

Rapala VMC Corporation's Notice to the Annual General Meeting

Notice is given to the shareholders of Rapala VMC Corporation ("**Rapala**" or the "**Company**") to the Annual General Meeting to be held on Wednesday 23 March 2022 starting at 10:00 a.m. (EET) at the address Mäkelänkatu 87, FI-00610, Helsinki, Finland.

The Company's Board of Directors has resolved on exceptional meeting procedures based on the temporary legislative act to limit the spread of the Covid-19 pandemic (375/2021), which entered into force on 8 May 2021. In order to ensure the health and safety of the shareholders, employees and other stakeholders of the Company, the Annual General Meeting will be organised without shareholders' and their proxy representatives' presence at the Annual General Meeting venue. Shareholders can participate in the Annual General Meeting and use their shareholder rights in connection with the Annual General Meeting by voting in advance (either personally or through a proxy representative), by submitting counterproposals in advance and by asking questions in advance in the manner described below. Proxy representatives must also vote in advance in the manner described below. For further instructions, please refer to Section C. "Instructions for the Participants in the Annual General Meeting" of this notice.

The Chairman of the Board of Directors, the members of the Board of Directors, the CEO, other management of the Company and the Auditor will not attend the Annual General Meeting and no webcast will be provided. A pre-recorded presentation by the Company's CFO, Jan-Elof Cavander, will be published on the Company's website on 11 March 2022. The presentation is not a part of the Annual General Meeting.

A. MATTERS ON THE AGENDA OF THE ANNUAL GENERAL MEETING

At the Annual General Meeting, the following matters will be considered:

- 1. Opening of the meeting**
- 2. Calling the meeting to order**

Attorney-at-law Outi Raitasuo shall act as the Chairman of the meeting. If due to weighty reasons Outi Raitasuo is not able to act as Chairman, the Board of Directors shall appoint another person it deems best suitable to act as Chairman.

- 3. Election of persons to scrutinize the minutes and to supervise the counting of votes**

The Company's group legal counsel Tuomo Leino shall scrutinize the minutes and supervise the counting of the votes. If Tuomo Leino due to weighty reasons is not able to act as the person to scrutinize the minutes and to supervise the counting of the votes, the Board of Directors shall appoint another person it deems best suitable to act as the person to scrutinize the minutes and to supervise 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**

Shareholders who have voted in advance in accordance with the instructions set out in this notice and who have the right to attend the Annual General Meeting in accordance with Chapter 5, Sections 6 and 6a of the Finnish Limited Liability Companies Act will be recorded to have attended the Annual General Meeting. The list of votes will be adopted according to the information provided by Euroclear Finland Oy.

6. **Presentation of the Financial Statements, the Consolidated Financial Statements, the Report of the Board of Directors and the Auditor's Report for the year 2021**

As shareholders can only participate in the Annual General Meeting by voting in advance, the Financial Statements, the Consolidated Financial Statements, the Report of the Board of Directors and the Auditor's Report, to be published by the Company on 2 March 2022 at the latest and which will be 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.

7. **Adoption of the Financial Statements**
8. **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.

9. **Resolution on the discharge of the members of the Board of Directors and the CEO from liability for the financial year 2021**
10. **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.

11. 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.

12. 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).

13. 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'Alañon 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.

14. 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.

15. 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.

16. 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.

17. 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.

18. Closing of the meeting

B. DOCUMENTS OF THE ANNUAL GENERAL MEETING

The above-mentioned resolution proposals relating to the agenda of the Annual General Meeting as well as this notice are available on Rapala VMC Corporation's website at www.rapalavmc.com. The Financial Statements, the Consolidated Financial Statement, the Report of the Board of Directors, the Auditor's Report as well as the remuneration report for governing bodies for the financial year 2021, will be available on the above-mentioned website no later than on 2 March 2022. Copies of these documents and of this notice will be sent to shareholders upon request. The minutes of the meeting will be available on the above-mentioned website as from 6 April 2022, at the latest.

C. INSTRUCTIONS FOR THE PARTICIPANTS IN THE ANNUAL GENERAL MEETING

In order to limit the spread of the Covid-19 pandemic, shareholders can participate in the meeting and use their shareholder rights only by voting in advance (either personally or through a proxy representative), by submitting counterproposals in advance and by asking questions in advance in the manner described below. Proxy representatives must also vote in advance in the manner described below.

