

NOTICE TO THE ANNUAL GENERAL MEETING OF DOVRE GROUP PLC

Notice is given to the shareholders of Dovre Group Plc ('Company') of the Annual General Meeting ('AGM') to be held on Wednesday, March 30, 2022 at 3.00 p.m. in the auditorium of the National Museum of Finland, at the address Mannerheimintie 34, 00100 Helsinki. The reception of the persons who have registered for the meeting and the distribution of voting tickets will commence at 2.30 p.m.

Shareholders representing over 38% of the outstanding shares of Dovre Group Plc have indicated that they will vote in favor of all proposals presented in this notice to the Annual General Meeting.

A. MATTERS ON THE AGENDA OF THE ANNUAL GENERAL MEETING

At the AGM, the following matters will be considered:

1. Opening of the meeting
2. Calling the meeting to order
3. Election of persons to confirm the minutes and to verify the counting of votes
4. Recording the legal convening of the meeting and quorum
5. Recording the attendance at the meeting and adoption of the voting list
6. Presentation of the annual accounts 2021, the report of the Board of Directors and the auditor's report
 - Review by the CEO of Dovre Group Plc
 - Review by the CEO of the Company's subsidiary Suvic Oy
7. Adoption of the annual accounts
8. Resolution on the use of the profit shown on the balance sheet and resolution on the payment of dividend

The parent company's distributable funds as on December 31, 2021 amounted to EUR 21,428,945.17. Board of Directors proposes to the Annual General Meeting that no dividend is paid in order to ensure the continued growth of the Renewable Energy segment.

9. Resolution on the discharge of the members of the Board of Directors and the CEO from liability
10. Adoption of the remuneration report for the Company's governing bodies

The Board of Directors proposes to the AGM that the Annual General Meeting adopts the remuneration report for the financial year of 2021.

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

The shareholders representing over 38% of the total shares in the Company propose to the AGM that the annual remuneration payable to the Board members shall be as follows: The chairman of the Board is paid EUR 40,000, the vice chairman of the Board EUR 33,000, and each other member of the Board EUR 25,000.

The shareholders also propose that reasonable travel expenses incurred by the Board members are compensated.

The remuneration of the members of the Board of Directors shall be paid in cash.

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

The shareholders representing over 38% of the total shares in the Company propose to the AGM that the number of Board members be set at four (4).

13. Election of the members of the Board of Directors

The shareholders representing over 38% of the total shares in the Company propose Ilari Koskelo, Antti Manninen and Svein Stavelin, all current members of the Board, to be reappointed as members of the Board and Sanna Outa-Ollila to be appointed as a new member of the Board.

Sanna Outa-Ollila (Finnish citizen, born in 1973) has graduated from the Helsinki University of Technology in 1998. She holds a degree of M.Sc. in Technical Physics. Outa-Ollila currently works as a Lead Product Manager in Tietoevry and has previous work experience from, inter alia, Analyste Oy and Nordea. Sanna Outa-Ollila's CV is attached to this Notice to the AGM.

14. Resolution on the remuneration of the auditor

The Board of Directors proposes to the AGM that the auditor's fee shall be paid according to the approved invoice from the auditor.

15. Election of the auditor

The Board of Directors proposes to the AGM that one auditor be elected for the Company. The Board of Directors proposes the election of Authorized Public Accountant firm BDO Oy as the Company's auditor. BDO Oy has informed that Authorized Public Accountant Henrik Juth will be the auditor in charge.

16. Authorizing the Board of Directors to decide on the repurchase of the Company's own shares

The Board of Directors proposes that the AGM resolves on authorizing the Board of Directors to decide on the repurchase of the Company's own shares, on the following conditions:

a) By virtue of the authorization, the Board is entitled to decide on repurchase of a maximum of 10,100,000 of the Company's own shares, corresponding to a maximum of approximately 9.5% of all shares in the Company.

b) The Company's own shares may be repurchased in deviation from the proportion to the holdings of the shareholders using the non-restricted equity and acquired on regulated market through trading on Nasdaq Helsinki Ltd at the share price prevailing at the time of acquisition. Shares will be acquired and paid for in accordance with the rules of Nasdaq Helsinki Ltd and Euroclear Finland Ltd.

c) The shares may be repurchased in order to be used as consideration in possible acquisitions or other arrangements related to the Company's business, to finance investments or as part of the Company's incentive program or the be held, otherwise conveyed or cancelled by the Company.

The Board of Directors shall decide on other matters related to repurchase of the Company's own shares.

The repurchase authorization is valid until June 30, 2023. The authorization revokes previous authorizations to acquire the Company's own shares.

17. Authorizing the Board of Directors to decide on the issuance of shares as well as the issuance of other special rights entitling to shares

The Board of Directors proposes that the AGM would resolve on authorizing the Board of Directors to decide on

- (i) the issuance of new shares and/or
- (ii) the conveyance of the Company's own shares and/or
- (iii) the granting of special rights referred to in Chapter 10, Section 1 of the Finnish Companies Act, on the following conditions:

By virtue of the authorization, the Board may also decide on a directed issue of shares and special rights, i.e. in deviation of the pre-emptive subscription rights of the shareholders, under the requirements of the law. By virtue of the authorization, a maximum of 10,100,000 shares may be issued, corresponding to a maximum of 9.5% of the Company's existing shares.

