

Proposals of the Board of Directors to the Annual General Meeting to be held on 23 March 2022

1. Resolution on the use of the profit shown on the balance sheet and the distribution of funds

The Company's distributable equity as at 31 December 2021 totalled EUR 52,231,814, of which the net profit for the year 2021 was EUR 19,743,436.

The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0.15 per share be paid based on the balance sheet to be adopted for the financial year which ended 31 December 2021 and the remaining part of profit be retained and carried further in the Company's unrestricted equity.

The dividend shall be paid to shareholders who on the dividend record date 25 March 2022 are registered in the Company's shareholders' register held by Euroclear Finland Oy. The dividend shall be paid on 1 April 2022.

The dividend proposal of the Board of Directors exceeds the minority dividend referred to in Chapter 13, Section 7 of the Companies Act. Therefore, shareholders will not be able to demand and vote for a minority dividend.

2. Presentation of the Remuneration Report for Governing Bodies

As shareholders can only participate in the Annual General Meeting by voting in advance, the Company's remuneration report for governing bodies for the financial year 2021, which will be published by way of a stock exchange release and will also be made available on the Company's website at www.rapalavmc.com on 2 March 2022 at the latest will be deemed to have been presented to the Annual General Meeting. The resolution by the Annual General Meeting on the approval of the remuneration report is advisory.

The remuneration report will be made available on the Company's website at www.rapalavmc.com on 2 March 2022 at the latest.

3. Resolution on the remuneration of the auditor

The Board of Directors proposes that the remuneration of the auditor be paid according to the invoice approved by the Company.

4. Election of the auditor

The Board of Directors proposes that Ernst & Young Oy, Authorised Public Accountants Firm, be re-elected as the Company's auditor for a term that will continue until the end of the next Annual General Meeting.

5. Authorising the Board of Directors to resolve on the issuance of shares

The Board of Directors proposes that the Board be authorised to resolve on one or several share issues and the issues of special rights entitling to shares as defined in Chapter 10, Section 1 of the Companies Act as follows. By virtue of the authorisation the Board is entitled to issue up to 3,900,000 shares corresponding at present to 10.00 per cent of all current shares. The share issue and shares granted by virtue of special rights are included in the above-mentioned maximum number. The authorisation can also be used for incentive arrangements for the management and key person, however, not more than 900,000 shares in total.

The share issue may either be made against payment or without payment. The authorisation entitles the Board of Directors to issue the shares or special rights otherwise than in proportion to the shareholdings of the shareholders (directed share issue) if there is a weighty financial reason for doing so from the Company's point of view. The directed share issue may be without payment only if there is an especially weighty financial reason for doing so from the Company's point of view and taking the interests of the Company's all shareholders into consideration. The Board would be authorised to resolve on all terms and conditions of share issues and the issues of special rights. The authorisation covers both the issuance of new shares and the transfer of own shares. This authorisation shall be effective until 23 September 2023. If this authorisation is accepted, it shall cancel the authorisation to repurchase the Company's shares granted to the Board of Directors by the Annual General Meeting on 25 March 2021.

6. Authorising the Board of Directors to resolve on the repurchase of the Company's own shares

The Board of Directors proposes that the Board of Directors be authorised to resolve, in one or several instalments, on the repurchase of maximum of 2,000,000 of the Company's own shares. The proposed maximum number of shares corresponds to approximately 5.13 per cent of the Company's registered total number of shares at the time of the proposal.

The shares would be repurchased using the Company's invested unrestricted shareholders' equity, and thus, the repurchases will reduce funds available for distribution. The shares could be repurchased for developing the Company's capital structure, for financing or carrying out potential corporate acquisitions or other business arrangements, to be used as a part of the Company's remuneration or incentive plan or to be otherwise transferred further, retained by the Company as treasury shares, or cancelled, for example.

In accordance with the resolution of the Board of Directors, the shares could also be repurchased otherwise than in proposition to the existing shareholdings of the Company as directed repurchases at the market price of the shares quoted on the trading venues where the Company's shares are traded or at the price otherwise established on the market at the time of the repurchase.

The Board of Directors shall resolve on all other matters related to the repurchase of the Company's own shares, including on how shares will be repurchased. Among other means, derivatives may be used in acquiring the shares. The authorisation is proposed to be effective for 18 months from the close of the Annual General Meeting i.e. until 23 September 2023. If this authorisation is accepted, it shall cancel the authorisation to repurchase the Company's shares granted to the Board of Directors by the Annual General Meeting on 25 March 2021.

Helsinki, 28 February 2022

RAPALA VMC CORPORATION

Board of Directors

PROPOSALS OF THE SHAREHOLDERS TO THE ANNUAL GENERAL MEETING TO BE HELD ON 23 MARCH 2022

1 Resolution on the remuneration of the members of the Board of Directors

Shareholders together representing approximately 38.73 per cent of the shares and votes of the Company propose that the annual remuneration to the members of the Board of Directors would be as follows: EUR 80,000 for the Chairman and EUR 30,000 for other members of the Board of Directors. Board members are proposed to be paid EUR 1,000 per meeting for attendance at board and its committee meetings. Board members' remuneration will not be paid to Board members who have an employment or service contract with the Company.

2 Resolution on the number of members of the Board of Directors

Shareholders together representing approximately 38.73 per cent of the shares and votes of the Company propose that the proposes the number of members of the Board of Directors be resolved to be six (6).

3 Election of members of the Board of Directors

Shareholders together representing approximately 38.73 per cent of the shares and votes of the Company propose to the General Meeting that the current board members Emmanuel Viellard, Jorma Kasslin, Marc Speeckaert, Julia Aubertin, Louis d'Alançon and Vesa Luhtanen are re-elected for term that will continue until the end of the next Annual General Meeting. Further information on proposed members and their independence is available on the Company's website at www.rapalavmc.com.