



**SITOWISE**

# Annual General Meeting of Sitowise Group Plc 2026

**WELCOME!**

26 MARCH 2026, ESPOO



# 1. Opening of the Meeting

**Eero Heliövaara**  
**Chair of the Board**

**2. Calling the meeting to order**

**3. Election of person to scrutinize 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 including the Sustainability statement and the auditor's report for the financial year 2025**

# CEO's review

Sitowise Group Plc, Annual General Meeting  
26 March 2026, Espoo



# Sitowise Group Management Team



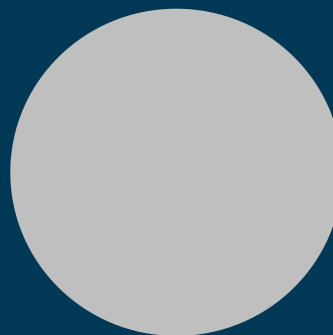
**Anna Wäck**  
CEO



**Jannis Mikkola**  
Deputy CEO, EVP Technical  
Consulting, interim SVP  
Buildings



**Elina Väistö**  
SVP, Infra



**NN**  
SVP, Buildings



**Sami Lankiniemi**  
SVP, Digital Solutions



**Daniel Doeser**  
EVP, Sweden



**Sanna Sormaala**  
CFO



**Taija Lehtola**  
CHRO



**Mikko Korhonen**  
CTO

# Sitowise today

## Sales

**193**

EUR million net sales

## Customer

**96%**

Of our customers would choose us again

## Diversity

**1,900**

Specialists from engineers to biologists, software developers to sociologists

## Quality

**66**

Our customer project feedback NPS

## Projects

**7,500**

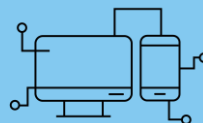
Active projects

## Innovation



Expert consulting powered by innovative technology

## Digital edge



Nordic excellence in geospatial solutions

## Unique culture



Unique, empowered experts committed to customer success

# FY 2025 summary: The delay in construction market recovery impacted our operations, but the year ended with a positive operative momentum

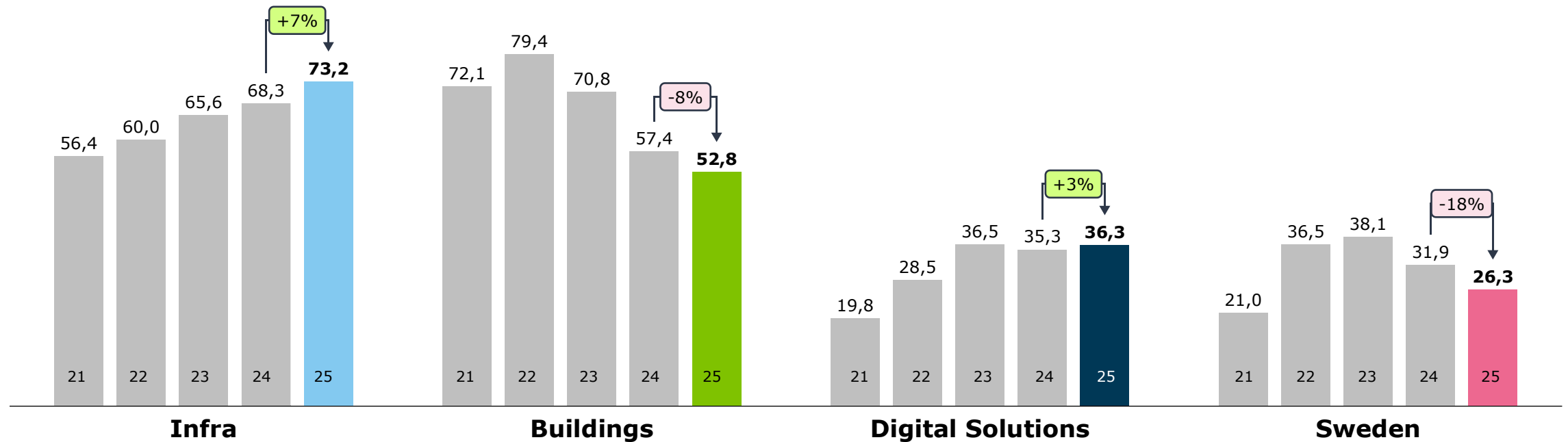
<b>Net sales, M€</b>	<b>Net sales growth</b>	<b>Adjusted EBITA margin</b>	<b>EPS, €</b>
<b>188.6</b>	<b>-2.2%</b>	<b>4.7%</b>	<b>-1.18*</b>
(192.9)		(5.0%)	(-0.08)
<b>FTEs</b>	<b>Order book, M€</b>	<b>Operating cash flow, M€**</b>	<b>Leverage ***</b>
<b>1,722</b>	<b>152</b>	<b>18.8</b>	<b>4.9x</b>
(1,854)	(151)	(21.5)	(5.0x)

\* Without impact from goodwill impairment -0.06 euroa \*\*before financial items and taxes

\*\*\* Net debt/adjusted EBITDA (rolling 12 months)

# Infra and Digital Solutions increased, weak market conditions led to a decline in net sales in Buildings and Sweden

Net sales per business area, million euros



- The market is mixed.
- Strong organic growth, particularly in rail projects as well as industrial and energy projects.
- Successful project wins strengthened the order book.

- The construction market remains very weak, with intense price competition.
- Towards the end of the year, signs of stabilization in net sales emerged.
- The focus is on improving efficiency and profitability.

- The market remains challenging, particularly in the public sector.
- Net sales increased driven by growth in the product business, with ARR up 17%.
- Infracontrol was integrated into Digital Solutions.

