

Notice to the Annual General Meeting of Meriaura Group Plc.

Notice is given to the shareholders of Meriaura Group Plc. to the Annual General Meeting to be held on Friday, 3 May 2024 at 9.30 (EET) at Scandic Simonkenttä's Mansku meeting room, address Simonkatu 9, Helsinki, Finland. The reception of persons who have registered for the meeting and the distribution of voting tickets will commence at 9.00 (EET).

A. Matters on the agenda of the General Meeting

At the General Meeting, the following matters will be considered:

1. Opening of the meeting

2. Calling the meeting to order

3. Election of persons 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 annual accounts that includes group annual accounts and annual report as well as the auditor's report for the year 2023

- Review by the CEO

7. Adoption of the annual accounts

8. Loss shown on the balance sheet and resolution on the payment of dividends

The Board of Directors proposes that the net profit of EUR 7,844,371.11 be transferred to retained earnings / loss account and that no dividend be paid.

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

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

Shareholders representing approximately 63,41% per cent of the company's shares and votes propose that the members of the Board of Directors to be elected be paid the following remuneration for the term that begins at the end of the Annual General Meeting and ends at the end of the next Annual General Meeting: EUR 21,600 for the Chairman of the Board and EUR 10,800 for each of the other members of the Board.

According to the proposal approximately 40 per cent of the remuneration to be paid to the members of the Board of Directors will be paid by giving to the Board members company's new shares based on the Board of Directors' share issue authorization and approximately 60 per cent in cash. Cash portion of the remuneration is proposed to be paid in 12 monthly instalments to the extent it exceeds the amount of tax withholding from the remuneration. The number of remuneration shares will be determined on the basis of the value of the company's

share in First North Growth Market Finland as follows: the volume weighted average price of the Meriaura Group Plc's share within two (2) weeks following the publication of the half-year report for the period 1 January - 30 June 2024 will be used as the value of 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 case the company will pay any costs and transfer tax related to the purchase of the company shares.

If the shares cannot be given due to insider regulations during the before mentioned time periods, the shares shall be given outright once it is possible in accordance with the insider regulations in force at that time. Members of the Board of Directors are not allowed to transfer the shares obtained as remuneration before their membership in the Board has ended

It is also proposed the members of the Board of Directors are reimbursed for reasonable travel and lodging costs. Travel and lodging costs are not compensated to those members of the Board of Directors who reside in the greater Helsinki area when the meetings are held in the greater Helsinki area.

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

Shareholders representing approximately 63,41% per cent of the company's shares and votes propose that five (5) members be elected to the Board of Directors.

12. Election of members of the Board of Directors

Shareholders representing approximately 63,33% per cent of the company's shares and votes propose that Mr. Jussi Mälkiä, Mr. Ville Jussila and Ms. Kati Ihamäki of the current members of the Board of Directors be re-elected and Mr. Patrik Rautaheimo and Mr. Antti Vehviläinen be elected as new members of the Board of Directors according to their consents. The term of office of the members of the Board of Directors ends at the closing of the Annual General Meeting following the election.

Patrik Rautaheimo (Doctor of Science (Technology), born 1969)

Patrik Rautaheimo is chairman of the Board in Elomatic and Finnish Marine Industries Association. He has earlier worked as CEO of Elomatic in years 2016-2023 and SVP Design & Engineering in Turku Yards 2008-2013. Rautaheimo is also member of Board in Napa Oy, Cadmatic Oy ja Turku Chamber of Commerce.

Antti Vehviläinen (MSc, Business administration and economics; MBA, Henley, born 1955)

Antti Vehviläinen retired 2018 as Director General of Finnish Transport Agency but continues logistics consulting as Senior Advisor in Firma JEITO. He is chairman of the Board in A-Laiturit Group Oy. Vehviläinen acted as Director General of FTA in years 2013-2017 being responsible for all transport infrastructure (road/rail/maritime) in Finland. In years 1987-2012 he was responsible for the global supply chain of Storaenso Oyj, multinational forest products company. Vehviläinen has had administrative and marketing management positions both in Finnish and international shipping companies 1978-1986, living e.g. in Brazil and Germany. He has had several BoD seats both in Finnish and foreign companies as well as in international logistics organisations.

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

13. Resolution on remuneration of the auditor

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

14. Election of auditor

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

15. Authorizing the Board of Directors to decide on issuance of shares, options and other special rights

The Board of Directors proposes that the General Meeting resolves to authorize the Board of Directors 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 500,000,000 shares.

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

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 30 June 2026, and it replaces the authorization granted by the Extraordinary General Meeting on 25 November 2022.

16. Closing of the meeting

B. Documents of the General Meeting

The annual report of Meriaura Group Plc. that includes company's annual accounts, group annual accounts, annual report and the auditor's report as well as this notice including the proposals made to the General Meeting are available on Meriaura Group Plc.'s website at meriauragroup.com. The documents mentioned above are also available at the meeting. Minutes of the General Meeting are available on the above-mentioned website as from 17 May 2024 at the latest.

C. Instructions for the participants

1. Shareholder registered in the shareholders' register

Each shareholder who is registered on 22 April 2024 in the shareholders' register of the company held by Euroclear Finland Ltd., has the right to participate in the General Meeting. A shareholder, whose shares are

registered on his/her/its personal Finnish book-entry account, is registered in the shareholders' register of the company.

