

Proposals by Huhtamäki Oyj's Shareholders' Nomination Board to the Annual General Meeting of Shareholders 2023

Composition of the Board of Directors

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

The Shareholders' Nomination Board proposes to the AGM 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.

Remuneration and expense compensation of the members of the Board of Directors

The Shareholders' Nomination Board proposes to the AGM 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. Traveling 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.

Amendment to the Charter of the Shareholders' Nomination Board

The Shareholders' Nomination Board proposes to the AGM 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).