- The market remains challenging. Headcount and net sales declined clearly.
- Towards the end of the year, order intake and utilization rate improved.
- The target is to improve profitability in 2026. **SITOWISE**

# Strong profitability in Infra and Digital Solutions, Buildings turned profitable, turnaround ongoing in Sweden



	Share of net sales	Market outlook	Profitability FY 2025
<b>Infra</b>	39%	Stable	Above target
<b>Buildings</b>	28%	Weak (improving)	Clearly below
<b>Digital solutions</b>	19%	Stable	In line with target
<b>Sweden</b>	14%	Weak (improving)	Negative

**Timeframe:**

FY 2025

Next 12 months

FY 2025

**Definitions:**

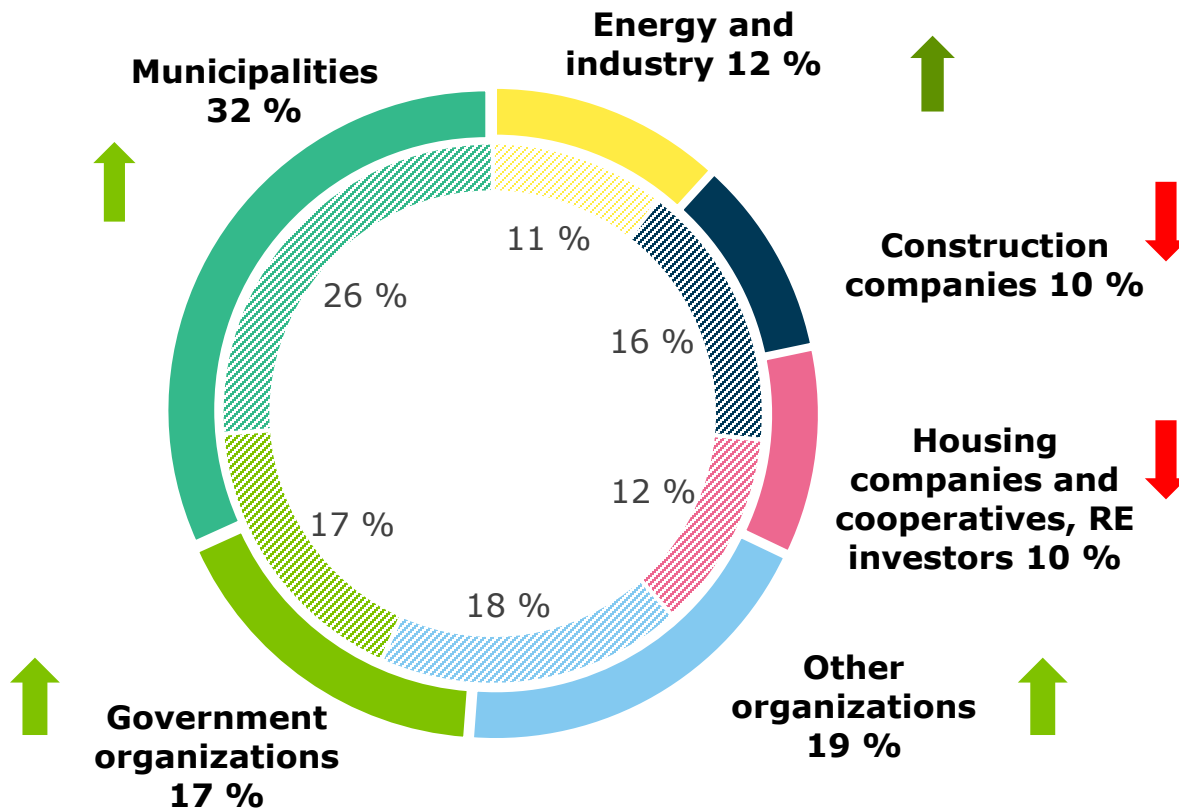
Share of Group net sales

Strong / Stable / Weak

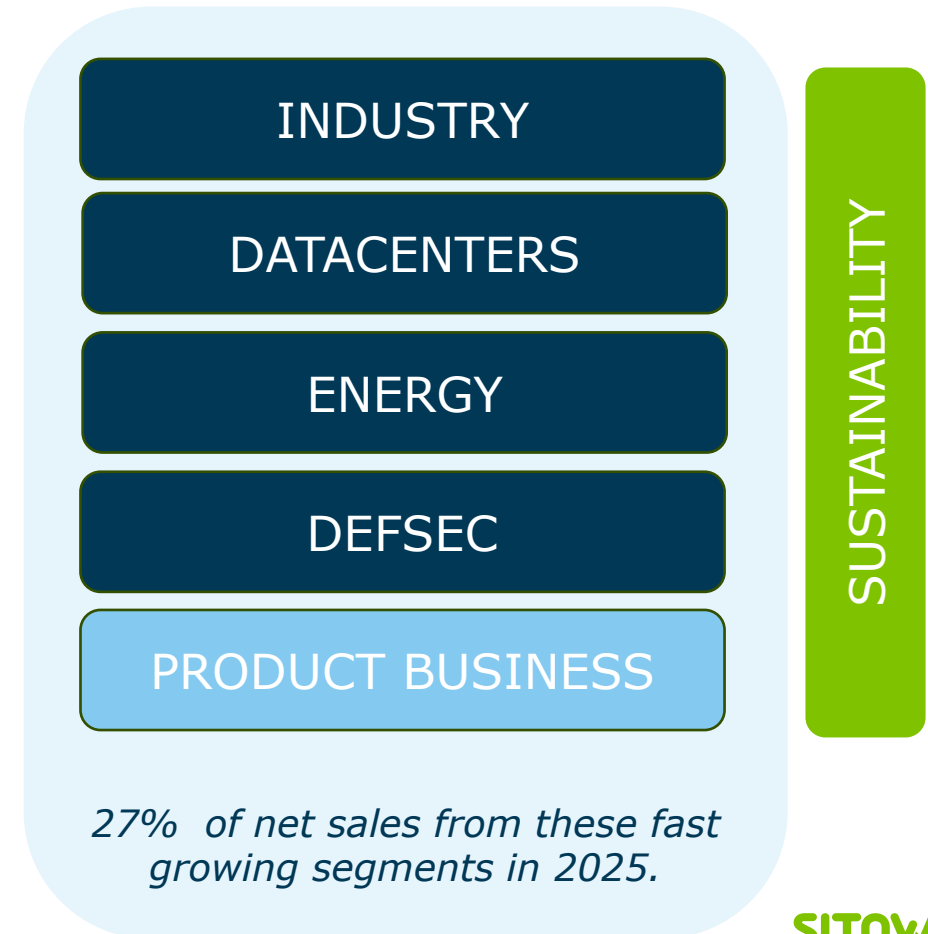
Adj. EBITA-% / Above: >12%;  
In line: 10-12%; Below: 5-10%;  
Clearly below: 0-5%; Negative <0%

# Sales focus on selected growth segments

Net sales by client category in 2025\*



Sitowise growth segments



11 \* Total net sales in 2024 amounted to EUR 191 million (inner ring). Total net sales in 2025 amounted to EUR 189 million (outer ring).