The Board may use the authorization in one or more instalments. The Board may use the authorization to finance or conclude acquisitions or other arrangements, to strengthen the Company's capital structure, for incentive programs or for other purposes decided by the Board. The new shares may be issued or the Company's own shares conveyed either against payment or free of charge. The new shares may also be issued as an issue without payment to the Company itself. The Board is authorized to decide on other terms of the issuance of shares and special rights. By virtue of the authorization, the Board of Directors may decide on the realization of the Company's own shares possibly held by the Company as pledge.

The authorization is valid until June 30, 2023. The authorization revokes earlier authorizations to issue shares and grant option rights and other special rights entitling to shares.

18. Amendment of the Articles of Association

The Board of Directors proposes that Article 3 – Field of Business of the Articles of Association of the Company would be amended to read as follows:

The Company provides project personnel and performs assignments for management consulting, project management and other professional tasks primarily in the energy, renewable energy, circular economy and infrastructure business areas. The Company's consultants can be either own employees, hired subcontractors or employees of a third party company. The Company develops, markets and sells project management, enterprise resource management and advanced augmented reality related software products and consulting services. In addition, the Company can own and operate factories and constructions companies that conduct business primarily in the energy, renewable energy and circular economy sectors. The company can produce and sell administrative services. The company can conduct securities trading, and own shares in other companies and real property.

19. Closing of the meeting

B. DOCUMENTS OF THE ANNUAL GENERAL MEETING

The above mentioned proposals of the Board of Directors relating to the agenda of the AGM as well as this notice are available on the Company's website www.dovregroup.com. The Company's annual report, which includes the Company's financial statements, the report of the Board of Directors, the auditor's report and the Corporate Government Statement, as well as the remuneration report, will be available on the above mentioned website during week 11. The proposals of the Board of Directors and the financial statements are also available at the AGM. Copies of these documents and of this notice will be sent to shareholders upon request.

C. INSTRUCTIONS FOR THE PARTICIPANTS IN THE ANNUAL GENERAL MEETING

1. The right to participate and registration

Each shareholder, who is registered on March 18, 2022 in the shareholders' register of the Company held by Euroclear Finland Ltd, has the right to participate in the AGM. A shareholder, whose shares are registered on his/her personal Finnish book-entry account, is registered in the shareholder register of the Company.

A shareholder, who is registered in the shareholder register of the Company and who wants to participate in the AGM, shall register for the meeting no later than March 25, 2022 10 a.m. by giving a prior notice of participation, which shall be received by the Company no later than on the above mentioned date and time.

Such notice can be given:

- a) on Dovre Group Plc's website at www.dovregroup.com
- b) by email to marja.saukkonen@dovregroup.com
- c) by telephone to Dovre Group Plc/Marja Saukkonen, tel. +358 50 385 4296

In connection with the registration, a shareholder shall notify his/her name, personal identification number, address, telephone number, and the name of a possible assistant or proxy representative and the personal identification number of a proxy representative. The personal data given to Dovre Group Plc is used only in connection with the AGM and with the processing of related necessary registrations.

2. Holders of nominee registered shares

A holder of nominee registered shares has the right to participate in the AGM by virtue of such shares, based on which he/she would be entitled to be registered in the shareholder register of the Company held by Euroclear Finland Ltd on the record date of the AGM on March 18, 2022. The right to participate in the AGM requires, in addition, that the shareholder has, on the basis of such shares, been registered into the temporary shareholder register held by Euroclear Finland Ltd. at the latest by March 25, 2022 by 10 a.m. In regards to nominee registered shares this constitutes due registration for the AGM.

A holder of nominee registered shares is advised to request without delay necessary instructions regarding the registration in the temporary shareholder register of the Company, the issuing of proxy documents and registration for the AGM from his/her 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 AGM, into the temporary shareholder register of the Company at the latest by March 25, 2022 by 10 a.m.

3. Proxy representative and powers of attorney

A shareholder may participate in the AGM and exercise his/her rights at the meeting by way of proxy representation. A proxy representative shall produce a duly dated proxy document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder at the AGM. When a shareholder participates in the AGM 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 AGM.

Any proxy documents should be delivered in original to Dovre Group Plc/Marja Saukkonen, Ahventie 4 B, 02170 Espoo, Finland, or as a scanned copy by email to marja.saukkonen@dovregroup.com by the last date of registration.

4. Other information

Pursuant to Chapter 5, Section 25 of the Companies Act, a shareholder who is present at the AGM has the right to request information with respect to the matters to be considered at the meeting

On the date of this notice to the AGM, March 9, 2022, the total number of shares and votes in Dovre Group Plc is 105,956,494.

Espoo, March 9, 2022

DOVRE GROUP PLC
Board of Directors

For further information please contact Mr Arve Jensen, CEO, tel. +47 90 60 78 11 or Ms Sirpa Haavisto, CFO, tel. +358 20 436 2000.

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