

Huhtamaki Oyj: Notice to the Annual General Meeting

Notice is given to the shareholders of Huhtamäki Oyj (the "Company") to participate in the Annual General Meeting to be held on Thursday, April 27, 2023, at 11:00 a.m. (EEST) at Marina Congress Center, Katajanokanlaituri 6, 00160 Helsinki, Finland. Reception of shareholders who have registered for the meeting and distribution of voting tickets will commence at 10:00 a.m. (EEST).

Shareholders may follow the Annual General Meeting via a webcast. The webcast is available for those shareholders who have registered for the webcast and are also registered in the Company's shareholders' register maintained by Euroclear Finland Ltd on the record date of the Annual General Meeting, April 17, 2023. Instructions on how to register as a follower for the webcast and how to follow the webcast are available on the Company's website (www.huhtamaki.com). It is not possible to present questions, make proposals, speak or vote via the webcast, and following the meeting via the webcast is not considered participation in the Annual General Meeting or exercise of shareholder rights.

A. MATTERS ON THE AGENDA OF THE ANNUAL GENERAL MEETING

The following matters will be considered at the Annual General Meeting:

- 1. Opening of the meeting**
- 2. Calling the meeting to order**
- 3. Election of the persons to scrutinize the minutes and to verify 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 including the Consolidated Annual Accounts, the Directors' Report and the Auditor's Report for the year 2022**

- Review by the President and CEO

- 7. Adoption of the Annual Accounts including the Consolidated Annual Accounts**
- 8. Resolution on the use of the profit shown on the balance sheet and the distribution of dividend**

The Board of Directors proposes to the Annual General Meeting that an aggregate dividend of EUR 1.00 per share be paid based on the balance sheet adopted for the financial period ended on December 31, 2022. The Board of Directors proposes that the dividend would be paid in two instalments.

The first dividend instalment, EUR 0.50 per share, is proposed to be paid to shareholders registered in the Company's shareholders' register maintained by Euroclear Finland Ltd on the record date for the first dividend instalment May 2, 2023. The Board of Directors proposes that the payment date for the first dividend instalment would be May 9, 2023.

The second dividend instalment, EUR 0.50 per share, is proposed to be paid to shareholders registered in the Company's shareholders' register maintained by Euroclear Finland Ltd on the record date for the second dividend instalment October 2, 2023. The Board of Directors proposes that the payment date for the second dividend instalment would be October 9, 2023.

The Board of Directors proposes that the Annual General Meeting would authorize the Board of Directors to decide, if necessary, on a new record date and a new payment date for the second dividend instalment if regulations applicable to the Finnish book-entry system change or otherwise so require.

No significant changes have taken place in the Company's financial position since the end of the financial year. The Company's liquidity position is good, and the proposed distribution does not, in the view of the Board of Directors, risk the Company's ability to fulfill its obligations.

9. Resolution on the discharge of the members of the Board of Directors, the President and CEO and the interim Deputy CEO from liability

10. Presentation and adoption of the Remuneration Report for the Governing Bodies

The Company's Remuneration Report 2022 will be presented to the Annual General Meeting for advisory approval. The Remuneration Report 2022 is available on the Company's website (www.huhtamaki.com).

11. Amendment to the Remuneration Policy for the Governing Bodies

The Board of Directors presents to the Annual General Meeting for advisory approval the Company's amended Remuneration Policy for the Governing Bodies, which was last presented to the Annual General Meeting on April 29, 2020. The material changes in the Remuneration Policy are increases in the President and CEO's maximum earning opportunity in short-term incentives (up to 150% of the non-variable annual base salary, previously 100%) and long-term incentives (up to 400% of the non-variable annual base salary, previously 300%). The changes are made to secure that the President and CEO's earning opportunities can be set at a market competitive level.

The updated Remuneration Policy is available on the Company's website (www.huhtamaki.com) and attached to this notice.

12. Resolution on the remuneration and expense compensation of the members of the Board of Directors

The Shareholders' Nomination Board proposes to the Annual General Meeting that the annual remuneration to the members of the Board of Directors would be paid as follows: to the Chair EUR 170,000, to the Vice-Chair EUR 80,000 and to the other members EUR 65,000 each. In addition, the Shareholders' Nomination Board proposes that the annual remuneration to the Chair and members of the Board Committees would be paid as follows: to the Chair of the Audit Committee EUR 16,000 and to the other members of the Audit Committee EUR 5,500 as well as to the Chair of the Human Resources Committee EUR 5,500 and to the other members of the Human Resources Committee EUR 2,750. In addition, the Shareholders' Nomination Board proposes that EUR 1,500 would be paid for each Board and Committee meeting attended. Travel expenses of the Board members would be compensated in accordance with the Company policy.