# Examples of recent project wins



## DATA CENTERS

LUMI AI Factory data center project (building services engineering), as well as several other data center projects



## DEFSEC

Preparation phase of the development of the Jämsä Halli UAS (Unmanned Aircraft System) testing environment



## PRODUCT BUSINESS

Routa, an infrastructure maintenance system, gained several new customers in Sweden



## INDUSTRY

A forestry company selected us as the implementation partner for an integration project



## ENERGY AND SUSTAINABILITY

Digital services related to Fingrid's electricity grid planning and EIA (environmental impact assessment) projects

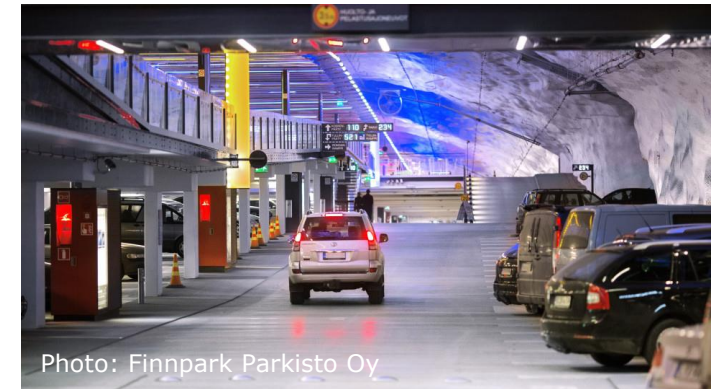


Photo: Finnpark Parkisto Oy

## TRADITIONAL TECHNICAL CONSULTING

Design of the underground access road and the expansion of the P-Hämppi underground parking facility in Tampere as part of a broader design consortium

## CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

EUR thousand	Note	Jan 1 – Dec 31, 2025	Jan 1 – Dec 31, 2024
<b>Net Sales</b>	<b>2.2</b>	<b>188,585</b>	<b>192,910</b>
Other operating income	2.3	503	923
Materials and services	2.4	-21,634	-20,183
Employee benefits	2.5	-128,628	-131,303
Other operating expenses	2.6	-24,572	-26,715
Depreciation, amortization, and impairment	2.7	-51,784	-13,160
<b>Operating result</b>		<b>-37,529</b>	<b>2,473</b>
Financial income	4.1	514	390
Financial expenses	4.1	-6,414	-6,239
<b>Profit before taxes</b>		<b>-43,429</b>	<b>-3,377</b>
Income taxes	6.2	999	666
<b>Profit for the period</b>		<b>-42,431</b>	<b>-2,710</b>
<b>Attributable to:</b>			
Owners of the parent		-42,431	-2,576
Non-controlling interest		0	-134
<b>Profit for the period</b>		<b>-42,431</b>	<b>-2,710</b>

*The Report of the Board of Directors and Financial Statements, page 86*

*Goodwill impairment related to Sweden: EUR 39.6 million*

*Operating profit of EUR 2.1 million excluding the goodwill impairment*

# INCOME STATEMENT – OTHER COMPREHENSIVE INCOME ITEMS

EUR thousand	Note	Jan 1 – Dec 31, 2025	Jan 1 – Dec 31, 2024
<b>Items that may be reclassified to profit or loss</b>			
Change in translation difference		2,091	-1,842
Cash flow hedging, net of tax		-70	-351
Other change	4.2	1,826	0
<b>Total for items in other comprehensive income</b>		<b>3,847</b>	<b>-2,193</b>
<b>Total comprehensive income</b>		<b>-38,583</b>	<b>-4,903</b>
<b>Comprehensive income attributable to:</b>			
Owners of the parent		-38,583	-4,769
Non-controlling interest		0	-134
<b>Earnings per share:</b>			
Earnings per share (EUR)	2.8	-1.18	-0.08
Diluted earnings per share (EUR)		-1.14	-0.07

*The Report of the Board of Directors and Financial Statements, page 86*

*-0.06 excluding the impact from goodwill impairment*

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

EUR thousand	Note	Dec 31, 2025	Dec 31, 2024
<b>Assets</b>			
Goodwill	3.2	120,730	158,630
Intangible assets	3.2	9,082	11,628
Property, plant and equipment	3.3	2,004	2,370
Right-of-use assets	3.3	24,408	22,967
Other shares, similar rights of ownership, and receivables	4.2	307	1,944
Deferred tax assets	6.2	1,808	769
<b>Total non-current assets</b>		<b>158,339</b>	<b>198,309</b>
Trade and other receivables	3.4	48,058	50,724
Income tax receivables	6.2	870	588
Cash and cash equivalents	4.2	22,598	17,459
<b>Total current assets</b>		<b>71,526</b>	<b>68,770</b>
<b>Total assets</b>		<b>229,865</b>	<b>267,079</b>

*The Report of the  
Board of Directors and  
Financial Statements,  
page 87*

*Goodwill impairment  
related to Sweden:  
EUR 39.6 million*

EUR thousand	Note	Dec 31, 2025	Dec 31, 2024
<b>Shareholders' equity and liabilities</b>			
Share capital		80	80
Reserve for invested unrestricted equity		97,294	97,352
Fair value reserve		-182	-57
Translation difference		-3,269	-5,360
Retained earnings		-17,053	23,256
<b>Equity attributable to owners of the parent</b>		<b>76,870</b>	<b>115,271</b>
Non-controlling interest		0	0
<b>Totals shareholders' equity</b>		<b>76,870</b>	<b>115,271</b>
Deferred tax liabilities	6.2	586	989
Financial liabilities	4.2	67,833	69,037
Lease liabilities	4.2	18,889	17,153
Other financial liabilities		183	314
<b>Total non-current liabilities</b>		<b>87,492</b>	<b>87,493</b>
Income tax liabilities		0	64
Financial liabilities	4.2	1,041	1,000
Lease liabilities	4.2	7,420	7,364
Provisions	3.5	1,493	345
Trade payable and other liabilities	3.6	55,549	55,541
<b>Total current liabilities</b>		<b>65,503</b>	<b>64,314</b>
<b>Total shareholders' equity and liabilities</b>		<b>229,865</b>	<b>267,079</b>

