

PROPOSALS OF THE BOARD OF DIRECTORS OF ADAPTEO PLC TO THE ANNUAL GENERAL MEETING CONVENING ON 19 APRIL 2021

Resolution on the use of the profit shown on the balance sheet

The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0.12 per share (i.e. for 49,124,722 shares up to EUR 5,894,966.64) be paid based on the balance sheet adopted for the financial year ended 31 December 2020. The dividend will be paid to shareholders who on the dividend record date of 21 April 2021 are entered as shareholders in the company's shareholder register held by Euroclear Finland Ltd. The Board of Directors proposes that the dividend be paid on 28 April 2021.

Adoption of the remuneration report for governing bodies

The Board of Directors proposes to the Annual General Meeting that the remuneration report for the governing bodies be adopted.

The remuneration report for the governing bodies will be available on the company's website at www.adapteogroup.com as from 26 March 2021, at the latest.

Authorisation of the Board of Directors to resolve on the issuance of shares and special rights entitling to shares

The Board of Directors proposes that the Annual General Meeting authorises the Board of Directors to resolve on the issuance of shares, as well as the issuance of option rights and other special rights entitling to shares pursuant to Chapter 10 of the Finnish Companies Act, as follows:

Under the authorisation, a maximum of 4,900,000 shares can be issued, which would correspond to approximately 10 percent of all Adapteo's shares at the time of this proposal. The shares or special rights entitling to shares can be issued in one or more tranches, either against or without payment. The shares issued under the authorisation can be new shares or shares in Adapteo's possession.

The authorisation can be used for the financing or execution of acquisitions or other business arrangements, to strengthen the balance sheet and financial position of the company, for implementing the company's share-based incentive plans, or for other purposes determined by the Board of Directors.

Under the authorisation, the Board of Directors may resolve upon issuing new shares, without consideration, to Adapteo itself. However, Adapteo, together with its subsidiaries, may not at any time own more than 10 percent of all shares in Adapteo.

The Board of Directors is authorised to resolve on all terms for share issues and granting of special rights entitling to Adapteo shares. The Board of Directors is authorised to resolve on a directed share issue and issuance of special rights entitling to shares in deviation from the shareholders' pre-emptive right, provided that there is a weighty financial reason for Adapteo to do so.

The authorisation is valid until the end of the next Annual General Meeting, however, no longer than until 30 June 2022. The authorisation shall revoke previous unused share issue authorisations.

Authorisation of the Board of Directors to resolve on the acquisition of Adapteo's own shares and on acceptance as pledge of Adapteo's own shares

The Board of Directors proposes that the Annual General Meeting authorises the Board of Directors to resolve on the acquisition of Adapteo's own shares and on the acceptance as pledge of Adapteo's own shares as follows:

Adapteo.

The total number of own shares to be acquired or accepted as pledge shall not exceed 100,000 shares in total. Adapteo together with its subsidiaries may not at any moment own and/or hold as pledge more than 10 percent of all the shares in Adapteo. Only the unrestricted equity of Adapteo can be used to acquire own shares on the basis of the authorisation.

Own shares can be acquired, in one or several instalments, at a price formed in public trading on the regulated market on which Adapteo's shares are traded on the date of the acquisition or otherwise at a price formed on the market.

The Board of Directors of Adapteo decides how own shares will be acquired and accepted as pledge. Own shares can be acquired using derivatives, among other things. Own shares can be acquired otherwise than in proportion to the shareholdings of the shareholders (directed acquisition).

Own shares can be acquired and accepted as pledge to, among other things, limit the dilutive effects of share issues carried out in connection with possible acquisitions, to develop Adapteo's capital structure, to be transferred in connection with possible acquisitions, to be used in incentive arrangements or to be cancelled, provided that the acquisition is in the interest of Adapteo and its shareholders.

The authorisation is valid until the end of the next Annual General Meeting, however no longer than until 30 June 2022. The authorisation shall revoke previous unused authorisations regarding acquisition of Adapteo's own shares and on acceptance as pledge of Adapteo's own shares.

In Vantaa on 19 March 2021

ADAPTEO PLC

The Board of Directors