

Suominen Corporation – Terms and Conditions of the Share Issue

Important dates

Event	Date	
First trading date without Subscription Rights		9 June 2026
Record date of the Share Issue		10 June 2026
The subscription period for the Share Issue commences		15 June 2026
Trading in the Subscription Rights commences on Nasdaq Helsinki		15 June 2026
Trading in the Interim Shares commences on Nasdaq Helsinki	estimated	16 June 2026
Trading in the Subscription Rights ends on Nasdaq Helsinki		23 June 2026
The subscription period for the Share Issue ends and unused Subscription Rights become void	estimated	29 June 2026
Announcement of the initial results of the Share Issue	estimated	30 June 2026
Announcement of the final results of the Share Issue	estimated	2 July 2026
Trading in the Interim Shares ends on Nasdaq Helsinki	estimated	3 July 2026
The New Shares subscribed for in the Share Issue are registered in the Trade Register	estimated	3 July 2026
Interim Shares are converted into New Shares	estimated	3 July 2026
Trading in the New Shares commences on Nasdaq Helsinki	estimated	6 July 2026

General information on the Share Issue

Suominen Corporation (“**Suominen**” or the “**Company**”) intends to raise gross proceeds of up to approximately EUR 28 million through the Share Issue (as defined below). As a result of the Share Issue, the number of shares in the Company may increase from 58,259,219 existing shares (the “**Existing Shares**” and, together with the New Shares (as defined below), the “**Shares**”) to a maximum of 135,380,491 Shares. Assuming that the Share Issue is fully subscribed, the New Shares will represent approximately 57.0 per cent of all Shares following completion of the Share Issue. Danske Bank A/S, Finland Branch and Nordea Bank Abp are acting as joint global coordinators in the Share Issue (the “**Joint Global Coordinators**”).

Subscription Undertakings and Underwriting

The Company’s main shareholders, Ahlstrom Capital B.V., separately, and Etola Group Oy and Oy Etra Invest Ab, acting jointly, have undertaken to subscribe for their pro rata share of the New Shares in the Share Issue (the “**Subscription Undertakings**”).

In addition, Ahlstrom Capital B.V., separately, and Etola Group Oy and Oy Etra Invest Ab, acting jointly, have provided subscription guarantee commitments collectively covering the remainder of the Share Issue (the “**Underwriting**”).

No compensation will be paid to the shareholders for providing their Subscription Undertakings or Underwriting.

Share Issue authorisation granted by the extraordinary general meeting and the Share Issue decision of the Board of Directors of the Company

The extraordinary general meeting of the Company resolved on 8 June 2026 to authorise the Board of Directors of the Company to resolve on the issuance of a maximum of 500 million new shares by way of a rights issue.

Pursuant to the authorisation, the Board of Directors of the Company may resolve on a share issue in which the Company’s shareholders shall have a pre-emptive right to the shares to be issued in the same proportion as they already hold shares in the Company. If shares remain unsubscribed on this basis, the Board of

Directors shall be entitled to decide on offering the unsubscribed shares for subscription to the Company's shareholders or other persons in such proportions as it deems fit. The Board of Directors was authorised to resolve on all other terms and conditions of the share issue, including the subscription and payment period and the grounds for determining the subscription price, as well as to attend to the practical measures relating to the share issue. In the event that shares are issued on the basis of a secondary subscription right, such shares may first be issued to the Company itself without consideration and subsequently transferred to the subscribers, in order to enable delivery of the shares to the subscribers against payment.

Pursuant to the authorisation granted by the general meeting, the Board of Directors of the Company resolved on 8 June 2026 to carry out a share issue in accordance with shareholders' pre-emptive subscription rights, pursuant to which the Company will issue a maximum of 77,121,272 new shares (the "**New Shares**") (the "**Share Issue**").

Right to subscribe for New Shares

Right to subscribe for New Shares with subscription rights (Primary Subscription)

The New Shares are offered for subscription by the Company's shareholders in the same proportion as they already hold shares in the Company on the record date of the Share Issue on 10 June 2026 (the "**Record Date**").

