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In case of discrepancy, the Finnish language original shall prevail.*

ANNUAL GENERAL MEETING OF TECNOTREE CORPORATION

Time: 15 April 2024 at 3:00–5:20 p.m. (EEST)

Place: Little Finlandia, Karamziniranta 4, 00100 Helsinki, Finland

The meeting was held as a hybrid meeting in accordance with Chapter 5, Section 16 Subsection 2 of the Finnish Limited Liability Companies Act, where shareholders were able to exercise their rights fully also remotely.

Present: The shareholders were present or represented in the meeting, either at the meeting venue or remotely, as shown on the list of votes adopted at the meeting.

In addition, present were all of the members of the Board of Directors, the CEO of the company Ms. Padma Ravichander, the principal auditor of the company APA Mr. Urpo Salo, persons belonging to the upper management of the company, Mr. Timo Lappi, LL.M, Ms. Susanne Mattsson, LL.M., trained on the bench, and technical staff.

1§ OPENING OF THE MEETING

Mr. Neil Macleod, the Chairman of the company's Board of Directors, opened the meeting.

2§ CALLING THE MEETING TO ORDER

Mr. Timo Lappi, LL.M., was elected to chair the meeting and he called Ms. Susanne Mattsson, LL.M, trained on the bench, to act as the secretary.

The Chairman explained the procedures for dealing with the items on the agenda of the meeting.

It was noted that the meeting will be held mainly in Finnish. However, it was noted that questions can be asked and discussions can be held in both Finnish and English and that the meeting was simultaneously interpreted into Finnish and English.

It was noted that the meeting is held as a hybrid meeting in accordance with Chapter 5, Section 16 Subsection 2 of the Finnish Limited Liability Companies Act. As an alternative to attending the meeting at the meeting venue, shareholders had also had the possibility to register to participate the meeting remotely. It was noted that shareholders who participate remotely can exercise their rights fully during the meeting.



It was noted that the proposals of the Board of Directors to the Annual General Meeting had been published in a stock exchange release on 22 March 2024 as part of the notice to the Annual General Meeting and on the company's website on the same day.

The Chairman noted that shareholders recorded on the shareholders' register on the record date of the Annual General Meeting have had the opportunity to vote in advance on items 7-18 on the agenda of the Annual General Meeting. A proposal for a resolution that has been subject to the advance vote is deemed to have been presented unchanged at the Annual General Meeting. The custodians representing certain holders of nominee-registered shares had also participated in the advance voting on behalf of the shareholders they represent.

In respect of the advance votes, the Chairman noted that if a full vote count is not carried out on an agenda item, the number of votes against or blank votes would be recorded in the minutes for each agenda item. The Chairman further noted that, to the extent that the summary list contained votes against, without a counterproposal, on items where the proposal could not be opposed without a counterproposal, such votes would not be formally taken into account as votes against the proposal for a resolution and would not be recorded in the relevant sections of the minutes.

It was noted that a summary of the votes cast in advance was attached to the minutes (Appendix 1).

3§ ELECTION OF PERSONS TO SCRUTINIZE THE MINUTES AND TO SUPERVISE THE COUNTING OF VOTES

Ms. Leena Koskelainen was elected as the person to scrutinize the minutes and Mr. Juhana Kiuru was elected to supervise the counting of votes.

4§ RECORDING THE LEGALITY OF THE MEETING

It was noted that the notice to the meeting had been published on 22 March 2024 as a stock exchange release. The notice to the meeting had also been published on the company's website on the same day.

It was recorded that the documents required by the Limited Liability Companies Act to be kept available to shareholders had been available on the company's website at least three weeks before the Annual General Meeting.

The registration to the Annual General Meeting had to be done at the latest by 8 April 2024 at 4:00 p.m. (EEST). Holders of nominee-registered shares had to be notified for a temporary entry into the shareholders' register at the latest by 10 April 2024 at 10:00 a.m. (EEST).



It was noted that the Annual General Meeting had been convened in accordance with the Articles of Association and the Limited Liability Companies Act.

The notice to the meeting was attached to the minutes ([Appendix 2](#)).