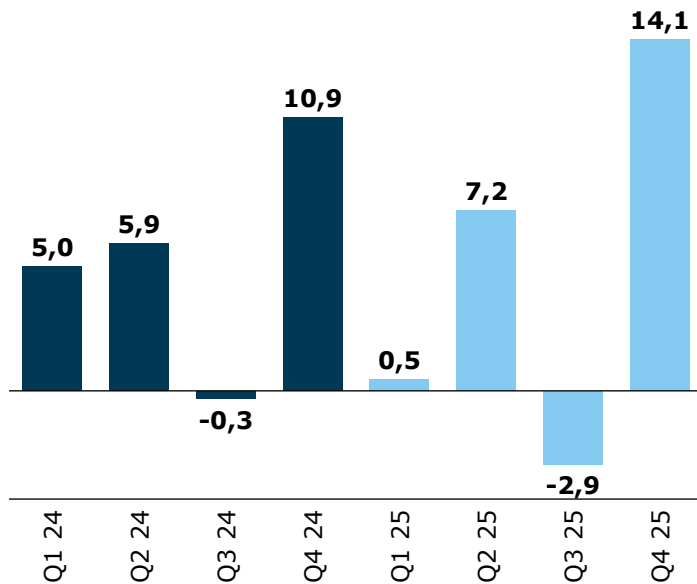
*The Report of the Board of Directors and Financial Statements, page 87*

**Goodwill impairment related to Sweden: EUR 39.6 million**

# Healthy cashflow and strong cash position in 2025

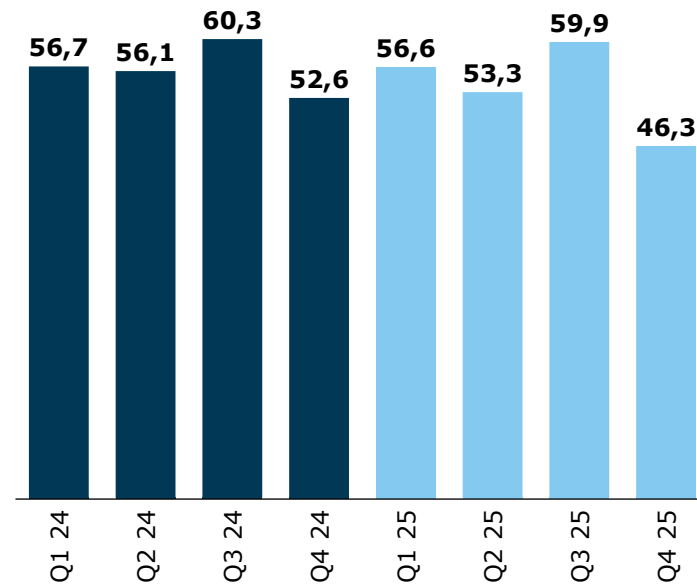
## Cash flow from operating activities

Before financial items and taxes, EUR million



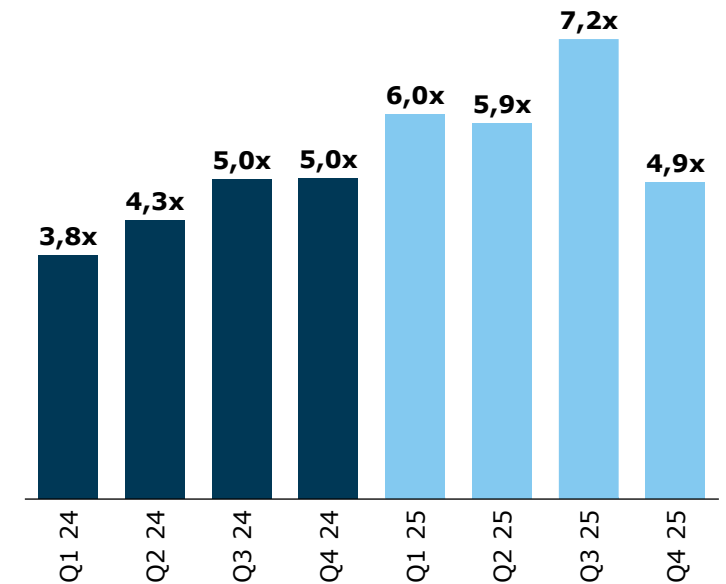
## Net debt

EUR million, end of period



## Leverage





Net debt / Adjusted EBITDA (LTM) multiple



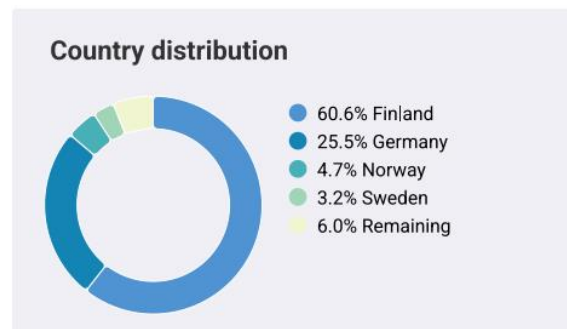
- Sitowise entered into a secured financing agreement of EUR 89 million in March 2026.
- The agreement comprises a EUR 36 million term loan facility, a EUR 33 million acquisition loan facility and a EUR 20 million working capital facility.
- The financing agreement is valid until 12 June 2028.