Each holder of Existing Shares who is registered in the Company's shareholder register maintained by Euroclear Finland Ltd ("**Euroclear Finland**") on the Record Date shall, except as set out below, receive one (1) book-entry form subscription right (a "**Subscription Right**") for each one (1) Existing Share held on the Record Date. See also "*— Shareholders Residing in Certain Restricted Jurisdictions*". The Subscription Rights will be credited to the book-entry accounts of shareholders in the book-entry system maintained by Euroclear Finland no later than 11 June 2026.

Each holder of Subscription Rights is entitled to subscribe for four (4) New Shares at the Subscription Price for each three (3) Subscription Rights held (the "**Primary Subscription**"). No fractions of New Shares will be issued, and a Subscription Right may not be exercised in part. Any Subscription Rights that remain unexercised after the expiry of the subscription period will lapse without value and will be removed from the holders' book-entry accounts without separate notice or compensation. If the Share Issue is not completed, the Subscription Rights cannot be exercised and will be without value. In order not to lose the value of a Subscription Right, a holder of the Subscription Rights must either subscribe for New Shares using the Subscription Rights no later than 29 June 2026 (unless the Subscription Period (as defined below) is extended) in accordance with the instructions received, or sell any unexercised Subscription Rights no later than the last trading day of the Subscription Rights on 23 June 2026. If an Existing Share entitling the holder to a Subscription Right has been pledged or is subject to any other restriction, the Subscription Right may not be exercisable without the consent of the pledgee or other holder of a right.

Right to subscribe for New Shares not subscribed for in the Primary Subscription without Subscription Rights (Secondary Subscription)

If not all of the New Shares are subscribed for in the Primary Subscription, the Company's shareholders and other investors shall have the right to subscribe for any New Shares that remain unsubscribed for without Subscription Rights (the "**Secondary Subscription**") at the Subscription Price. The Board of Directors of the Company shall decide on the offering of any New Shares that may remain unsubscribed for on the basis of Subscription Rights secondarily to the Company's shareholders and/or other investors who have submitted a subscription order to subscribe for New Shares without Subscription Rights. See also "*— Subscription and payment of the Subscription Price — Subscription of New Shares without Subscription Rights in the Secondary Subscription*".

Approval of Subscriptions

The Board of Directors of the Company will approve the subscriptions made in accordance with these terms and conditions of the Share Issue and applicable laws and regulations approximately on 2 July 2026 (unless the Subscription Period is extended). The Company will publish a stock exchange release approximately on 2 July 2026 (unless the Subscription Period is extended) announcing the outcome of the Share Issue and the total number of New Shares subscribed for.

No separate confirmation will be sent in respect of the approval of Primary Subscriptions made on the basis of Subscription Rights. In respect of approved Secondary Subscriptions, the investor's investment service provider may decide to send a separate confirmation notice following the Share Issue.

Subscription Price and Subscription Period

The subscription price per New Share is EUR 0.36 (the "**Subscription Price**"). The Subscription Price of the New Shares will be recorded in the Company's reserve for invested non-restricted equity. The Subscription Price is based on the Subscription Undertakings and Underwriting received by the Company and has been defined through negotiations between the Company's main shareholders, investors, the Joint Global Coordinators and the Company. The Subscription Price incorporates a discount customary for rights issues to the theoretical ex-rights price, based on the closing price of the Share on Nasdaq Helsinki on the last trading day immediately preceding the decision on the Share Issue.

The subscription period for the New Shares will commence on 15 June 2026 at 9:30 (EEST) and will end on 29 June 2026 at 16:30 (EEST) (the "**Subscription Period**"). The Board of Directors of the Company is entitled to reject subscriptions received after the expiry of the Subscription Period. The Board of Directors of the Company is entitled to extend the Subscription Period. The Company will announce any extension of the Subscription Period by means of a stock exchange release no later than 29 June 2026. The investment service provider used by an investor may require that a subscription order be submitted on a specific date prior to the end of trading in the Subscription Rights or the expiry of the Subscription Period.

Subscriptions are binding and may not be amended or revoked. Incomplete or erroneous subscription orders may be rejected. If the Subscription Price is not paid in accordance with these terms and conditions, the subscription order may be rejected. However, the Board of Directors of the Company may decide to accept a subscription order or payment of the Subscription Price made in a manner deviating from these terms and conditions. If a subscription is rejected, the Subscription Price paid will be refunded to the subscriber. No interest will be paid on amounts refunded.