5§ RECORDING THE ATTENDANCE AT THE MEETING AND ADOPTION OF THE LIST OF VOTES

It was noted that those shareholders who have duly registered for the Annual General Meeting before the end of the registration period and who have the right to participate in the Annual General Meeting according to Chapter 5, Sections 6 and 6a of the Limited Liability Companies Act and who have either voted in advance during the advance voting period or participate in the Annual General Meeting at the meeting venue or remotely are considered to be shareholders participating in the meeting.

A list of the participants at the beginning of the meeting and the list of votes were presented, according to which 131 shareholders were present at the Annual General Meeting, either by advance voting or at the meeting venue or remotely in person or represented by a legal representative or an authorized proxy. It was recorded that 170,168,088 shares and votes representing approximately 53.4 percent of the total number of shares and votes of the company were represented at the beginning of the meeting.

The list of participants and the list of votes at the beginning of the meeting were attached to the minutes ([Appendix 3](#)). It was noted that the list of votes would be confirmed to reflect the attendance situation at the beginning of a potential vote.

6§ PRESENTATION OF THE FINANCIAL STATEMENTS, THE REPORT OF THE BOARD OF DIRECTORS AND THE AUDITOR'S REPORT FOR THE YEAR 2023

Ms. Padma Ravichander, CEO, gave a review of the company's activities and performance for the year 2023.

The CEO's review was attached to the minutes ([Appendix 4](#)).

The financial statements for the financial year 2023 were presented, comprising the profit and loss account, balance sheet and the cash flow statement, including notes, as well as the consolidated financial statement and the report of the Board of Directors. It was recorded that the parent company's financial statements had been prepared in accordance with Finnish GAAP and the consolidated financial statements in accordance with International Financial Reporting Standards (IFRS).

It was noted that the financial statements had been available on the company's website since 1 March 2024 and were also available at the meeting venue.



The financial statements were attached to the minutes ([Appendix 5](#)).

The auditor's report was presented and it was attached to the minutes ([Appendix 6](#)).

7§ ADOPTION OF THE FINANCIAL STATEMENTS

The Annual General Meeting approved the financial statements for the financial year 2023.

It was recorded that shareholders who had voted in advance had cast 24,300 opposing votes and 194,300 blank votes in this agenda item.

8§ RESOLUTION ON THE USE OF THE PROFIT SHOWN ON THE BALANCE SHEET AND AUTHORIZATION OF THE BOARD OF DIRECTORS TO DECIDE ON THE DISTRIBUTION OF DIVIDEND

It was noted that at the end of the financial year 31 December 2023 the company's distributable equity was EUR 41,943,244.43 and the loss for the financial year 2023 was EUR 6,529,392.

It was noted that the Board of Directors had proposed to the Annual General Meeting that no dividend be paid for the financial year 1 January 2023 – 31 December 2023 by a resolution of the Annual General Meeting and that the loss of the company for the financial year be transferred to the retained earnings account in the shareholders' equity.

It was noted that the Board of Directors had proposed that the Board of Directors be authorized to decide, in its discretion, on the distribution of a dividend of an aggregate maximum of EUR 170,000 from the retained earnings account.

It was noted that after the completion of the reverse share split and the related redemption and cancellation of the company's shares as set out in item 17 below, if the Annual General Meeting approves the reverse share split in the proportion proposed in the said item, the authorization will equal to a maximum of EUR 0.01 per share in distribution. Without the reverse share split proposed in item 17, the amount to be distributed per share would be less than EUR 0.01. The authorization was therefore noted to be conditional on that the Annual General Meeting approves the reverse share split proposed in item 17 below with the reverse split ratio set out therein or a higher reverse split ratio.

In accordance with the proposal, unless the Board of Directors decides otherwise for a justified reason, the authorization will, after completion of the reverse split, be used for the distribution of dividend in one installment during the period of validity of the authorization. The authorization is valid until the opening of the next Annual General Meeting. The Board of Directors would make a separate resolution on the amount and timing of the dividend. The company will make a separate announcement of such Board resolution. The preliminary record date for the distribution is 24 September 2024 and the



preliminary payment date is 1 October 2024.