# Largest shareholders and share price development

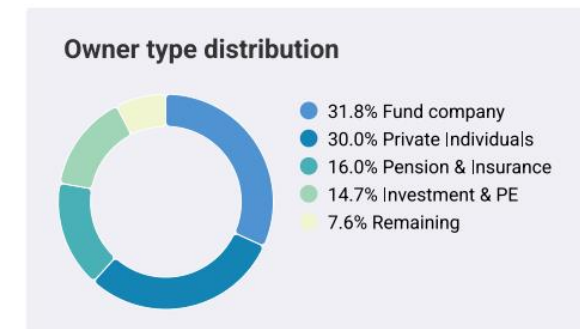
## LARGEST SHAREHOLDERS 28.2.2026

	Name	Shares	% of shares
	1 Paradigm Capital AG	9 100 686	25,39
	2 Intera Partners Oy	5 121 573	14,29
	3 Nordea Henkivakuutus Suomi Oy	2 119 045	5,91
	4 Handelsbanken Fonder	1 100 000	3,07
	5 Keskinäinen Eläkevakuutusyhtiö Ilmarinen	1 071 500	2,99
	6 Erkki Etola	1 000 000	2,79
	7 Keskinäinen työeläkevakuutusyhtiö Varma	635 000	1,77
	8 Kimmo Anttalainen	397 488	1,11
	9 Jannis Mikkola	356 740	1,00
	10 Sp-Rahastoyhtiö	304 000	0,85
	11 Ábaco Capital SGIC	291 577	0,81
	12 Aktia Rahastoyhtiö	282 211	0,79
	13 Visa Silvennoinen	271 600	0,76
	14 Pekka Mantere	263 010	0,73
	15 Lazard Frères Gestion	260 000	0,73
	16 Rauno Tuominen	259 854	0,72
	17 Keskinäinen Työeläkevakuutusyhtiö Elo	252 000	0,70
	18 Ahlman Group Oy	230 563	0,64
	19 Jukka Ala-Ojala	226 464	0,63
	20 Terrasolid Oy	216 924	0,61
	<b>Yhteensä 20</b>	<b>23 760 235</b>	<b>66,28</b>

## About 40% of holdings outside Finland, 28.2.2026



## Funds and private investors own approx. 62% of all shares 28.2.2026



## Share price development LTM (19.3.2025 – 20.3.2026)



As of 28 February 2026, the members of Sitowise's Management Team and Board of Directors jointly owned 627,948 shares, representing 1.75% of all shares and voting rights at the end of February 2026. Up-to-date information is available on the Company's IR website under Management Transactions.



**Looking ahead**

# Mid-term market environment



## Megatrends

Urbanization | Green transition | Technology shift | Geopolitical uncertainty

### MARKET

Growth is driven by **the green transition** as well as **industrial and infrastructure investments**

Recovery of the **construction market** in the coming years

### COMPETITION

Winners differentiate themselves in **growth segments**

**Scalability** enabled by digitalization, artificial intelligence and new business models

**Consolidation** continues

### CUSTOMERS

The importance of the **private sector** continues to grow

Demand is driven by **speed of delivery, higher productivity and better use of data**

**Digitalization and sustainability** are no longer optional.

### OPERATIONS

**Weak price** development

Shortage of **skilled labour**

**The focus of competencies is shifting** due to technological transformation

**OUR PURPOSE**

**Engineering the  
foundation of  
Nordic resilience**

A woman with blonde hair tied back, wearing a pink button-down shirt, is looking out a window. Her hands are clasped together on a reflective surface. In the background, binary code (0s and 1s) is floating in the air, suggesting a digital or technology theme.

**OUR VISION**

**#1 preferred  
technical consulting  
and digital partner**

**SITOWISE**

## VISION

› #1 preferred technical consulting and digital partner

## PURPOSE

› Engineering the foundation of Nordic resilience

WE WILL FOCUS ON ›

Empower people

Grow with customers

Scale digital

Work smart



Customer-centric



One team



Trust



Openness



Courage



The most innovative



The most sustainable



The most efficient

# The strategic focus areas apply to all business areas



**Empower  
people**



**Grow with  
customers**



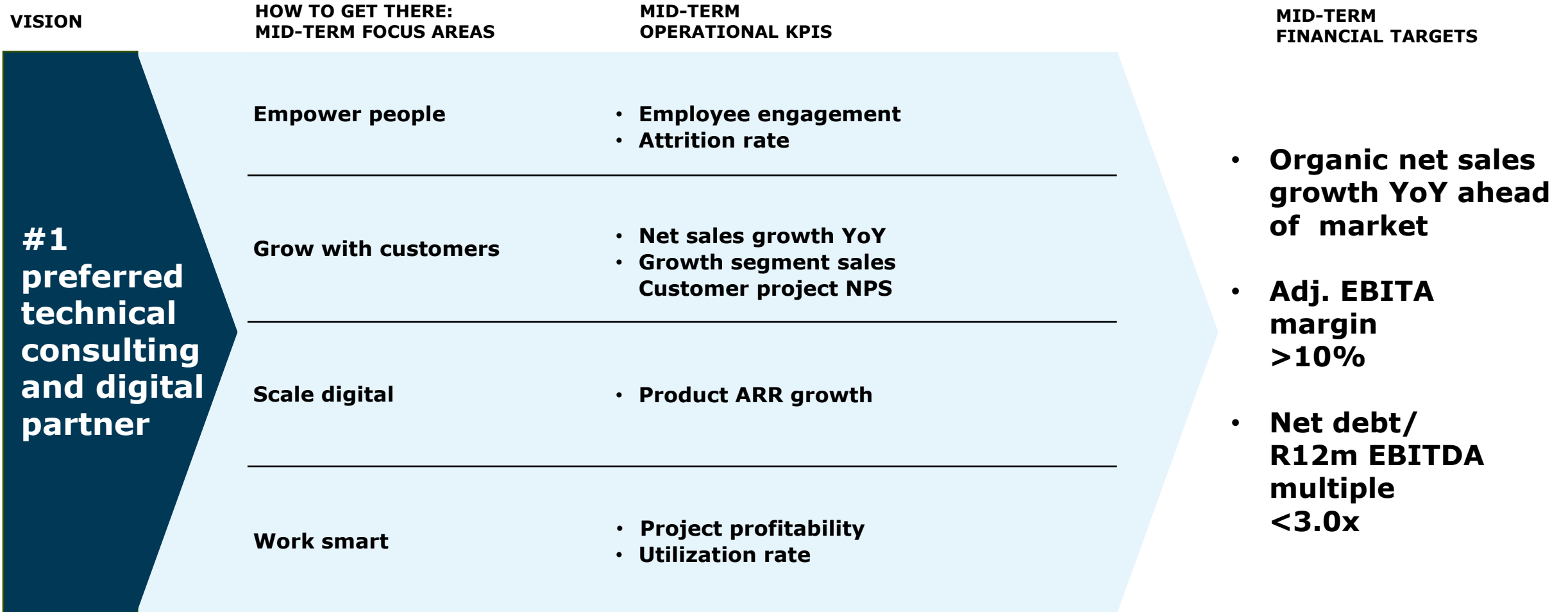
**Scale  
digital**



**Work  
smart**



# Strategic focus areas and operational metrics are derived from our vision



# Our focus areas in 2026 for profitability and growth

**Sweden and Buildings  
turnarounds**

**Accelerating growth**

- Industry, datacenters, energy, security, sustainability
- Product business

**Mastering the core processes**

- Sales and demand generation
- Project profitability

**Industry leading efficiency  
supported by AI**

**Improving profitability**

**Maintaining strong cashflow**

**Increasing resilience through  
strategic diversification**

**SITOWISE** 



**Thank you!**

**SITOWISE**

# Auditor's report (Annual Review pages 122–124)

## Auditing

(Translation of the Finnish original)