Trading in Subscription Rights

The Subscription Rights will be subject to trading on Nasdaq Helsinki Ltd ("**Nasdaq Helsinki**") during the period from 15 June 2026 at 10:00 (EEST) to 23 June 2026 at 18:30 (EEST) (unless the Subscription Period is extended), subject to Nasdaq Helsinki approving the Company's listing application. The ISIN code of the Subscription Rights is FI4000606041 and their trading code on Nasdaq Helsinki is SUY1VU0126.

Subscription and payment of the Subscription Price

Exercise of Subscription Rights in the Primary Subscription

Subject to the restrictions set out in the section "*— Shareholders Residing in Certain Restricted Jurisdictions*", a shareholder or other investor may participate in the Share Issue by subscribing for New Shares using the Subscription Rights on their book-entry account and paying the Subscription Price multiplied by the number of New Shares to be subscribed for. The Subscription Price must be paid in full upon submission of the subscription order and in accordance with the instructions given by the subscriber's investment service provider.

Subscription of New Shares without Subscription Rights in the Secondary Subscription

Shareholders and other investors may subscribe for New Shares without Subscription Rights by submitting a subscription order and simultaneously paying the Subscription Price (multiplied by the number of New Shares to be subscribed for) in full and in accordance with the instructions given by the investment service provider. The investment service provider must receive the subscription order and payment no later than 29 June 2026 (unless the Subscription Period is extended) or such earlier time as specified in the instructions given by the investment service provider.

Not all investment service providers may permit Secondary Subscriptions to be made through an equity savings account. In such cases, an investor must make the Secondary Subscription through a book-entry account other than an equity savings account.

If New Shares are to be issued pursuant to the Underwriting, (a) the investor that has given the Underwriting shall be deemed to have subscribed for the New Shares pursuant to the Underwriting, (b) the Company may first issue such New Shares to itself without consideration and thereafter to such investor, in which case such investor shall pay the Subscription Price for such New Shares to the Company against delivery through Euroclear Finland, and (c) the Subscription Price for such New Shares shall be paid within fifteen (15) business days of the Company having notified the acceptance of the subscription made pursuant to the Underwriting.

Important information regarding payment and validity of subscription orders in the Primary Subscription and the Secondary Subscription

A subscription shall be deemed to have been made only once the subscription order has been received by the investment service provider in accordance with its instructions and the Subscription Price has been paid in full. Incomplete or erroneous subscription orders may be rejected. If the Subscription Price is not paid in accordance with these terms and conditions, the subscription order may be rejected. If a subscription is rejected, the Subscription Price paid will be refunded to the subscriber. No interest will be paid on amounts refunded. **Investors should note that the subscription of New Shares, whether with or without Subscription Rights, is irrevocable, and the subscription order may not be revoked or amended.**

Allocation of New Shares subscribed for in the Secondary Subscription

If not all of the New Shares have been subscribed for in the Primary Subscription, the Company's Board of Directors shall decide on the allocation of the New Shares subscribed for in the Secondary Subscription as follows:

1. First, to those who have also subscribed for New Shares on the basis of Subscription Rights in the Primary Subscription. If such subscribers oversubscribe the Share Issue, the allocation to such subscribers shall be determined on a book-entry account basis in proportion to the number of Subscription Rights used to subscribe for New Shares and, if this is not possible, by lot.
2. Second, to those who have subscribed for New Shares solely without Subscription Rights in the Secondary Subscription. If such subscribers oversubscribe the Share Issue, the allocation to such subscribers shall be determined on a book-entry account basis in proportion to the number of New Shares subscribed for by such investors and, if this is not possible, by lot.
3. Third, to Ahlstrom Capital B.V., Etola Group Oy and Oy Etra Invest Ab in accordance with the Underwriting.

Registration of New Shares and Interim Shares in book-entry accounts and trading in New Shares and Interim Shares

The New Shares subscribed for in the Share Issue will be issued as book-entry securities in the book-entry system maintained by Euroclear Finland.