In accordance with the proposal, the dividend based on the resolution of the Board of Directors will be paid to a shareholder registered in the Company's shareholders' register maintained by Euroclear Finland Oy on the record date of the dividend.

The proposal of the Board of Directors was attached to the minutes (Appendix 7).

The Annual General Meeting resolved, in accordance with the proposal of the Board of Directors, that no dividend is paid for the financial year 1 January 2023 – 31 December 2023 and that the loss of the company for the financial year is transferred to the retained earnings account in the shareholders' equity. The Annual General Meeting resolved to authorize the Board of Directors to decide on the distribution of a dividend of an aggregate maximum of EUR 170,000 in accordance with the proposal of the Board of Directors.

It was recorded that shareholders who had voted in advance had cast 943,696 opposing votes and 68,996 blank votes in this agenda item.

9§ RESOLUTION ON THE DISCHARGE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE CEO FROM LIABILITY

It was noted that the discharge from liability for the financial year 1 January – 31 December 2023 concerned the following persons:

- Mr. Neil Macleod, Chairman of the Board
- Ms. Jyoti Desai, Vice Chairman of the Board
- Mr. Conrad Neil Phoenix, Member of the Board
- Mr. Anders Fornander, Member of the Board
- Mr. Johan Hammarén, Member of the Board, as of 19 April 2023
- Mr. Markku Wilenius, hallituksen jäsen, until 8 December 2023
- Ms. Padma Ravichander, CEO

It was noted that this year the agenda item will be resolved individually.

The Annual General Meeting resolved to discharge from liability the following members of the Board of Directors and the CEO for the financial year 1 January – 31 December 2023:

- Mr. Neil Macleod
- Ms. Jyoti Desai
- Mr. Conrad Neil Phoenix
- Mr. Anders Fornander
- Mr. Johan Hammarén

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- Ms. Padma Ravichander

It was recorded that shareholders who had voted in advance for the above-mentioned members of the Board of Directors and the CEO had cast opposing and blank votes as follows:

- Neil Macleod (opposing votes 549,064, blank votes 572,903)
- Jyoti Desai (opposing votes 527,464, blank votes 566,700)
- Conrad Neil Phoenix (opposing votes 535,964, blank votes 566,700)
- Anders Fornander (opposing votes 535,964, blank votes 566,700)
- Johan Hammarén (opposing votes 436,349, blank votes 620,503)
- Padma Ravichander (opposing votes 506,412, blank votes 637,309)

It was recorded that a vote on the discharge from liability of Markku Wilenius was carried at the Annual General Meeting. It was recorded that at the beginning of the voting 134 shareholders were represented at the meeting, representing a total of 170,153,723 shares and votes. It was recorded that the list of participants and the list of votes at the beginning of the voting was attached to the minutes ([Appendix 8](#)) and that the meeting continued during the counting of votes.

10§ ADVISORY RESOLUTION ON THE ADOPTION OF THE COMPANY'S REMUNERATION REPORT FOR GOVERNING BODIES

The remuneration report for the financial year 2023 was presented.

It was noted that the remuneration report had been available on the company's website since 1 March 2024 and was also available at the meeting venue.

The remuneration report of the governing bodies was attached to the minutes ([Appendix 9](#)).

The Annual General Meeting resolved to approve the remuneration report of the governing bodies. The resolution was advisory.

It was recorded that shareholders who had voted in advance had cast 492,178 opposing votes and 689,100 blank votes in this agenda item.

11§ ADVISORY RESOLUTION ON THE ADOPTION OF THE COMPANY'S REMUNERATION POLICY FOR GOVERNING BODIES

The remuneration policy was presented.

It was noted that the remuneration policy had been available on the company's website

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since 1 March 2024 and was also available at the meeting venue.

The remuneration policy of the governing bodies was attached to the minutes ([Appendix 10](#)).

The Annual General Meeting resolved to approve the remuneration policy of the governing bodies. The resolution was advisory.