The Shareholders' Nomination Board recommends all members of the Board of Directors to own shares of Huhtamäki Oyj.

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

The Shareholders' Nomination Board proposes to the Annual General Meeting that the number of members of the Board of Directors would be nine (9).

14. Election of members of the Board of Directors

The Shareholders' Nomination Board proposes to the Annual General Meeting that Mr. Pekka Ala-Pietilä, Ms. Mercedes Alonso, Mr. Doug Baillie, Mr. William R. Barker, Ms. Anja Korhonen, Ms. Kerttu Tuomas and Mr. Ralf K. Wunderlich would be re-elected and, as new members, Ms. Pauline Lindwall and Mr. Pekka Vauramo would be elected as members of the Board of Directors for a term ending at the end of the next Annual General Meeting. In addition, the Shareholders' Nomination Board proposes that Mr. Pekka Ala-Pietilä would be re-elected as Chair of the Board, and that Ms. Kerttu Tuomas would be re-elected as Vice-Chair of the Board. Two of the current members of the Board of Directors, Mr. Heikki Takala and Ms. Sandra Turner, have announced that they are not available for re-election to the Board of Directors.

Ms. Pauline Lindwall (born 1961) has acted as Category Director Coffee, France and Southern Europe at Mondelez International (2012–2015). Before that she has worked at Nestlé in several management positions (1984–2012) based in Asia and Europe, latest position being Country Business Manager, Nestlé Nutrition, Germany and Austria. Ms. Lindwall's current key positions of trust include acting as a Board member of Duni AB (publ.) and a Supervisory Board member of EIT Food of The European Institute of Innovation and Technology. Ms. Lindwall holds a B.Sc. (Business Administration and Economics). She is independent of the Company and significant shareholders.

Mr. Pekka Vauramo (born 1957) acts as President and CEO at Metso Outotec Corporation (2020–). Before that he has worked as President and CEO at Metso Corporation (2018–2020), President and CEO at Finnair Plc (2013–2018) as well as in several management positions at Cargotec Corporation (2007–2013), Sandvik AB (1995–2007) and Tamrock Corporation (1985–1995). Mr. Vauramo's current key positions of trust include acting as a Board member of Nokian Tyres plc, National Defence University and New Children's Hospital Foundation, as well as a Board of Trustees member of Turku University Foundation. Mr. Vauramo holds a M. Sc. (Technology). He is independent of the Company and significant shareholders.

The biographical details of all candidates are presented on the Company's website (www.huhtamaki.com).

All of the candidates have given their consent to the election.

15. Resolution on the remuneration of the Auditor

The Board of Directors proposes to the Annual General Meeting that the Auditor's remuneration would be paid against an invoice approved by the Audit Committee of the Board of Directors.

16. Election of the Auditor

The Board of Directors proposes to the Annual General Meeting, in accordance with the recommendation of the Audit Committee of the Board of Directors, that KPMG Oy Ab, a firm of

authorized public accountants, would be re-elected as Auditor for the financial year January 1 – December 31, 2023. KPMG Oy Ab has announced that Mr. Henrik Holmbom, APA, would be the Auditor with principal responsibility.

The recommendation of the Audit Committee is included in the proposal of the Board of Directors, which is available on the Company's website (www.huhtamaki.com).

17. Authorizing the Board of Directors to resolve on the repurchase of the Company's own shares

The Board of Directors proposes that the Annual General Meeting would authorize the Board of Directors to resolve on the repurchase of an aggregate maximum of 10,776,038 of the Company's own shares, subject to the number of shares held by the Company at any given moment not exceeding 10 percent of all the shares of the Company. Own shares may be repurchased on the basis of the authorization only by using non-restricted equity.

Own shares may be repurchased 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 resolves on how shares are repurchased. Own shares may be repurchased otherwise than in proportion to the shares held by the shareholders (directed repurchase). The authorization remains in force until the end of the next Annual General Meeting, however, no longer than until June 30, 2024.