### AUDITOR'S REPORT

*To the Annual General Meeting of Sitowise Group Plc*

#### Report on the Audit of the Financial Statements

##### **Opinion**

We have audited the financial statements of Sitowise Group Plc (business identity code 2767842-8) for the year ended 31 December, 2025. The financial statements comprise the consolidated balance sheet, statement of comprehensive income, statement of changes in equity, statement of cash flows and notes, including material accounting policy information, as well as the parent company's balance sheet, income statement, statement of cash flows and notes.

In our opinion

- the consolidated financial statements give a true and fair view of the group's financial position, financial performance and cash flows in accordance with IFRS Accounting Standards as adopted by the EU
- the financial statements give a true and fair view of the parent company's financial performance and financial position in accordance with the laws and regulations governing the preparation of financial statements in Finland and comply with statutory requirements.

Our opinion is consistent with the additional report submitted to the Audit Committee.

##### **Basis for Opinion**

We conducted our audit in accordance with good auditing practice in Finland. Our responsibilities under good auditing practice are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report.

We are independent of the parent company and of the group companies in accordance with the ethical requirements that are applicable in Finland and are relevant to our audit, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

In our best knowledge and understanding, the non-audit services that we have provided to the parent company and group companies are in compliance with laws and regulations applicable in Finland regarding these services, and we have not provided any prohibited non-audit services referred to in Article 5(1) of regulation (EU) 537/2014. The non-audit services that we have provided have been disclosed in note 2.6.1 to the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

##### **Materiality**

The scope of our audit was influenced by our application of materiality. The materiality is determined based on our professional judgement and is used to determine the nature, timing and extent of our audit procedures and to evaluate the effect of identified misstatements on the financial statements as a whole. The level of materiality we set is based on our assessment of the magnitude of misstatements that, individually or in aggregate, could reasonably be expected to have influence on the economic decisions of the users of the financial statements. We have also taken into account misstatements and/or possible misstatements that in our opinion are material for qualitative reasons for the users of the financial statements.

##### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. The significant risks of material misstatement referred to in the EU Regulation No 537/2014 point (c) of Article 10(2) are included in the description of key audit matters below.

We have also addressed the risk of management override of internal controls. This includes consideration of whether there was evidence of management bias that represented a risk of material misstatement due to fraud.

# Assurance Report on the Sustainability Report

(Annual Review pages 125–126)

## Assurance Report on the Sustainability Report

(Translation of the Finnish original)

### **To the Annual General Meeting of Sitowise Group Plc**

We have performed a limited assurance engagement on the group sustainability statement of Sitowise Group Plc (business identity code 2767842-8) that is referred to in Chapter 7 of the Accounting Act and that is included in the report of the Board of Directors for the financial year 1.1.–31.12.2025.

### **Opinion**

Based on the procedures we have performed and the evidence we have obtained, nothing has come to our attention that causes us to believe that the group sustainability statement does not comply, in all material respects, with

- 1) the requirements laid down in Chapter 7 of the Accounting Act and the sustainability reporting standards (ESRS), and
- 2) the requirements laid down in Article 8 of the Regulation (EU) 2020/852 of the European Parliament and of the Council on the establishment of a framework to facilitate sustainable investment, and amending Regulation (EU) 2019/2088 (EU Taxonomy).

Point 1 above also contains the process in which Sitowise Group Plc has identified the information for reporting in accordance with the sustainability reporting standards (double materiality assessment).

Our opinion does not cover the tagging of the group sustainability statement with digital XBRL sustainability tags in accordance with Chapter 7, Section 22, Subsection 1(2), of the Accounting Act, because sustainability reporting companies have not had the possibility to comply with that requirement in the absence of requirements for the tagging of sustainability information in the ESEF regulation or other European Union legislation.

### **Basis for Opinion**

We performed the assurance of the group sustainability statement as a limited assurance engagement in compliance with good assurance practice in Finland and with the International Standard on Assurance Engagements (ISAE) 3000 (Revised) Assurance Engagements Other than Audits or Reviews of Historical Financial Information.

Our responsibilities under this standard are further described in the Responsibilities of the Authorized Group Sustainability Auditor section of our report.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Authorized Group Sustainability Auditor's Independence and Quality Management**

We are independent of the parent company and of the group companies in accordance with the ethical requirements that are applicable in Finland and are relevant to our engagement, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

The authorized group sustainability auditor applies International Standard on Quality Management ISQM 1, which requires the authorized sustainability audit firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

### **Responsibilities of the Board of Directors and the Managing Director**

The Board of Directors and the Managing Director of Sitowise Group Plc are responsible for:

- the group sustainability statement and for its preparation and presentation in accordance with the provisions of Chapter 7 of the Accounting Act, including the process that has been defined in the sustainability reporting standards and in which the information for reporting in accordance with the sustainability reporting standards has been identified.

- the compliance of the group sustainability statement with the requirements laid down in Article 8 of the Regulation (EU) 2020/852 of the European Parliament and of the Council on the establishment of a framework to facilitate sustainable investment, and amending Regulation (EU) 2019/2088, and for
- such internal control as the Board of Directors and the Managing Director determine is necessary to enable the preparation of a group sustainability statement that is free from material misstatement, whether due to fraud or error.

### **Inherent Limitations in the Preparation of a Sustainability Statement**

Preparing a group sustainability statement requires a company to make materiality assessment to identify relevant matters to report. This includes significant management judgement and choices. It is also characteristic to the sustainability reporting that reporting of this kind of information includes estimates and assumptions as well as measurement and estimation uncertainty.