1. The right to participate

Each shareholder, who is on the record date for the Annual General Meeting on 11 March 2022 registered in the shareholders' register of the Company held by Euroclear Finland Oy, has the right to participate in the Annual General Meeting. A shareholder, whose shares are registered on his/her personal Finnish book-entry account, is registered in the shareholders' register of the Company. If you do not have a Finnish book-entry account, see section 4. "Holders of nominee-registered shares".

2. Registration and voting in advance

The registration for the Annual General Meeting and advance voting will begin on 7 March 2022 at 12:00 noon (EET) when the deadline for submitting counterproposals has passed. A shareholder who is registered in the shareholders'

register of the Company and wishes to participate in the Annual General Meeting by voting in advance, shall register for the Annual General Meeting and vote in advance by 16 March 2022 at 4:00 p.m. (EET) by which time the votes must have been received.

A shareholder whose shares are registered on the shareholder's Finnish book-entry account can register and vote in advance on certain matters on the agenda of the Annual General Meeting from 7 March 2022 at 12:00 noon (EET) until 16 March 2022 at 4:00 p.m. (EET):

- (a) Through the Company's website at www.rapalavmc.com.

The Finnish personal identity code or business ID and book-entry account number of the shareholder is needed for voting in advance. When a shareholder who is individual logs in to Euroclear Finland Oy's service via the Company's website, he or she is directed to strong electronic identification. For shareholders that are legal persons strong electronic identification is not required. Strong electronic authentication takes place either with a Finnish bank ID or a Finnish mobile certificate.

If the shareholders who are legal persons use the electronic Suomi.fi e-authorisation, registration requires a strong electronic authentication of the authorised person by using a Finnish bank ID or Finnish mobile certificate.

- (b) Through email or mail

Shareholders may submit the advanced voting form available on the Company's website or corresponding information to Euroclear Finland Oy by email to yhtiokokous@euroclear.eu or by mail to Euroclear Finland Oy, Annual General Meeting / Rapala VMC Corporation, P.O. Box 1110, FI-00101 Helsinki, Finland.

If a shareholder participates in the Annual General Meeting by way by sending votes in advance by regular mail or by email to Euroclear Finland Oy, the delivery of the votes before the ending of the registration period and the advance voting shall constitute registration for the Annual General Meeting, if the above-mentioned information required for the registration is delivered at the same time.

Instructions for voting will be available on the Company's website at www.rapalavmc.com at the latest on 7 March 2022 at 12:00 noon (EET). If needed, additional information is also available through email at agm@rapalavmc.com.

Requested information shall be given by the shareholder or the proxy representative in connection with the registration. The personal data given to Rapala or Euroclear Finland Oy is used only in connection with the Annual General Meeting and with the processing of related registrations.

3. Proxy representative and powers of attorney

A shareholder may participate in the Annual General Meeting and exercise his/her rights at the meeting by way of proxy representation. Also, the proxy representative of a shareholder may only participate by voting in advance in the manner instructed above.

Proxy documents should be delivered by email to yhtiokokous@euroclear.eu or by regular mail to Euroclear Finland Oy, Annual General Meeting / Rapala VMC Corporation, P.O. Box 1110, FI-00101 Helsinki, Finland or before the last date for registration, by which time the proxy documents must be received.

A proxy representative shall provide a dated proxy document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder. Should a shareholder participate in the Annual General Meeting by means of several proxy representatives representing the shareholder with shares in different book-entry accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration.

Delivery of a proxy to the Company in accordance with the applicable instructions before the expiry of the registration and advance voting period constitutes due registration for the Annual General Meeting, provided that all required information is included in the proxy documents. In addition, proxy representatives must also vote in advance in the manner described in this notice.

Further information will also be available on the Company's website at www.rapalavmc.com.

Shareholders that are legal persons can also use the electronic Suomi.fi authorisation service instead of the traditional proxy in Euroclear Finland Oy's general meeting service. In this case, the shareholder that is legal person authorises an assignee nominated by it in the Suomi.fi service at www.suomi.fi/e-authorisations using the authorisation topic "Representation at the General Meeting". The assignee must identify himself/herself with strong electronic authentication in Euroclear Finland Oy's general meeting service when registering, after which the electronic mandate is automatically checked. The strong electronic authentication works with a Finnish bank ID or a Finnish mobile certificate. More information on www.suomi.fi/e-authorisations and Company's website at www.rapalavmc.com.

