

The Board of Directors' proposals to the General Meeting

Remuneration report for governing bodies

The Board of Directors proposes that the General Meeting adopts the remuneration report for the governing bodies for the year 2022. According to the Limited Liability Companies Act, the decision is advisory.

The remuneration report for the governing bodies is available on the company's website at <https://www.endomines.com/en/annual-general-meeting-2023>

Remuneration policy for governing bodies

The Board of Directors proposes that the General Meeting adopts the remuneration policy of the governing bodies. According to the Limited Liability Companies Act, the decision is advisory.

The remuneration policy of the governing bodies is available on the company's website at <https://www.endomines.com/en/annual-general-meeting-2023>

Remuneration of the auditor

The Board of Directors proposes, on the recommendation of the Audit Committee, that the auditor's fees be paid according to the auditor's reasonable invoice approved by the Audit Committee.

Election of the auditor

The Board of Directors proposes that auditing firm KPMG Oy Ab, be elected as the company's auditor. KPMG Oy Ab has informed that the principal auditor will be Antti Kääriäinen, Authorised Public Accountant. The term of office of the auditor ends at the closing of the Annual General Meeting following the election.

Adoption of the charter of the Shareholders' Nomination Board

The Board of Directors proposes confirmation of the new charter of the Shareholders' Nomination Board. The Annual General Meeting of Endomines AB, which has merged with the company on 16 December 2022, has established a Nomination Board for the company in question. Endomines Finland Plc has established a Shareholder' Nomination Board by a unanimous decision of the shareholders made on 23 November 2022. At that time, it has been decided to confirm the charter of the Nomination Board in question in accordance with the charter of the Nomination Board of Endomines AB in the applicable parts.

The Shareholders' Nomination Board prepares proposals for the composition of the Board of Directors and remuneration for the General Meeting. The company's two largest shareholders each have the right to appoint a member to the Shareholders' Nomination Board in accordance with the procedure described in more detail in the charter. The chairman of the company's Board of Directors acts as an expert member of the Shareholders' Nomination Board.

The charter of the Shareholders' Nomination Board is available on the company's website at <https://www.endomines.com/en/annual-general-meeting-2023>

Proposal by the Board of Directors to amend section 3 of the Articles of Association (Company's Line of Business)

The Board of Directors proposes that section 3 of the Articles of Association (Company's Line of Business) be amended to read as follows:

"3 THE COMPANY'S LINE OF BUSINESS

The company acts as the parent company of a group focused on exploration, mining and metal trading. The company defines the group's strategy and financial structure and takes care of certain centrally managed group-level tasks. The company can also own and manage shares, other securities and real estate, and engage in securities trading and other investment activities."

Proposal by the Board of Directors to amend section 12 of the Articles of Association (the Annual General Meeting).

The Board of Directors proposes that section 12 of the Articles of Association (the Annual General Meeting) be amended to read as follows:

"12 GENERAL MEETING

In addition to the company's domicile, the General Meeting can also be held in Helsinki, Vantaa or Ilomantsi. The Board of Directors may resolve on organizing a General Meeting without a meeting venue whereby the shareholders shall exercise their power of decision in full in real time during the meeting by the use of telecommunication connections and technical means (remote meeting).

Authorizing the Board of Directors to decide on the issue of shares, options and other special rights entitling to shares

The Board of Directors proposes that it be authorized to decide, in one or more transactions, on the issuance of shares and the issuance of options and other special rights entitling to shares referred to in Chapter 10 Section 1 of the Companies Act as follows:

The number of shares to be issued based on the authorization may in total amount to a maximum of 10,000,000 shares. The shares can be either new or treasury shares of the company.

The Board of Directors decides on all the terms and conditions of the issuances of shares, options and other special rights entitling to shares. The issuance of shares, options and other special rights entitling 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.

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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 in regard to the interests of all shareholders in the company.

The authorization is valid until 31 December 2025 and it replaces the previously granted authorizations by the Board of Directors to decide on the issue of shares, options and other special rights entitling to shares.

Authorizing the Board of Directors to decide on the acquisition of the company's own shares

The Board of Directors proposes that it be authorized to decide on the acquisition of a maximum of 100,000 own shares in one or more installments. The amount corresponds to approximately 1.0% of all the company's shares. Own shares are acquired with funds belonging to the company's unrestricted equity, in which case the acquisitions reduce the funds available for the company's profit distribution. Own shares can be acquired on the day of acquisition at the price established for the shares in public trading or otherwise at the price established in the market. Own shares can be acquired other than in proportion to the shares owned by the shareholders (directed acquisition). Own shares acquired for the company can be kept by the company, canceled or transferred further. The authorization includes the Board's right to decide how own shares are acquired and all other matters related to the acquisition of own shares. The authorization is proposed to be valid until 30 June 2024.