The determination of greenhouse gases is subject to inherent uncertainty due to the incomplete scientific data used to determine the emission factors and the numerical values needed to combine emissions of different gases.

When reporting forward-looking information in accordance with ESRS standards, a company's management is required to make assumptions about possible future events, and to disclose the company's possible future actions in relation to those events, as well as to prepare the forward-looking information based on these assumptions. Actual results are likely to differ because forecasted events often do not occur as expected.

# 7. Adoption of the financial statements 2025

Advance voting summary, votes cast:

Option	Votes	Votes %	Number of shareholders
In favor / Yes	17,781,207	100%	18
<b>Total</b>	<b>17,781,207</b>		<b>18</b>

Votes cast: 17,781,207 shares, representing 49.6049% of the Company's total number of shares.

## 8. Resolution on the use of profit shown on the balance sheet and the distribution of dividend

The Board of Directors proposes that no dividend be distributed based on the balance sheet to be adopted for the financial year from 1 January 2025 until 31 December 2025

Advance voting summary, votes cast:

Option	Votes	Votes %	Number of shareholders
In favor / Yes	17,781,207	100%	18
<b>Total</b>	<b>17,781,207</b>		<b>18</b>

Votes cast: 17,781,207 shares, representing 49.6049% of the Company's total number of shares.

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

- **Eero Heliövaara** Chair of the Board throughout the financial year
- **Mirel Leino-Haltia, Elina Piispanen, Niklas Sörensen** and **Tomi Terho**, members of the Board throughout the financial year
- **Mats Åström** and **Anni Ronkainen**, members of the Board until 2 April 202
- **Rodolfo Zeidler**, member of the Board as of 2 April 2025 and
- Heikki Haasmaa, CEO throughout the financial year.

Advance voting summary, votes cast:

Option	Votes	Votes %	Number of shareholders
In favor / Yes	17,654,145	100%	15
<b>Total</b>	<b>17,654,145</b>		<b>15</b>

Votes cast: 17,654,145 shares, representing 49.2504% of the Company's total number of shares.

# 10. Presentation of the remuneration report for governing bodies

Advance voting summary, votes cast:

Option	Votes	Votes %	Number of shareholders
In favor / Yes	17,779,834	99,9923%	17
Against / No	1,373	0,0077%	1
<b>Total</b>	<b>17,781,207</b>		<b>18</b>

Votes cast: 17,781,207 shares, representing 49.6049% of the Company's total number of shares.

# Presentation by the chair of the Shareholders' Nomination Board

Jan Hummel



# Operations of the Shareholders' Nomination Board

## Composition of the Shareholders' Nomination Board elected in September 2025:

- Jan Hummel, Paradigm Capital Value Fund SICAV (Chair)
- Juhana Kallio, Intera Partners Oy
- Stian Runde, Protector Forsikring ASA
- Eero Heliövaara, Chair of the Board of Directors of Sitowise.

## 4 meetings by 25.2.2026, attendance:

- 100%: Jan Hummel, Juhana Kallio, Eero Heliövaara
- 50%: Stian Runde
  - Runde resigned from the Shareholders' Nomination Board in January 2026 as the shareholder who appointed him was no longer among the company's ten largest shareholders, as is stated in the charter of the Shareholders' Nomination Board

**Criteria for Board members in** accordance with the Nomination Board's charter and the Finnish Corporate Governance Code:

- **Skills:** Experience in business, financial management or mergers and acquisitions, for example.
- **Diversity:** The diversity of genders, backgrounds, and opinions.
- **Reliability:** Personal qualities that support board work.
- **Strategic vision:** Understanding of the market, strategy and operating environment.

# Proposal on the remuneration of the members of the Board

- The Shareholders' Nomination Board has proposed to the Annual General Meeting that the following remuneration be paid to the Board of Directors and its committees for the term ending at the end of the next Annual General Meeting:
  - EUR 5,250 (earlier EUR 4,750) per month for the chair of the Board of Directors
  - EUR 2,500 (earlier EUR 2,250) per month for other board members
  - the meeting fee of EUR 1,000 (no change) per meeting for the chair of the Board of Directors and chairs of the board committees
  - the meeting fee of EUR 400 (no change) per meeting for other members of the Board of Directors and the other board committee members.
- The Nomination Board further proposes that the travel and accommodation expenses of the members of the Board of Directors be compensated in accordance with the Company's travel policy.
- The Nomination Board also proposes that no remuneration be paid to the members of the Nomination Board, but that the travel expenses of the members of the Nomination Board be reimbursed against a receipt in accordance with the company's travel policy.

# Proposal on the number of members of the Board of Directors

The Shareholders' Nomination Board has proposed to the Annual General Meeting that the number of members of the Board of Directors be confirmed as six (6).

# Proposal on members of the Board of Directors

The Shareholders' Nomination Board's proposal to the Annual General Meeting:

- Eero Heliövaara
- Mirel Leino-Haltia
- Elina Piispanen
- Tomi Terho
- Rodolfo Zeidler
- Tawhid Ali (new)

# Candidates for re-election



- Eero Heliövaara
- Mirel Leino-Haltia
- Elina Piispanen



- Tomi Terho
- Rodolfo Zeidler

# Proposed new member: Tawhid Ali

b. 1971, British & Bangladeshi citizen.  
MBA, Chicago University  
AB (Engineering Sciences), Harvard University  
Independent of the company but not of its major shareholders.



## Key positions of trust and work experience:

Mr Ali has been a Partner at Paradigm Capital AG since 2025. Prior to that, Mr Ali worked at AllianceBernstein, a leading global investment firm, where he served as the CIO of European value equities, a portfolio manager for global value, and the head of global value research. Mr Ali also worked as a management consultant at McKinsey & Company.

Mr Ali currently serves as a member of the Boards of Internationella Engelska Skolan AB and Jetpak Group AB.

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

Advance voting summary, votes cast:

Option	Votes	Votes %	Number of shareholders
In favor / Yes	17,781,207	99,9994%	18
Against / No	100	0,0006%	1
<b>Total</b>	<b>17,781,307</b>		<b>19</b>

Votes cast: 17,781,307 shares, representing 49.6052% of the Company's total number of shares.

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

Advance voting summary, votes cast:

Option	Votes	Votes %	Number of shareholders
In favor / Yes	17,781,207	100%	18
<b>Total</b>	<b>17,781,207</b>		<b>18</b>

Votes cast: 17,781,207 shares, representing 49.6049% of the Company's total number of shares.