A shareholder, who wants to participate in the General Meeting, shall register for the meeting no later than 30 April 2024 at 16.00, by which time the registration shall be received. The registration may take place:

- a) at Meriaura Group Plc.'s website at meriauragroup.com/investors;
- b) by e-mail to address yhtiokokous@meriaura.com;
- c) by phone to number +358 10 271 0810 (Tue-Fri at 9 a.m.-3 p.m. (EET)) or
- d) by mail to Meriaura Group Plc., General Meeting, Eerikinkatu 26, 20100 Turku, Finland.

In connection with the registration a shareholder shall notify his/her/its name, personal identification number, address, email address and the name of a possible assistant or proxy representative and the personal identification number of a proxy representative. The personal data given to Meriaura Group Plc. is used only in connection with the General Meeting and the processing of related necessary registrations and for shareholder communication. Shareholder, his/her/its representative or proxy representative shall, when necessary, be able to prove his/her/its identity and/or right of representation.

2. Nominee-registered shares

A holder of nominee-registered shares has the right to participate in the General Meeting by virtue of shares based on which he/she/it on the record date of the meeting, i.e. on 22 April 2024, would be entitled to be registered in the shareholders' register of the company held by Euroclear Finland Ltd. The right to participate in the General Meeting requires, in addition, that the shareholder has on the basis of such shares been registered into the temporary shareholders' register of the company held by Euroclear Finland Ltd. at the latest on 30 April 2024 by 10.00 (EET). As regards nominee-registered shares this constitutes due registration for the General Meeting.

A holder of nominee-registered shares is advised without delay to request necessary instructions regarding the registration in the temporary shareholder's register of the company, the issuing of proxy documents and registration for the General Meeting from his/her/its custodian bank. The account management organization of the custodian bank has to register a holder of nominee-registered shares, who wants to participate in the General Meeting, into the temporary shareholders' register of the company at the latest on the date and time mentioned above.

3. Shares registered at Euroclear Sweden AB

Shareholder whose shares are registered in the securities system of Euroclear Sweden AB and who wants to participate in the General Meeting and use his/her/its voting right, shall be registered at the shareholder's register held by Euroclear Sweden AB on 22 April 2024 at the latest.

In order to be entitled to request for temporary registration in the shareholder's register of Meriaura Group Plc. held by Euroclear Finland Ltd., a shareholder of nominee-registered shares shall request that his/her/its shares are temporarily registered under his/her/its own name in the shareholder's register held by Euroclear Sweden AB and to ensure that the custodian bank will send the above-mentioned request for temporary registration to Euroclear Sweden AB. The registration shall be made on 22 April 2024 at the latest, and therefore a shareholder shall give the request to his/her/its custodian bank in good time prior to the above date.

Shareholder, whose shares are registered in the securities system of Euroclear Sweden AB and who intends to participate in the General Meeting and use his/her/its voting right, shall request for a temporary registration of his/her shares to the shareholder's register of Meriaura Group Plc. held by Euroclear Finland Oy. The request to Meriaura Group Plc. shall be made in written at the latest on 23 April 2024 at 10.00 Swedish time. The temporary registration through Meriaura Group Plc. constitutes a due registration to the General Meeting.

4. Proxy representative and powers of attorney

A shareholder may participate in the General Meeting and exercise his/her/its rights at the meeting by way of proxy representation.

A proxy representative shall produce a dated proxy document or otherwise provide reliable evidence of the right to represent the shareholder. The authorization applies to one meeting, unless otherwise stated. When a shareholder participates in the General Meeting by means of several proxy representatives representing the shareholder with shares at different securities accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the General Meeting.

Possible proxy documents should be delivered to in originals to Meriaura Group Plc., General Meeting, Eerikinkatu 26, 20100 Turku, Finland before the end of the registration period.

5. Other instructions and information

Pursuant to Chapter 5 Section 25 of the Finnish Companies Act, a shareholder who is present at the General Meeting has the right to request information with respect to the matters to be handled at the meeting.

The language of the meeting is Finnish. Part of the material to be presented in the meeting may be in English.

On the date of the notice to the General Meeting, 11 April 2024, the total number of shares in Meriaura Group Plc. is 866,801,277. Each share carries one vote at General Meeting.

In Turku, 11 April 2024

MERIAURA GROUP PLC
Board of Directors

For more information:

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Meriaura Group in brief

Meriaura Group has two business areas: Marine Logistics and Renewable Energy.

Marine Logistics business is carried out by Meriaura Ltd, which 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 and low-emission marine transport services, based on long-term affreightment agreements, modern fleet, and active development of its operational sustainability. In addition, Meriaura has a strong market position in the marine logistics in renewable energy construction projects.

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

The Renewable Energy business focuses on comprehensive clean energy systems. Meriaura Energy Ltd designs and delivers clean energy production systems as comprehensive deliveries for industrial use and district heating. The energy production is based on large-scale solar thermal systems implemented using high-performance solar thermal collectors manufactured by the company. The Renewable Energy business also includes Rasol Ltd, specialised in delivering high-quality solar power systems for real estates, companies and solar parks.

Meriaura Group's share is listed on Nasdaq First North Growth Market Sweden as MERIS and on Nasdaq First North Growth Market Finland as MERIH.

www.meriauragroup.com

The Company's Certified Adviser is Augment Partners AB, info@augment.se, tel. +46 8 604 22 55.