors ends at the close of the next Annual General Meeting following their election.

Information about the proposed Board members is available on the company's website at <https://meriauragroup.com/investors/governance/board-of-directors/>.

All other proposed Board members except Jussi Mälkiä and Ville Jussila are independent of the company. All other proposed Board members except Jussi Mälkiä and Ville Jussila are independent of significant shareholders.

14. Deciding on the auditor's fee

The Board of Directors proposes that the auditor's fee be paid against a reasonable invoice accepted by the company.

15. Election of the auditor

The Board of Directors proposes that the audit firm KPMG Oy Ab be re-elected as the company's auditor. KPMG has announced that it will appoint Henry Maarala, Authorised Public Accountant (KHT), as the principal auditor. The auditor's term of office ends at the close of the first Annual General Meeting following their election.

16. Deciding on the sustainability auditor's fee

The Board of Directors proposes to the Annual General Meeting that the sustainability auditor's fee be paid against a reasonable invoice accepted by the company.

17. Election of the sustainability auditor

The Board of Directors proposes to the Annual General Meeting that KPMG Oy Ab be elected as the company's sustainability auditor for a term of office ending at the close of the next Annual General Meeting.

KPMG Oy Ab has informed the company that if it is elected as the company's sustainability auditor, the principal sustainability auditor will be Authorised Public Accountant (KHT), Authorised Sustainability Auditor (KRT) Henry Maarala.

18. Authorisation of the Board of Directors to decide on share issues and the issue of special rights entitling their holders to shares

If the Annual General Meeting has approved the proposals made by the Board of Directors to the Annual General Meeting in section 10.3 of the notice of the Annual General Meeting above and has made the decisions on their approval, the Board of Directors proposes to the Annual General Meeting that the Board of Directors be authorised to decide on the issue of shares and the issue of special rights entitling their holders to shares in accordance with the proposal presented in subsection 18.1 below.

If the Annual General Meeting has not approved the proposals made by the Board of Directors to the Annual General Meeting in section 10.3 of the notice of the Annual General Meeting above, the Board of Directors proposes to the Annual General Meeting that the Board of Directors be authorised to decide on the issue of shares and the issue of special rights entitling their holders to shares in accordance with the proposal presented in subsection 18.2 below.

18.1 Authorisation of the Board of Directors to decide on share issues and the issue of special rights entitling their holders to shares (the proposals in section 10.3 of the notice of the Annual General Meeting have been approved)

The Board of Directors proposes that the Annual General Meeting decide to authorise the Board of Directors to decide, in one or more instalments, on the issue of shares and the issue of option rights and other special rights entitling their holders to shares under chapter 10, section 1 of the Limited Liability Companies Act as follows:

The number of shares to be issued based on the authorisation may in total amount to a maximum of 979,573,759 shares, representing around 20 % of all the shares in the company following the execution of the Transaction.

The Board of Directors decides on all the terms and conditions of share issues and the issue of options and other special rights entitling their holders to shares. The issue of shares and of options and other special rights entitling their holders to shares may be carried out in deviation from the shareholders' pre-emptive rights (directed issue) if there is a weighty financial reason for the company to do so.

Shares may be conveyed either against payment or free of charge in the company's share issues. A directed share issue may be a share issue without payment only if there is an especially weighty reason for the same both for the company and with regard to the interests of all shareholders in the company.

The authorisation is valid until 30 June 2026 and revokes the authorisation granted by the Annual General Meeting on 3 May 2024.

18.2 Authorisation of the Board of Directors to decide on share issues and the issue of special rights entitling their holders to shares (the proposals in section 10.3 of the notice of the Annual General Meeting have been rejected)

The Board of Directors proposes that the Annual General Meeting decide to authorise the Board of Directors to decide, in one or more instalments, on the issue of shares and the issue of option rights and other special rights entitling their holders to shares under chapter 10, section 1 of the Limited Liability Companies Act as follows:

The number of shares to be issued based on the authorisation may in total amount to a maximum of 100,000,000 shares.

The Board of Directors decides on all the terms and conditions of share issues and the issue of options and other special rights entitling their holders to shares. The issue of shares and of options and other special rights entitling their holders to shares may be carried out in deviation from the shareholders' pre-emptive rights (directed issue) if there is a weighty financial reason for the company to do so.

Shares may be conveyed either against payment or free of charge in the company's share issues. A directed share issue may be a share issue without payment only if there is an especially weighty reason for the same both for the company and with regard to the interests of all shareholders in the company.

The authorisation is valid until 30 June 2026 and revokes the authorisation granted by the Annual General Meeting on 3 May 2024.

19. Closing the meeting

B. Annual General Meeting documents

Meriaura Group Plc's annual report, which includes the company's financial statements, consolidated financial statements, the report of the Board of Directors and the auditor's report, as well as this notice of the Annual General Meeting, including the proposals made to the Annual General Meeting, the proposal for the rules of procedure of the Shareholders' Nomination Board are available on Meriaura Group Plc's website at <https://meriauragroup.com/investors/governance/general-meetings/annual-general-meeting-2025>.

The company description and Fairness Opinion statement are available on Meriaura Group Plc's website at <https://meriauragroup.com/investors/share/summa-defence-merger>. The above documents will also be available at the Annual General Meeting. The minutes of the Annual General Meeting will be available on the aforementioned website from 8 May 2025 at the latest.

C. Instructions for meeting participants

1. Shareholders entered in the share register

A shareholder who is registered on 10 April 2025 in the shareholder register of the company held by Euroclear Finland Ltd has the right to participate in the Annual General Meeting. A shareholder whose shares are registered in their personal Finnish book-entry account is registered in the shareholder register of the company.