New Shares subscribed for on the basis of Subscription Rights will be entered into investors' book-entry accounts as interim shares (the "**Interim Shares**") corresponding to the New Shares following the submission and payment of the subscriptions. The ISIN code of the Interim Shares is FI4000606058, and their trading code on Nasdaq Helsinki is SUY1VN0126. The Interim Shares are freely transferable, and trading in the Interim Shares on Nasdaq Helsinki is expected to commence approximately on 16 June 2026 (unless the Subscription Period is extended) as a separate share class, subject to Nasdaq Helsinki approving the Company's listing application. The Interim Shares will be merged with the Company's Existing Shares (ISIN code FI0009010862 and trading code SUY1V) once the New Shares have been registered in the Trade Register. The merger is expected to take place approximately on 3 July 2026 (unless the Subscription Period is extended), subject to Nasdaq Helsinki approving the Company's listing application.

New Shares subscribed for without Subscription Rights will be entered into the subscriber's book-entry account as Shares approximately on 6 July 2026 (unless the Subscription Period is extended). Trading in the New Shares on Nasdaq Helsinki is expected to commence approximately on 6 July 2026 (unless the Subscription Period is extended). In the event that New Shares are issued pursuant to the Underwriting, the dates may differ.

Shareholders Residing in Certain Restricted Jurisdictions

The grant of Subscription Rights to the Company's shareholders, the issue of New Shares to subscribers who have exercised Subscription Rights, and the subscription of New Shares in the Secondary Subscription may be affected by the securities legislation of the subscriber's country of residence if the subscriber resides in a country other than Finland. Consequently, subject to certain exceptions, shareholders whose registered address is in the United States, Australia, Canada, Hong Kong, Japan, New Zealand, Singapore or South Africa, or in any other jurisdiction where participation in the Share Issue would not be permitted, may not receive Subscription Rights or be entitled to subscribe for New Shares. Each such shareholder registered in the Company's shareholder register in Finland may, through the investment service provider with which its Existing Shares are held in custody, sell some or all of the Subscription Rights administered on its behalf, to the extent permitted by contractual arrangements and applicable laws, and receive the proceeds of sale (net of expenses) into its account.

Shareholder rights

The New Shares will carry entitlement to any dividends and other distributions of funds, as well as other shareholder rights in the Company, once the New Shares have been registered in the Trade Register and delivered to the investor's book-entry account maintained with Euroclear Finland. Thereafter, the New Shares will carry the same shareholder rights as the Existing Shares. Each New Share entitles the holder to one (1) vote at general meetings. The Shares, including the New Shares, are freely transferable.

Fees and expenses

Neither the Company nor the Joint Global Coordinators, in their capacity as Joint Global Coordinators, will charge any commission fees for the subscription of New Shares. Investment service providers may charge fees and expenses for measures relating to Subscription Rights in accordance with their own terms of service. Investment service providers may also charge fees for other custody and brokerage arrangements in accordance with their terms of service.

Information made available

The documents referred to in Chapter 5, Section 21 of the Finnish Companies Act are available on the Company's website at <https://www.suominen.fi/egm/> and on the Joint Global Coordinators' websites at www.danskebank.fi/suominen-en and nordea.com/fi/suominen.

Lock-up period

The Company undertakes that, subject to certain customary conditions, it shall not, during the period ending 180 days after the completion of the Share Issue, issue, offer, pledge, sell, agree to any of the foregoing, or otherwise transfer or dispose of, directly or indirectly, any Shares or securities entitling the holder to Shares or that are convertible or exchangeable into Shares, or enter into any other arrangements that have a similar economic effect. The lock-up shall not apply to measures related to the implementation of the Share Issue or to remuneration programmes.

Applicable law and dispute resolution; other matters

The Share Issue is governed by the laws of Finland. Any disputes arising in connection with the Share Issue shall be settled by the court of competent jurisdiction in Finland. In the event of any discrepancies between the Finnish-language version of these terms and conditions and the English-language translation, the Finnish-language version shall prevail.

The Board of Directors of the Company shall decide on other technical matters related to the issuance of the New Shares and the Share Issue, as well as the practical measures arising therefrom. The Board of Directors of the Company may decide not to approve subscriptions and not to carry out the Share Issue.

By subscribing for New Shares in the Share Issue, each subscriber authorises its investment service provider to disclose necessary personal data, the number of its book-entry account and details relating to the subscription, to the parties involved in the execution of the subscription order or in the allocation and settlement of the New Shares.