

Proposals of the Board of Directors to the Annual General Meeting 2023 of Nixu Corporation

8. Resolution on the use of the profit shown on the Balance Sheet and the payment of dividend

The Board of Directors proposes to the Annual General Meeting that, based on the balance sheet to be adopted for the financial year of January 1 to December 31, 2022, the loss of the company for the financial year, EUR 1,560,329.94, shall be transferred to the retained earnings / loss account and that no dividend shall be paid to the shareholders of the company.

11b Resolution on the remuneration of the members of the Board of Directors for the term of office that begins conditional on the registration of the redemption right and obligation

The Board of Directors proposes to the Annual General Meeting on DNV AS's request that the remuneration of the members of the Board of Directors, elected in accordance with item 14b of this proposal to the General Meeting, shall be paid in cash as follows:

- The Chairman of the Board of Directors shall be paid a total of EUR 57,600 as a fixed annual remuneration,
- the Deputy Chairman of the Board of Directors shall be paid a total of EUR 39,600 as a fixed annual remuneration, and
- other Members of the Board of Directors shall be paid a total of EUR 26,400 as a fixed annual remuneration.

If the term of office of a member of the Board of Directors ends before the Annual General Meeting of 2024, the annual remuneration will be paid to the member of the Board of Directors in proportion to the length of their term.

In addition to the annual remuneration mentioned above, a meeting specific remuneration of EUR 360 shall be paid in cash for attendance in person at a meeting held outside of the member's country of residence.

In addition, as a remuneration for the work in the Audit Committee, the members of the Board of Directors shall be paid as follows:

- The Chair of the Audit Committee shall be paid in cash a fixed annual remuneration of EUR 4,800; and

- other Members of the Audit Committee shall be paid in cash a fixed annual remuneration of EUR 2,400.

As a remuneration for the work in the Personnel and Remuneration Committee, the members of the Board of Directors shall be paid as follows:

- The Chair of the Committee shall be paid in cash a fixed annual remuneration of EUR 2,400; and
- other Members of the Committee shall be paid in cash a fixed annual remuneration of EUR 1,200.

If the term of office of a member of the Committee ends before the Annual General Meeting of 2024, the annual remuneration will be paid to the member in proportion to the length of their term.

In addition, travel expenses of the members of the Board of Directors shall be reimbursed in accordance with the company's travel policy.

Liv A. Hovem ja Thor H.B. Winther have indicated that they will abstain from receiving the remuneration of a member of the Board of Directors and Committees.

13b Resolution on the number of members of the Board of Directors for the term of office that begins conditional on the registration of the redemption right and obligation

The Board of Directors proposes to the Annual General Meeting on DNV AS's request that the number of members of the Board of Directors would be four for the term of office beginning when the right and obligation of DNV AS, who has made the tender offer, to redeem minority shares in Nixu Corporation is registered with the Finnish Trade Register and running until the end of the following Annual General Meeting to be held in 2024. If the redemption right and obligation has been registered before the beginning of the Annual General Meeting of 2023, the term of office referred to herein would begin immediately upon the end of the General Meeting.

14b Election of the members and the Chairman of the Board of Directors for the term of office that begins conditional on the registration of the redemption right and obligation

The Board of Directors proposes to the Annual General Meeting on DNV AS's request that the current members of the Board of Directors Joakim Karske and Anders Silwer would be re-elected and Liv A. Hovem and Thor H.B. Winther would be elected as new members of the Board of Directors. In addition, the Board of Directors proposes on

DNV AS's request that Thor H.B. Winther is elected as the Chairman of the Board of Directors.

The term of office of the proposed members of the Board of Directors would begin once the right and obligation of DNV AS, who has made the tender offer, to redeem minority shares in Nixu Corporation is registered with the Finnish Trade Register and run until the end of the following Annual General Meeting to be held in 2024. If the redemption right and obligation has been registered before the beginning of the Annual General Meeting of 2023, the term of office of the proposed members of the Board of Directors will begin immediately upon the end of the General Meeting.

The CVs and independence assessments for each current member of the Board of Directors are available on the company's website at <https://www.nixu.com/investors/board-directors>.

The CVs and independence assessments for each new member of the Board of Directors are available on the company's website at <https://www.nixu.com/investors/nixu-agm-2023>. As at the date of this notice of the General Meeting, the proposed new members of the Board of Directors are independent of the company and of the company's major shareholders. The proposed new members of the Board of Directors are not independent of DNV AS.