18. Authorizing the Board of Directors to resolve on the issuance of shares and the issuance of special rights entitling to shares

The Board of Directors proposes that the Annual General Meeting would authorize the Board of Directors to resolve 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 aggregate number of new shares to be issued may not exceed 10,000,000 shares which corresponds to approximately 9.3 percent of the current shares of the Company, and the aggregate number of own treasury shares to be transferred may not exceed 4,000,000 shares which corresponds to approximately 3.7 percent of the current shares of the Company.

The Board of Directors resolves on all the terms and conditions of the issuance of shares and special rights entitling to shares and may deviate from the shareholders' pre-emptive subscription rights (directed issue). The authorization remains in force until the end of the next Annual General Meeting, however, no longer than until June 30, 2024.

19. Amendment to the Articles of Association

The Board of Directors proposes to the Annual General Meeting that the Articles of Association would be amended to enable arranging a General Meeting as a virtual meeting without a meeting venue as an alternative to a physical meeting or a hybrid meeting. The amendment is intended to enable the holding of General Meetings virtually to facilitate attendance and participation for the Company's shareholders, especially in unforeseen or exceptional circumstances. The Finnish Companies Act requires that shareholders can exercise their full rights in virtual meetings, with equal rights to those in in-person General Meetings. The amendment does not preclude arranging General Meetings as physical or hybrid meetings.

Pursuant to the proposal of the Board of Directors, the first paragraph of Section 8 § of the Articles of Association would read as follows:

"The General Meeting of Shareholders shall be held in Espoo or in Helsinki, as decided by the Board of Directors. The Board of Directors may also decide that the General Meeting of Shareholders is arranged without a meeting venue in a manner whereby shareholders exercise their full decision-making powers in real time during the General Meeting of Shareholders using telecommunications and technical means (virtual meeting)."

The Articles of Association in the proposed amended form are available on the Company's website (www.huhtamaki.com).

20. Amendment to the Charter of the Shareholders' Nomination Board

The Shareholders' Nomination Board proposes to the Annual General Meeting that Section 2 of the Charter of the Shareholders' Nomination Board would be amended so that the shareholders entitled to appoint a member are determined annually on the basis of the shareholders' register of the Company maintained by Euroclear Finland Ltd on May 31 (previously August 31).

The Charter in the proposed amended form is available on the Company's website (www.huhtamaki.com).

21. Closing of the meeting

B. DOCUMENTS OF THE ANNUAL GENERAL MEETING

The above-mentioned proposals for the resolutions on the matters on the agenda of the Annual General Meeting, this notice, the Company's Remuneration Report, the amended Remuneration Policy for the Governing Bodies, the Articles of Association in the proposed amended form and the Charter of the Shareholders' Nomination Board in the proposed amended form are available on Huhtamäki Oyj's website (www.huhtamaki.com). The Annual Report, which includes the Company's Annual Accounts, the Consolidated Annual Accounts, the Directors' Report and the Auditor's Report, is also available on the above-mentioned website. The proposals for the resolutions and the other above-mentioned documents are also available at the venue of the Annual General Meeting. The minutes of the Annual General Meeting will be available on the above-mentioned website as from May 11, 2023, at the latest.

C. INSTRUCTIONS FOR THE PARTICIPANTS IN THE ANNUAL GENERAL MEETING

1. Shareholders registered in the shareholders' register

Each shareholder who is registered on the record date of the Annual General Meeting, April 17, 2023 in the shareholders' register of the Company maintained by Euroclear Finland Ltd is entitled to participate in the Annual General Meeting. Shareholders whose shares are registered on their personal Finnish book-entry account or equity savings account are registered in the shareholders' register of the Company.

The registration period for the Annual General Meeting commences on March 29, 2023. A shareholder who is registered in the shareholders' register of the Company and who wants to participate in the Annual General Meeting shall register for the Annual General Meeting by giving a prior notice of participation which must be received no later than on April 21, 2023 at 4:00 p.m. (EEST).

Such notice can be given:

a. on Huhtamäki Oyj's the website at www.huhtamaki.com

Electronic registration requires a strong electronic identification of the shareholder or the shareholder's proxy representative or legal representative with a Finnish or Swedish bank ID or mobile certificate.

b. by email to agm@innovatics.fi

c. by phone to +358 10 281 8909 from Monday to Friday 9:00 a.m. to 12:00 noon and 1:00 p.m. to 4:00 p.m. (EEST)

In connection with the registration, requested information must be provided, such as the name, date of birth or business ID, address, telephone number and email address of the shareholder, and the name of a possible assistant or proxy representative or legal representative as well as the date of birth of the proxy representative or legal representative. The personal data is used only in connection with the Annual General Meeting and with the processing of related necessary registrations.

