

## PROPOSALS TO SUOMINEN CORPORATION'S ANNUAL GENERAL MEETING 2024

### **Agenda item 8. Resolution on the use of the profit shown on the balance sheet**

The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0.10 per share shall be paid based on the adopted balance sheet regarding the financial year of 2023 and that the profit shall be recorded in retained earnings. Calculated on the basis of the current total amount of shares, a total of EUR 5,769,245.90 would be paid as dividend. The record date for the payment of the dividend is April 8, 2024 and the dividend shall be paid on April 15, 2024.

### **Agenda item 10. Remuneration report**

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

The remuneration report is available on the company's website [www.suominen.fi/agm](http://www.suominen.fi/agm) no later than three weeks before the General Meeting.

### **Agenda item 11. Remuneration policy**

The Board of Directors proposes that the remuneration policy of the company be approved. The resolution is advisory in accordance with the Companies Act.

The remuneration policy is available on the company's website [www.suominen.fi/agm](http://www.suominen.fi/agm) no later than three weeks before the General Meeting.

### **Agenda item 12. Resolution on the remuneration of the members of the Board of Directors**

The Shareholders' Nomination Board of Suominen Corporation proposes that the remuneration of the Board of Directors would be as follows: the Chair would be paid an annual fee of EUR 74,000 (2023: EUR 70,000), the Deputy Chair an annual fee of EUR 45,000 (2023: 33,000) and other Board members an annual fee of EUR 35,000 (2023: EUR 33,000). The Nomination Board also proposes that the additional fee paid to the Chair of the Audit Committee would remain unchanged and be EUR 10,000.

Further, the Nomination Board proposes that the fees payable for each Board and Committee meeting would remain unchanged and be as follows: EUR 500 for each meeting held in the home country of the respective member, EUR 1,000 for each meeting held elsewhere than in the home country of the respective member and EUR 500 for each meeting attended by telephone or other electronic means. No fee is paid for decisions made without convening a meeting.



75% of the annual fees is paid in cash and 25% in Suominen Corporation's shares. The shares will be transferred out of the own shares held by the company by the decision of the Board of Directors within two weeks from the date on which the interim report of January-March 2024 of the company is published.

Compensation for expenses will be paid in accordance with the company's valid travel policy.

### **Agenda item 13. Resolution on the number of members of the Board of Directors**

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

### **Agenda item 14. Election of members of the Board of Directors and the Chairman of the Board of Directors**

The Nomination Board proposes to the Annual General Meeting that Andreas Ahlström, Aaron Barsness, Björn Borgman, Nina Linander, and Laura Remes would be re-elected as members of the Board of Directors and that Charles Héaulmé would be elected as a new member of the Board of Directors.

Jaakko Eskola, the current Chair of the Board of Directors, has informed that he is not available for re-election to the Board of Directors.

Charles Héaulmé (born 1966, B.Sc. (Business Administration), French citizen) currently works as the President and CEO of Huhtamäki Oyj. Prior to that he has held a number of executive positions at Tetra Pak in Europe and Americas. Charles Héaulmé's CV is available on the company's website <http://www.suominen.fi/agm>.

All candidates have given their consent to the election. All candidates are independent of the company. The candidates are also independent of Suominen's significant shareholders, with the exception of Andreas Ahlström who acts currently as Investment Director at A. Ahlström Corporation. The largest shareholder of Suominen Corporation, Ahlstrom Capital B.V. is a group company of A. Ahlström Corporation. The proposed current members of the Board of Directors are presented at the company website [www.suominen.fi/agm](http://www.suominen.fi/agm).

Further, the Nomination Board proposes to the Annual General Meeting that Charles Héaulmé would be elected as the Chair of the Board of Directors.

With regard to the selection procedure for the members of the Board of Directors, the Nomination Board recommends that shareholders take a position on the proposal as a whole at the Annual General Meeting. In preparing its proposals the Nomination Board, in addition to ensuring that individual nominees for membership of the Board of Directors possess the required competences, has determined that the proposed Board of Directors as a whole also has the best possible expertise for the company and that the composition of the Board of



Directors meets other requirements of the Finnish Corporate Governance Code for listed companies.

### **Agenda item 15. Resolution on the remuneration of the auditor**

On the recommendation of the Audit Committee, the Board of Directors proposes to the Annual General Meeting that the auditor's fee would be paid according to the invoice approved by the company.

### **Agenda item 16. Election of auditor**

On the recommendation of the Audit Committee, the Board of Directors proposes to the Annual General Meeting that Ernst & Young Oy, Authorized Public Accountant firm, would still be elected as the auditor of the company for the next term of office in accordance with the Articles of Association. Ernst & Young Oy has informed that it will appoint Toni Halonen, Authorized Public Accountant, as the principally responsible auditor of the company, if Ernst & Young Oy is elected as the company's auditor.

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

The Board of Directors proposes to the Annual General Meeting that the Board of Directors be authorized to decide on the repurchase of the company's own shares on the following terms and conditions:

By virtue of authorization, the Board of Directors is entitled to decide on repurchasing a maximum of 1,000,000 company's own shares.

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 to be used in the company's share-based incentive programs, in order to disburse the remuneration of the members of the Board of Directors, for use as consideration in acquisitions related to the company's business, 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 until June 30, 2025, and it revokes all earlier authorizations to repurchase company's own shares.



**Agenda item 18. Authorizing the Board of Directors to resolve on the share issue and granting of options and other special rights entitling to shares**

The Board of Directors proposes that the General Meeting that the Board of Directors shall be authorized to decide on the share issue, conveying the company's own shares held by the company and/or granting of options and other special rights referred to in Chapter 10, Section 1 of the Companies Act.

By virtue of the proposed authorization, the Board of Directors may, by one or several resolutions, issue a maximum of 5,000,000 shares. The share issue and shares granted by virtue of options and other special rights are included in the aforementioned maximum number. Option and other special rights may not be granted as a part of the company's remuneration system.

The share issue can be made either against payment or without payment and can also be directed to the company itself. The authorization entitles the Board of Directors to issue the shares also otherwise than in proportion to the shareholdings of the shareholders (directed share issue). The authorization can be used to carry out acquisitions or other arrangements related to the company's business, to finance investments, to improve the company's financial structure, as part of the company's remuneration system or to pay the share proportion of the remuneration of the members of the Board of Directors or for other purposes decided by the Board of Directors.

The authorizations shall revoke all earlier authorizations regarding share issue and issuance of special rights entitling to shares. The Board of Directors shall decide on all other terms and conditions related to the authorizations. The authorizations shall be valid until June 30, 2025.