It was recorded that shareholders who had voted in advance had cast 549,583 opposing votes and 116,795 blank votes in this agenda item.

12§ RESOLUTION ON THE REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS

It was noted that upon recommendation of the Nomination Committee of the Board of Directors, the Board of Directors had proposed to the Annual General Meeting that the annual remuneration payable to the members of the Board of Directors to be elected at the Annual General Meeting for the term until the end of the Annual General Meeting in 2025 remains unchanged and therefore be as follows:

- Chairman – EUR 210,000
- Vice Chairman – EUR 120,000
- Other Directors – EUR 70,000

In accordance with the proposal, in addition to the annual fee, the members of the Board of Directors are entitled to reimbursement of reasonable travel expenses in accordance with the company's travel policy.

In accordance with the proposal, approximately 45 per cent of the remuneration be paid in Tecnotree Corporation's shares and approximately 55 per cent be paid in cash. The part of the remuneration paid in shares will be paid by either purchasing shares from the public market, or by transferring own shares held by the company. The shares will be delivered to the Board members within two weeks from the day following the publication of the company's interim report for 1 January 2024 – 30 September 2024 (or at such first available time when the transaction can be executed under applicable law). The Company will pay the transaction costs and transfer taxes related to the purchase or transfer of the shares.

The proposal of the Board of Directors was attached to the minutes ([Appendix 11](#)).

The Annual General Meeting resolved to approve the proposal of the Board of Directors.

It was recorded that shareholders Tapani Purho, Mikko Toriseva, Schengen Investment Oy, Tero Viherto and Henry Vakkari were not in favour of approving the proposal, but did not demand a vote and demanded that the dissenting opinion be recorded in the minutes.

It was recorded that shareholders who had voted in advance had cast 643,169 opposing



votes and 9,389 blank votes in this agenda item.

9§ RESOLUTION ON THE DISCHARGE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE CEO FROM LIABILITY, RESULT OF THE VOTE

It was recorded that a total of 44,847,747 shares and votes participated in the vote, including the votes cast in the advance vote. The shares participating in the vote thus represented approximately 14.06 percent of all shares and votes in the company. 3,650,472 votes were cast in favour of granting discharge from liability, corresponding to approximately 8.14 percent of the votes cast, and 41,197,275 opposing votes were cast, representing approximately 91.86 percent of the votes cast. In this agenda item the number of shares and votes that cast blank votes or did not participate in the vote was 11,589,788. The result of the vote was attached to the minutes ([Appendix 12](#)).

Following the result of the vote, the Annual General Meeting resolved not to grant discharge from liability to Markku Wilenius.

13§ RESOLUTION ON THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS

It was noted that according to the Articles of Association, the Board of Directors comprises a minimum of three (3) members and a maximum of eight (8) members. The current number of the members of the Board of Directors is five (5).

It was recorded that upon recommendation of the Nomination Committee of the Board of Directors, the Board of Directors had proposed to the Annual General Meeting that five (5) members be elected to the Board of Directors.

The proposal of the Board of Directors was attached to the minutes ([Appendix 13](#)).

The Annual General Meeting resolved that the Board of Directors will have five (5) members.

It was recorded that shareholders who had voted in advance had cast 127,195 blank votes in this agenda item.

14§ ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS

It was noted that in accordance with the recommendation of the Nomination Committee, the Board of Directors had proposed to the Annual General Meeting that the current members of the Board of Directors Mr. Neil Macleod, Mr. Johan Hammarén, Ms. Jyoti Desai, Mr. Conrad Neil Phoenix and Mr. Anders Fornander be re-elected as members of the Board of Directors. It was proposed that shareholders take a position on the composition of the Board of Directors as a whole.



In accordance with the proposal, the members of the Board of Directors are elected for a term that expires at the end of the first Annual General Meeting following the election.

The proposal of the Board of Directors was attached to the minutes ([Appendix 14](#)).

The Annual General Meeting resolved to elect the following persons as members of the Board of Directors:

Mr. Neil Macleod;

Mr. Johan Hammarén;

Ms. Jyoti Desai;

Mr. Conrad Neil Phoenix; and

Mr. Anders Fornander.