Shareholders or their authorized representatives or proxy representatives shall, if required, be able to prove their identity and/or right of representation at the meeting venue.

2. Holders of nominee-registered shares

Holders of nominee-registered shares have the right to participate in the Annual General Meeting by virtue of such shares based on which they, on the record date of the Annual General Meeting, April 17, 2023, would be entitled to be registered in the shareholders' register of the Company maintained by Euroclear Finland Ltd. The right to participate in the Annual General Meeting requires, in addition, that the shareholder on the basis of such shares has been temporarily registered in the shareholders' register of the Company maintained by Euroclear Finland Ltd by April 24, 2023 at 10:00 a.m. (EEST) at the latest. As regards nominee-registered shares, this constitutes due registration for the Annual General Meeting.

Holders of nominee-registered shares are advised to request without delay the necessary instructions from their custodian regarding the temporary registration in the shareholders' register of the Company, the issuing of proxy authorization documents and voting instructions, as well as registration for the Annual General Meeting. The account manager of the custodian shall temporarily register a holder of nominee-registered shares who wants to participate in the Annual General Meeting into the shareholders' register of the Company at the latest by the time stated above.

For the sake of clarity, it is noted that holders of nominee-registered shares cannot register for the Annual General Meeting on the Company's website, but they must be registered by their custodians instead.

Further information on these matters can also be found on the Company's website (www.huhtamaki.com).

3. Proxy representatives and powers of attorney

Shareholders may participate in the Annual General Meeting and exercise their rights at the Annual General Meeting by way of proxy representation. Proxy representatives registering electronically

for the Annual General Meeting must identify themselves personally through strong electronic authentication, after which they can register on behalf of the shareholder they represent.

Proxy representatives shall produce a dated proxy document or otherwise in a reliable manner demonstrate their right to represent the shareholder at the Annual General Meeting. Proxy document template is available on the Company's website (www.huhtamaki.com).

If a shareholder participates in the Annual General Meeting by means of several proxy representatives representing the shareholder with shares at different securities accounts, the shares in respect of which each proxy representative represents the shareholder shall be identified in connection with the registration for the Annual General Meeting.

Possible proxy documents are requested to be delivered primarily in connection with the electronic registration as attachments or alternatively by email to agm@innovatics.fi or as originals by regular mail to Innovatics Oy, AGM / Huhtamäki Oyj, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland before the expiry of the registration period, by which time the proxy documents must be received. In addition to delivering proxy documents, shareholders or their proxy representatives must also register for the Annual General Meeting as instructed in this notice.

Shareholders that are legal persons may also, as an alternative to traditional proxy documents, use the electronic Suomi.fi authorization service for authorizing their proxy representatives. The representative is mandated in the Suomi.fi service at www.suomi.fi/e-authorizations (authorization topic "Representation at the General Meeting"). When registering for the Annual General Meeting on the Company's website, the authorized representatives shall identify themselves with strong electronic authentication, after which the electronic mandate is verified. The strong electronic authentication takes place with personal online banking credentials or a mobile certificate. For more information, see www.suomi.fi/e-authorizations.

4. Other instructions and information

The meeting language is Finnish. Simultaneous translation will be available in the meeting room into the English and, when relevant, Finnish languages.

No free parking has been arranged at the meeting venue.

The information concerning the Annual General Meeting required under the Finnish Companies Act and the Finnish Securities Market Act is available on the Company's website (www.huhtamaki.com). Pursuant to Chapter 5, Section 25 of the Finnish Companies Act, a shareholder who is present at the Annual General Meeting has the right to request information with respect to the matters to be considered at the meeting.

At the time of the announcement of this notice, on March 29, 2023, the total number of shares and votes in Huhtamäki Oyj is 107,760,385, which includes 3,222,204 own shares held by the Company or its subsidiaries. Such own shares do not carry voting rights.

Changes in shareholding occurring after the record date of the Annual General Meeting, April 17, 2023, will not affect the right to participate in the Annual General Meeting or the number of votes of such shareholder at the Annual General Meeting.

In Espoo, March 29, 2023
Huhtamäki Oyj
Board of Directors