A shareholder registered in the shareholder register of the company who wishes to participate in the Annual General Meeting must register with the company no later than at 4.00 p.m. (EEST) on 17 April 2025, by which time the registration must have been received. Registration for the Annual General Meeting:

- a) by email to yhtiokokous@meriaura.com
- b) by calling +358 10 271 0810 (Tuesday to Friday from 9 a.m. to 3 p.m. (EEST)) or
- c) by post: Meriaura Group Oyj, Annual General Meeting, Eerikinkatu 26, 20100 Turku.

In connection with the registration, the following must be provided: the shareholder's name, personal identity code / Business ID, address, telephone number and email address, as well as the name of a possible assistant or proxy representative and the personal identity code of the proxy representative. The personal data disclosed by the shareholders to Meriaura Group Plc will only be used in connection with the Annual General Meeting and the processing of the related necessary registrations. If necessary, the shareholder, their representative or their proxy representative must be able to prove their identity and/or right of representation at the meeting venue.

2. Owners of nominee-registered shares

An owner of nominee-registered shares has the right to participate in the Annual General Meeting on the basis of the shares based on which they would be entitled to be registered in the shareholder register held by Euroclear Finland Ltd on 10 April 2025. In addition, participation requires that the shareholder has been temporarily registered in the shareholder register held by Euroclear Finland Ltd on the basis of these shares at the latest on 17 April 2025 at 10.00 a.m. (EEST). In the case of nominee-registered shares, this is considered to be registration for the Annual General Meeting.

An owner of nominee-registered shares is advised to request in good time the necessary instructions from their asset manager regarding temporary registration in the shareholder register, the issue of proxy documents and registration for the Annual General Meeting. The asset manager's account manager must report the owner of nominee-registered shares who wishes to participate in the Annual General Meeting and who, based on the shares, would have the right to be entered in the shareholder register in the aforementioned manner to be registered temporarily in the shareholder register of the company at the latest by the time stated above.

3. Shares registered in Euroclear Sweden AB

A shareholder whose shares are registered in the securities system of Euroclear Sweden AB and who intends to participate in the Annual General Meeting and exercise their voting rights at the meeting must be registered in the list of shareholders maintained by Euroclear Sweden AB by 10 April 2025 at the latest.

To be entitled to request temporary registration in the shareholder register of Meriaura Group Plc maintained by Euroclear Finland Ltd, the owner of nominee-registered shares must request that their shares be temporarily registered in their own name in the list of shareholders maintained by Euroclear Sweden AB, and ensure that their asset manager submits the above-mentioned temporary registration request to Euroclear Sweden AB. Registration must be made no later than 10 April 2025, and therefore a request must be made to the asset manager well in advance of said date.

A shareholder whose shares are registered in the securities system of Euroclear Sweden AB and who intends to participate in the Annual General Meeting and exercise their right to vote at the meeting must request temporary registration in the shareholder register of Meriaura Group Plc maintained by Euroclear Finland Ltd. The request to Meriaura Group Plc must be made in writing no later than on 15 April 2025 at 10 a.m. Swedish time. Temporary registration in the shareholder register made through Meriaura Group Plc is at the same time registration for the Annual General Meeting.

4. Use of a proxy representative and powers of attorney

A shareholder may participate in the Annual General Meeting and exercise their rights at the meeting through a proxy representative.

A shareholder's proxy representative must present a dated power of attorney, or otherwise in a reliable manner show that they are entitled to represent the shareholder. The authorisation applies to one meeting, unless otherwise specified in the authorisation. If a shareholder participates in the Annual General Meeting through several proxy representatives, who represent the shareholder with shares in different securities accounts, the shares on the basis of which each proxy representative represents the shareholder must be disclosed at the time of registration.

It is requested that any powers of attorney be submitted as originals to Meriaura Group Plc, Annual General Meeting, Eerikinkatu 26, 20100 Turku before the end of the registration period.

5. Other instructions and information

In accordance with chapter 5, section 25 of the Limited Liability Companies Act, a shareholder present at the Annual General Meeting has the right to present questions concerning the matters to be discussed at the meeting.

The meeting will be held in Finnish. Some of the material presented at the meeting may be in English.

Meriaura Group Plc has a total of 867,494,765 shares on the date of the notice of the meeting, 31 March 2025. Each share carries one vote at the Annual General Meeting.

Turku 31 March 2025

MERIAURA GROUP PLC

Board of Directors

More information:

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Meriaura Group in brief

Meriaura Group Plc has two business areas: Marine Logistics and Renewable Energy. Meriaura Oy, which engages in the Marine Logistics business, is a major provider of transport for bulk cargo and demanding project deliveries in Northern Europe, especially in the Baltic Sea and North Sea regions. The company provides its customers with competitive low-emission marine transport services, which are based on long-term affreightment agreements, a modern fleet and the active development of operational sustainability. In addition, Meriaura has a strong market position as a marine transport provider in renewable energy construction projects.

The Marine Logistics business also includes VG-EcoFuel Oy, which produces biofuels from bio-oils and recycled oils generated as industrial by-products.

The Renewable Energy business focuses on comprehensive clean energy solutions. Meriaura Energy Oy designs and delivers clean energy production systems as comprehensive deliveries for industry and district heat production. Energy production is built around large-scale solar thermal systems implemented using high-performance solar thermal collectors manufactured by the company. The Renewable Energy business also includes Rasol Oy, which provides high-quality solar power systems for buildings, businesses and solar parks.

Meriaura Group's shares are listed on Nasdaq First North Growth Market Sweden under the name MERIS and on Nasdaq First North Growth Market Finland under the name MERIH.

www.meriauragroup.com

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