All the nominees have given their consent for the position.

15. Resolution on the remuneration of the auditor

The Board of Directors proposes to the Annual General Meeting in accordance with the recommendation of the Audit Committee of the Board of Directors that the remuneration of the auditor to be elected shall be paid according to a reasonable invoice of the auditor approved by the company.

16. Election of the auditor

The Board of Directors proposes to the Annual General Meeting in accordance with the recommendation of the Audit Committee of the Board of Directors that the audit firm PricewaterhouseCoopers Oy shall be re-elected as the auditor of the company for the Financial Year 2023. PricewaterhouseCoopers Oy has announced that Panu Vänskä, Authorized Public Accountant, would act as the auditor in charge.

17. Authorizing the Board of Directors to resolve on the repurchase of the company's own shares

The Board of Directors proposes that the Annual General Meeting resolves to authorize the Board of Directors to resolve on the repurchase of the company's own shares in one or several instalments as follows:

Up to 744,569 shares can be repurchased using funds belonging to the unrestricted equity of the company. The proposed amount corresponds to approximately ten (10) per cent of all the shares in the company on the date of the notice, taking into account the company's own shares already held by the company. Repurchases under the authorization are proposed to be carried out on a marketplace the rules of which allow the company to trade with its own shares. The shares shall be repurchased through public trading on the marketplaces where the shares in the company are admitted to public trading. The consideration for the shares to be repurchased shall be based on the market price.

The authorization shall also entitle the Board of Directors to resolve on a repurchase of shares otherwise than in proportion to the shares owned by the shareholders (directed acquisition). In such event, there must exist a weighty financial reason for the company for the repurchase of its own shares.

The shares may be repurchased to implement arrangements in relation to the company's business operations, to implement the company's share-based incentive programs or to be otherwise transferred or cancelled. In addition, the company can repurchase shares from the marketplace for the account of individual members of the Board of Directors in order to pay the remuneration of the members of the Board of Directors, either in whole or in part. The repurchased shares can also be held by the company itself.

The Board of Directors is authorized to resolve on all other conditions and matters related to the repurchase of the company's own shares. The repurchase of the company's own shares will reduce the unrestricted equity of the company.

The authorization is proposed to remain in force until the end of the next Annual General Meeting, however, until June 30, 2024 at the latest, and it would replace the previously granted authorization regarding the repurchase of the company's own shares.

18. Authorizing the Board of Directors to resolve on the issuance of shares and the issuance of special rights entitling to shares and the disposal of the company's own shares

The Board of Directors proposes that the Annual General Meeting resolves to authorize the Board of Directors to resolve on the issuance of new shares through a share issue or the issuance of special rights entitling to shares, referred to in Chapter 10, Section 1 of the Finnish Limited Liability Companies Act, and/or disposal of the company's own shares held by the company as follows:

The Board of Directors may, in one or more tranches, issue new shares or special rights entitling to shares in accordance with Chapter 10, Section 1 of the Finnish Limited Liability Companies Act and dispose treasury shares. The total number of shares to be issued under the authorization may not exceed 1,489,138. The authorization includes the right to resolve to issue either new shares or to transfer treasury shares either against payment or without consideration.

New shares or treasury shares may be issued in deviation from the shareholder's pre-emptive rights, if there exists a weighty financial reason for the company to implement such directed share issue or, in the case of an issue without consideration, an especially weighty financial reason for it, both for the company and with regard to the interests of all the shareholders of the company.

The Board of Directors is authorized to resolve on all other conditions and matters related to the issuance of shares, option rights and other special rights entitling to shares as well as the disposal of treasury shares.

The authorization may be exercised inter alia to develop the capital structure, to expand the ownership base, for the payment of consideration in transactions, when acquiring assets related to the company's business operations and to implement incentive programs so that the shares would be issued directly to the employees and CEOs of the company and its subsidiaries. The proposed maximum number of shares corresponds to approximately 20 per cent of all the registered shares in the company and out of this authorization, a number of shares corresponding up to 5 per cent of all the registered shares in the company can be used as an incentive for the personnel.

The authorization is proposed to remain in force until the end of the next Annual General Meeting, however, until June 30, 2024 at the latest, and it would replace the previously granted authorizations to resolve on the issuance of shares and special rights entitling to shares.