

PROPOSALS TO THE ANNUAL GENERAL MEETING

PROPOSALS OF THE SHAREHOLDERS' NOMINATION BOARD TO TELESTE'S ANNUAL GENERAL MEETING

The General Meeting of Shareholders of Teleste Corporation, held on April 22, 2020, decided, by proposal of Teleste's Board of Directors, to set up a Shareholders' Nomination Board. The Nomination Board has submitted its proposals to Teleste's Board of Directors, to be presented to the Annual General Meeting of 2024.

Resolution on the number of members of the Board of Directors

The Shareholders' Nomination Board proposes to the General Meeting that the number of members of the Board of Directors remains unchanged and would be six (6).

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

The Shareholders' Nomination Board proposes to the General Meeting that the remuneration of the Board of Directors remains unchanged and that the following annual remuneration be paid to the members of the Board of Directors to be elected at the General Meeting: EUR 66,000 per year for the chairman and EUR 33,000 per year for each member. The annual remuneration of the member of the Board of Directors who acts as the chairman of the Audit Committee would be EUR 49,000 per year.

It is proposed that out of the annual remuneration to be paid to the members of the Board of Directors, 40 per cent of the total gross remuneration amount will be used to purchase Teleste Corporation's shares for the members of the Board of Directors through trading on regulated market organized by Nasdaq Helsinki Ltd, and the rest will be paid in cash.

No separate meeting fee is to be paid to the members of the Board of Directors or to the Chairmen of the Board of Directors' Committees. A meeting fee of EUR 400 per meeting is to be paid to the members of the Board of Directors' Committees for those committee meetings that they attend.

Election of the members of the Board of Directors

The Shareholders' Nomination Board proposes to the General Meeting that the following current members of the Board of Directors be re-elected for the new term of office, extending until the end of the next Annual General Meeting: Timo Luukkainen, Jussi Himanen, Vesa Korpimies, Mirel Leino-Haltia and Kai Telanne. Current board member Heikki Mäkijärvi will no longer continue as a board member. The Shareholders' Nomination Board proposes that Anni Ronkainen be elected as a new member.

Anni Ronkainen (b. 1966, M.Sc. (Econ.)) is a seasoned board professional excelling in digital transformation, change management, data and analytics, digital development, P/L management, and people, competence, and performance management. She has previously acted as EVP and Chief Digital Officer at Kesko Oyj between 2015-2023, Country Manager Finland and Industry Head at Google Finland between 2008-2015, CEO of McCann Helsinki Group between 2006-2008, and held several leadership positions in Satama Finland (Satama Interactive), Publicis-Törmä and Consumer Compass. Ronkainen currently serves as a member of the Board of Directors of Loihde Plc, Posti Group Corporation, Lassila & Tikanoja plc, Aallon Group Oyj, Kontiotuote Oy and Fennia Mutual Insurance Company.

All persons mentioned have been assessed to be independent of the Company and its significant shareholders, with the exception of Timo Luukkainen and Vesa Korpimies, who have been assessed to be independent of the Company but not of its significant shareholders on the following grounds: Timo Luukkainen acts as the chairman of Tianta Oy's Board of Directors and Vesa Korpimies acts as the CEO and member of the Board of Directors of Tianta Oy.

All persons proposed as members of the Board of Directors have given their consent to the election.

PROPOSALS OF THE BOARD OF DIRECTORS TO TELESTE'S ANNUAL GENERAL MEETING**Resolution on the use of the profit shown on the balance sheet and the payment of dividend**

The Board of Directors proposes to the General Meeting that no dividend be paid based on the adopted balance sheet for the financial year that ended on 31 December 2023.

Remuneration report

The Board of Directors proposes that the remuneration report of the Company's governing bodies for 2023 be approved. The resolution is advisory in accordance with the Finnish Companies Act.

The remuneration report is available on the Company's website www.teleste.com/AGM no later than three weeks before the General Meeting.

Remuneration policy

The Board of Directors proposes that the remuneration policy for the Company's governing bodies be approved. The resolution is advisory in accordance with the Finnish Companies Act.

The remuneration policy is available on the Company's website www.teleste.com/AGM no later than three weeks before the General Meeting.