4. Holder of nominee-registered shares

A holder of nominee-registered shares has the right to participate in the Annual General Meeting by virtue of such shares, based on which the shareholder on the record date of the Annual General Meeting on 11 March 2022, would be entitled to be registered in the shareholders' register of the Company held by Euroclear Finland Oy. 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 into the shareholders' register held by Euroclear Finland Oy at the latest by 18 March 2022 at 10:00 a.m. (EET). As regards nominee-registered shares this constitutes due registration for the Annual General Meeting. Changes in shareholding after the record date do not affect the right to participate in the meeting or the number of voting rights held in the meeting.

A holder of nominee-registered shares is advised to request without delay necessary instructions regarding the temporary registration in the shareholders' register of the Company, the issuing of proxy documents and registration for the Annual General Meeting from his/her custodian bank. The account manager of the custodian bank has to register a holder of nominee-registered shares, who wishes to participate in the Annual General Meeting, temporarily in the shareholders' register of the Company by the time stated above at the latest. In addition, the account management organisation of the custodian bank shall arrange advance voting on behalf of the holders of nominee-registered shares within the registration period for nominee-registered shares.

5. Other instructions and information

Shareholders who hold at least one hundredth (1/100) of all shares in the Company are entitled to make counterproposals subject for voting to the agenda points of the Annual General Meeting. Such counterproposals shall be delivered to the Company by email to agm@rapalavmc.com or by mail to Rapala VMC Corporation, AGM, Mäkelänkatu 87, FI-00610 Helsinki, Finland no later than by 4 March 2022 at 4:00 p.m. (EET), by which time the counterproposals must be received by the Company.

In connection with making a counterproposal, shareholders are required to provide adequate evidence of their shareholding. A counterproposal is eligible for voting at the Annual General Meeting if the shareholders who have made the counterproposal have the right to attend the meeting and on the record date of the Annual General Meeting represent at least one hundredth (1/100) of all shares in the Company. If a counterproposal is not eligible for voting at the Annual General Meeting, the votes given in favour of such a counterproposal will not be taken into account. The Company will publish potential counterproposals eligible for voting on the Company's website at www.rapalavmc.com on 7 March 2022 at the latest.

A shareholder has the right to ask questions with respect to the matters to be considered at the Annual General Meeting pursuant to Chapter 5, Section 25 of the Finnish Limited Liability Companies Act. Such questions must be sent by email to agm@rapalavmc.com or by mail to Rapala VMC Corporation/AGM, Mäkelänkatu 87, FI-00610 Helsinki, Finland at the latest by 9 March 2022 at 4:00 p.m. (EET), by which time the questions must be received by the Company.

Such questions by shareholders, responses to such questions by the Company as well as any counterproposals not eligible for voting will be available on the Company's website at www.rapalavmc.com on 14 March 2022 at the latest. In



connection with asking questions, shareholders are required to provide adequate evidence of their shareholding.

On the date of this notice to the Annual General Meeting 28 February 2022, the total number of shares and votes in Rapala is 39,000,000.

Helsinki, 28 February 2022

RAPALA VMC CORPORATION

Board of Directors

For further information, please contact:
Olli Aho, General Counsel, tel. +358 9 7562 540

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About Rapala VMC Corporation

Rapala group is the world's leading fishing tackle company and the global market leader in fishing lures, treble hooks and fishing related knives and tools. Group has a strong global position also in other fishing categories and Rapala's distribution network is largest in the fishing industry. The main manufacturing facilities are in Finland, France, Estonia, Russia, Indonesia and the UK. Rapala group's brand portfolio includes the leading brand in the industry, Rapala, and other global brands like VMC, Suffix, Storm, Blue Fox, Luhr Jensen, Williamson, Dynamite Baits, Mora Ice, StrikeMaster, Marttiini, Peltonen and 13 Fishing outside of the USA as well as Okuma in Europe and Russia. Group, with net sales of EUR 294 million in 2021, employs some 1 800 people in approximately 40 countries. Rapala VMC Corporation's share is listed and traded on the Nasdaq Helsinki stock exchange since 1998.