It was recorded that shareholders who had voted in advance had cast 161,286 blank votes in this agenda item.

15§ RESOLUTION ON THE REMUNERATION OF THE AUDITOR

It was noted that upon recommendation of the Audit Committee of the Board of Directors, the Board of Directors had proposed to the Annual General Meeting that the auditor's fees are paid according to the auditor's reasonable invoice approved by the Board of Directors.

It was noted that the elected auditor would also be paid remuneration for services rendered for sustainability reporting assurance according to a reasonable invoice approved by the Board of Directors.

The proposal of the Board of Directors was attached to the minutes ([Appendix 15](#)).

The Annual General Meeting resolved that the auditor's fees are paid according to the auditor's reasonable invoice approved by the Board of Directors. It was noted that the auditor will also be paid remuneration for services rendered for sustainability reporting assurance according to a reasonable invoice approved by the Board of Directors.

It was recorded that shareholders who had voted in advance had cast 21,360 opposing votes and 182,100 blank votes in this agenda item.

16§ ELECTION OF AUDITOR

It was noted that according to the Articles of Association, the company has one auditor, who must be an audit firm approved by the Central Chamber of Commerce.

It was noted that upon recommendation of the Audit Committee, the Board of Directors proposes to the Annual General Meeting that audit firm Tietotili Audit Oy be re-elected as the auditor of the Company. Tietotili Audit Oy has informed the Company that APA Mr.



Urpo Salo will be the auditor with principal responsibility. The term of the auditor expires at the end of the first Annual General Meeting following the election.

It was noted that Tietotili Audit Oy would also act as the sustainability reporting assurance provider of the company until the end of the first Annual General Meeting following the election.

The proposal of the Board of Directors was attached to the minutes ([Appendix 16](#)).

The Annual General Meeting resolved, in accordance with the proposal of the Board of Directors, that the audit firm Tietotili Audit Oy, which has informed that Mr. Urpo Salo, Authorized Public Accountant, is the auditor with principal responsibility, is elected as the auditor of the company for term ending at the end of the Annual General Meeting in 2025. It was noted that Tietotili Audit Oy will also act as the sustainability reporting assurance provider of the company until the end of the first Annual General Meeting following the election.

It was recorded that shareholders who had voted in advance had cast 73,297 blank votes in this agenda item.

17§ PROPOSAL OF THE BOARD OF DIRECTORS TO CARRY OUT A REVERSE SHARE SPLIT

It was noted that the Board of Directors had proposed that the Annual General Meeting resolves to carry out a reverse share split, i.e. to reduce the number of shares without reducing the share capital.

The arrangement had been proposed to be carried out by issuing the company's new shares without consideration and, thereafter, by redeeming the company's shares to the effect that each twenty (20) shares of the company are merged into one (1) share.

In order to avoid share fractions the Board of Directors had proposed that the Board of Directors is authorized to resolve on a directed share issue without consideration in which new shares are issued without consideration to the effect that the number of shares in each book-entry account is made divisible by 20. It was noted that the maximum number of new shares issued to the shareholders by the company is the amount resulting from multiplying the amount of such book-entry accounts in which company's shares are registered on the Transaction Day by nineteen (19). The maximum number of new shares to be issued under the authorization had been proposed to be 389,652 shares. The share issue authorization had been proposed to be valid until the completion of the reverse split decided under this agenda item. In accordance with the proposal, the Board of Directors is authorized to resolve on all other matters related to the issuance of shares within the limits of the proposed authorization.

In accordance with the proposal, concurrently with the above issuance of the company's shares the company will redeem without consideration from each shareholder a number

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of shares determined by redemption ratio 20:1, meaning, that for each twenty (20) existing shares of the company nineteen (19) shares will be redeemed. The Board of Directors of the company has the right to resolve on all other matters with respect to the redemption of shares. The shares redeemed in connection with the reverse split will be cancelled immediately after the redemption in accordance with the resolution of the Board of Directors.