Resolution on the remuneration of the auditor

The Board of Directors proposes, in accordance with the Audit Committee's recommendation, that the auditor's fee would be paid according to an invoice approved by the Company.

Election of the auditor

The Board of Directors proposes, in accordance with the Audit Committee's recommendation, that PricewaterhouseCoopers Oy, Authorized Public Accountant firm, be elected as the Company's auditor for a term that will continue until the end of the next Annual General Meeting. PricewaterhouseCoopers Oy has informed that Markku Launis, Authorized Public Accountant, would act as the principally responsible auditor if PricewaterhouseCoopers Oy is elected as the Company's auditor.

If PricewaterhouseCoopers Oy will be elected as the auditor of the Company, it will also carry out the assurance of the Company's sustainability reporting for the financial year 2024 in accordance with the transitional provision of the act changing the Limited Liability Companies Act (1252/2023), and will be reimbursed for this task according to an invoice approved by the Company.

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

The Board of Directors proposes that the General Meeting would resolve on authorizing the Board of Directors to decide on repurchasing a maximum of 1,200,000 own shares of the Company.

The Company's own shares shall be repurchased otherwise than in proportion to the holdings of the shareholders by using the non-restricted equity through trading on regulated market organized by Nasdaq Helsinki Ltd at the market price prevailing at the time of acquisition.

The shares shall be repurchased and paid in accordance with the rules of Nasdaq Helsinki Ltd and Euroclear Finland Ltd.

The shares shall be repurchased for use as consideration in possible acquisitions or other arrangements related to the Company's business, as financing for investments, to disburse the remuneration of the members of the Board of Directors or as part of the Company's incentive program or to be held by the Company, to be conveyed by other means or to be cancelled.

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

The repurchase authorization shall be valid for eighteen (18) months from the resolution of the Annual General Meeting. The repurchase authorization revokes previously granted repurchase authorizations.

Authorizing the Board of Directors to decide on the issuance of shares and special rights entitling to shares

The Board of Directors proposes to the General Meeting that the Board of Directors would be authorized to decide on

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

Right to shares:

New shares may be issued, and the Company's own shares held by the Company may be conveyed

-to the Company's shareholders in proportion to their current shareholdings in the Company; or

-by waiving the shareholder's pre-emption right, through a directed share issue if the Company has a weighty financial reason to do so, such as using the shares as consideration in possible acquisitions or other arrangements related to the Company's business, as financing for investments or using the shares as part of the Company's incentive program.

The new shares may also be issued without payment to the Company itself.

Share issue against payment and without payment:

New shares may be issued, and the Company's own shares held by the Company may be conveyed either against payment ("Share Issue Against Payment") or without payment ("Share Issue Without Payment"). A directed share issue may be a Share Issue Without Payment only if there is an especially weighty financial reason both for the Company and with regard to the interests of all shareholders in the Company.

Maximum number of shares:

Based on the authorization, the Board of Directors is entitled to decide on the issuance of new shares and/or conveyance of the Company's own shares held by the Company so that a maximum of 2,000,000 shares may be issued and/or conveyed in total.

Granting of special rights:

The Board of Directors may grant special rights referred to in Chapter 10, Section 1 of the Finnish Companies Act, which carry the right to receive against payment new shares or the Company's own shares held by the Company. The right may also be granted to the Company's creditor in such a manner that the right is granted on condition that the creditor's receivable is used to set off the subscription price ("Convertible Bond").

The maximum number of new shares that may be subscribed and the Company's own shares held by the Company that may be conveyed by virtue of the special rights granted by the Company is 1,000,000 shares in total which number is included in the maximum number stated in Section "Maximum number of shares".

Recording of the subscription price in the balance sheet:

The subscription price of the new shares and the consideration payable for the conveyed Company's own shares shall be recorded under the invested non-restricted equity fund.

Other terms and validity:

The Board of Directors shall decide on all other terms and conditions related to the authorizations.

The authorizations shall be valid for eighteen (18) months from the resolution of the Annual General Meeting. The authorizations revoke previously granted authorizations to decide on the issuance of shares and special rights entitling to shares.