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

Advance voting summary, votes cast:

Option	Votes	Votes %	Number of shareholders
In favor / Yes	17,779,834	99,9923%	17
Against / No	1,373	0,0077%	1
<b>Total</b>	<b>17,781,207</b>		<b>18</b>

Votes cast: 17,781,207 shares, representing 49.6049% of the Company's total number of shares.

# 14. Resolution on the remuneration of the auditor

The Board of Directors proposes on recommendation of the Audit Committee of the Board of Directors that the remuneration of the auditor be paid against a reasonable invoice.

Advance voting summary, votes cast:

Option	Votes	Votes %	Number of shareholders
In favor / Yes	17,781,207	100%	18
<b>Total</b>	<b>17,781,207</b>		<b>18</b>

Votes cast: 17,781,207 shares, representing 49.6049% of the Company's total number of shares.

# 15. Election of auditor

The Board of Directors proposes on recommendation of the Audit Committee of the Board of Directors that KPMG Oy Ab, Authorized Public Accountants, be re-elected as the auditor of the Company for a term of office lasting until the end of the next Annual General Meeting.

KPMG Oy Ab has informed that Kim Järvi, authorized public accountant, would act as the auditor with principal responsibility, if KPMG Oy Ab is elected as the Company's auditor.

Advance voting summary, votes cast:

Option	Votes	Votes %	Number of shareholders
In favor / Yes	17,775,707	100%	17
<b>Total</b>	<b>17,775,707</b>		<b>17</b>

Votes cast: 17,775,707 shares, representing 49.5896% of the Company's total number of shares.

## 16. Resolution on the remuneration of the sustainability reporting assurer

The Board of Directors proposes on recommendation of the Audit Committee of the Board of Directors that the remuneration of the sustainability reporting assurer be paid against a reasonable invoice.

Advance voting summary, votes cast:

Option	Votes	Votes %	Number of shareholders
In favor / Yes	17,781,207	100%	18
<b>Total</b>	<b>17,781,207</b>		<b>18</b>

Votes cast: 17,781,207 shares, representing 49.6049% of the Company's total number of shares.

# 17. Election of sustainability reporting assurer

The Board of Directors proposes on recommendation of the Audit Committee of the Board of Directors that the sustainability audit firm KPMG Oy Ab be elected as the Company’s sustainability reporting assurer of the Company for a term of office lasting until the end of the next Annual General Meeting.

KPMG Oy Ab has informed that Kim Järvi, authorized sustainability auditor, would act as the sustainability reporting assurer with principal responsibility, if KPMG Oy Ab is elected as the Company's sustainability reporting assurer.

The Board of Directors proposes that the election of the sustainability reporting assurer is conditional and the assurer shall perform their duties only if the Company is required or voluntarily decides to prepare a sustainability report as required by the sustainability reporting legislation in force for the financial year 2026.

Option	Votes	Votes %	Number of shareholders
In favor / Yes	17,781,207	100%	18
<b>Total</b>	<b>17,781,207</b>		<b>18</b>

Votes cast: 17,781,207 shares, representing 49.6049% of the Company’s total number of shares.

# 18. Authorizing the Board of Directors to decide on the repurchase of Company's own shares

The Board of Directors proposes to the Annual General Meeting that the Board of Directors be authorized to decide on the repurchase of the Company's own shares as follows:

The number of own shares to be repurchased based on this authorization shall not exceed 3,500,000 shares in total, which corresponds to approximately 9.8 per cent of all the shares in the Company. However, the Company together with its subsidiaries cannot at any moment own more than 10 per cent of all the shares in the Company.

Own shares can be repurchased only using the unrestricted equity of the Company at a price formed in public trading on the date of the repurchase or otherwise at a price formed on the market.

The Board of Directors decides on all other matters related to the repurchase of own shares, and among other things derivatives can be used in the repurchase. Own shares can be repurchased otherwise than in proportion to the shareholdings of the shareholders (directed repurchase).

The authorization is effective until the beginning of the next Annual General Meeting, however, no longer than until 30 June 2027.

# 18. Authorizing the Board of Directors to decide on the repurchase of Company's own shares

Advance voting summary, votes cast:

Option	Votes	Votes %	Number of shareholders
In favor / Yes	17,781,207	100%	18
<b>Total</b>	<b>17,781,207</b>		<b>18</b>

Votes cast: 17,781,207 shares, representing 49.6049% of the Company's total number of shares.

# 19. Authorizing the Board of Directors to decide on the issuance of shares and the issuance of options and other special rights entitling to shares

The Board of Directors proposes to the Annual General Meeting that the Board of Directors be authorized to decide on the issuance of shares as well as the issuance of 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 this authorization shall not exceed 3,500,000 shares, which corresponds to approximately 9.8 per cent of all the shares in the Company. The authorization covers both the issuance of new shares as well as the transfer of treasury shares held by the Company.

The Board of Directors decides on all other conditions of the issuance of shares and of special rights entitling to shares. The issuance of shares and of special rights entitling to shares may be carried out in deviation from the shareholders' pre-emptive rights (directed issue).

This authorization cancels all previous authorizations given by the General Meeting to decide on the issuance of shares and special rights entitling to shares. The authorization is effective until the beginning of the next Annual General Meeting, however, no longer than until 30 June 2027.

The authorization may be used, among other things, to finance and carry out acquisitions or other corporate transactions, to engagement, in incentive systems, in order to develop the Company's capital structure, to broaden the Company's ownership base, and for other purposes as determined by the Company's Board of Directors.

# 19. Authorising the Board of Directors to decide on the issuance of shares and the issuance of options and other special rights entitling to shares

Advance voting summary, votes cast:

Option	Votes	Votes %	Number of shareholders
In favor / Yes	17,781,207	100%	18
<b>Total</b>	<b>17,781,207</b>		<b>18</b>

Votes cast: 17,781,207 shares, representing 49.6049% of the Company's total number of shares.

## 20. Closing of the meeting



# Thank you for participating!

**SAVE THE DATE:**  
**Sitowise Q1 2026 interim report**  
**6 May 2026**

**Contact details:**  
[ir@sitowise.com](mailto:ir@sitowise.com)