It was noted that the reasons for recommending a reverse share split to the Annual General Meeting included increasing the value of an individual share, promoting an efficient share price formation, and enabling the issuance of dividends. Thus, the Board of Directors has considered that the reverse share split is in the interest of the company and all of its shareholders and that the company therefore has a particularly weighty financial reason for the reverse share split and the related directed share issue without consideration and redemption of shares. It was noted that the reverse share split does not affect the company's equity.

In accordance with the proposal, the reverse share split date (the "Transaction Day"), on the basis of which the number of shares to be issued to and redeemed from a shareholder is determined, is 19 April 2024. The reverse share split is carried out in the book-entry system after the stock market trading has ended on the Transaction Day. The cancellation of the shares and the company's new total number of shares will be entered in the trade register approximately on or around 22 April 2024. Trading with the company's new total number of shares will begin at Nasdaq Helsinki with a new ISIN-number approximately on or around 22 April 2024. If necessary, the trading with the company's share on Nasdaq Helsinki Ltd. will be temporarily interrupted in order to perform necessary technical measures in the trading facility after the Transaction Day.

In accordance with the proposal, the arrangement, if it is realized, will not require the shareholders to take any action. No part of the arrangement will be carried out unless all the other parts of the arrangement are carried out as well.

The proposal of the Board of Directors was attached to the minutes ([Appendix 17](#)).

The Annual General Meeting resolved to carry out a reverse share split in accordance with the proposal of the Board of Directors.

It was recorded that shareholders who had voted in advance had cast 1,207,633 opposing votes and 120,697 blank votes in this agenda item.

18§ AUTHORIZING THE BOARD OF DIRECTORS TO DECIDE ON THE ISSUANCE OF SHARES AND OTHER SPECIAL RIGHTS ENTITLING TO SHARES

It was noted that the Board of Directors had proposed to the Annual General Meeting that the Board of Directors be authorized to decide to issue in total a maximum of 2,500,000 shares through issuance of shares or special rights entitling to shares under Chapter 10, Section 1 of the Finnish Limited Liability Companies Act either against payment or for free



in one or more transactions during the effective period of the authorization. In accordance with the proposal, the Board of Directors may issue either new shares or treasury shares held by the company. The proposed maximum amount corresponds to approximately 15 percent of the company's total number of shares after the completion of the reverse share split pursuant to the proposal of the Board of Directors under item 17 in this Annual General Meeting.

In accordance with the proposal, shares and special rights entitling to shares may be issued in proportion to their current shareholdings in the company or in deviation of the shareholders' pre-emption right (directed share issue). The Board of Directors may also decide on a free share issue to the company itself. The authorization may be used to finance or carry out acquisitions or other arrangements, strengthen or develop the company's capital structure, diversify the shareholder base, for the purpose of the company's equity-based incentive plans or payment of Board fees or for other purposes decided by the Board of Directors. The Board of Directors will decide on all terms and conditions of the issuance of shares and special rights entitling to shares under Chapter 10, Section 1 of the Finnish Limited Liability Companies Act.

In accordance with the proposal, the authorization is valid for a period of five (5) years from the date of the Annual General Meeting. This authorization revokes the authorization granted by the Annual General Meeting on 15 May 2019, but not the authorization granted under item 17 in this Annual General Meeting.

The proposal of the Board of Directors was attached to the minutes ([Appendix 18](#)).

The Annual General Meeting resolved to authorize the Board of Directors to decide on the issuance of shares and other special rights entitling to shares in accordance with the proposal of the Board of Directors.

It was recorded that shareholders who had voted in advance had cast 1,012,086 opposing votes and 120,697 blank votes in this agenda item.

19§ CLOSING OF THE MEETING

The Chairman noted that the items on the agenda had been attended to and that the minutes of the meeting would be available on the company's website on 29 April 2024, at the latest.

The Chairman announced the meeting closed at 5:20 p.m.

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Chairman of the Annual General Meeting:

TIMO LAPPI

Timo Lappi

In fidem:

SUSANNE MATTSSON

Susanne Mattsson

Minutes scrutinized and confirmed by:

LEENA KOSKELAINEN

Leena Koskelainen

APPENDICES

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