

NOHO PARTNERS PLC

26 May 2020

Proposals of the Board of Directors to the Annual General Meeting to be held on 16 June 2020**RESOLUTION ON THE USE OF THE PROFIT SHOWN ON THE BALANCE SHEET ON PAYMENT OF DIVIDENDS**

The Board of Directors proposes that no dividend be paid for the financial period 2019.

RESOLUTION ON THE REMUNERATION OF THE AUDITOR

The board of directors proposes that the auditor be remunerated in accordance with the invoice approved by the company.

ELECTION OF THE AUDITOR

The board of directors proposes that the audit firm Ernst & Young Oy, which has informed the company that Juha Hilmola, APA, will serve as the responsible auditor, be elected as the company's auditor for a term that ends at the end of the first annual general meeting following the election.

AUTHORISATION OF THE BOARD OF DIRECTORS TO DECIDE ON THE REPURCHASE OF COMPANY'S OWN SHARES

The board of directors proposes that the general meeting withdraw previous unused authorisations to acquire the company's own shares and authorise the board of directors to decide upon the purchase of a maximum of 800,000 of the company's own shares in one or several tranches using the company's unrestricted equity under the following conditions:

The shares are to be acquired in public trading arranged by Nasdaq Helsinki Ltd, due to which the purchase will take place in directed manner, i.e. otherwise than in proportion to the shareholdings of the shareholders, and the consideration paid for the shares will be the market price of NoHo Partners Plc's shares at the time of the purchase. Shares are to be acquired to be used to finance or implement potential mergers or acquisitions or other arrangements, to implement the company's incentive schemes or for other purposes decided by the company's board of directors. The maximum number of shares that can be acquired corresponds to approximately 4.2% of all of the shares and votes in the company calculated based on the number of shares on the date of the notice convening the general meeting.

The board of directors will decide upon other terms related to the repurchase of company shares.

The authorisation is proposed to remain in force until the end of the next annual general meeting, but for no more than 18 months from the general meeting's resolution on the authorisation.

AUTHORISATION OF THE BOARD OF DIRECTORS TO DECIDE ON THE ISSUANCE OF SHARES AND/OR THE ISSUANCE OF OPTION RIGHTS AND OTHER SPECIAL RIGHTS ENTITLING TO SHARES

The board of directors proposes that the general meeting withdraw previous share issue authorisations and authorise the board of directors to decide on the issuance of shares and/or the issuance of option rights or other special rights entitling to shares as follows:

The maximum number of shares to be issued pursuant to the authorisation in one or more tranches is 3,000,000, corresponding to approximately 15.7% of all registered shares in the company calculated based on the number of shares on the date of the notice convening the general meeting. Special rights may be

issued with a right to set off the subscription price of the share against a receivable that the subscriber has from the company.

The share issue and/or issue of option rights or other special rights can be carried out in deviation from the shareholders' pre-emptive subscription right (directed issue).

The authorisation can be used, for example, to implement mergers or acquisitions or financing arrangements, to develop the company's equity structure, to improve the liquidity of the company's shares, to implement the company's incentive schemes or for other purposes decided by the company's board of directors. Under the authorisation, a maximum of 568,950 shares may be issued for the implementation of the company's incentive schemes, which corresponds to approximately 3.0% of all registered shares in the company on the date hereof.

Under the authorisation, the board of directors may issue either new shares or treasury shares. The board of directors would be authorised to decide on all other conditions of the issuance of shares and/or option rights or other special rights.

It is proposed that the authorisation be valid until 30 June 2022.