

## PROPOSALS TO SUOMINEN CORPORATION'S ANNUAL GENERAL MEETING 2025

### **8. Resolution on the use of the profit shown on the balance sheet and the distribution of dividend**

The Board of Directors proposes to the Annual General Meeting that no dividend be paid based on the adopted balance sheet regarding the financial year of 2024 and that the distributable funds be left in the company's unrestricted equity.

### **10. Adoption of the remuneration report for governing bodies**

The Board of Directors proposes that the Annual General Meeting adopts the remuneration report for the governing bodies for 2024. The resolution is an advisory resolution.

The remuneration report for 2024 will be available on the company's website at [www.suominen.fi/agm](http://www.suominen.fi/agm) on April 4, 2025, at the latest.

### **11. Resolution on the remuneration of the members of the Board of Directors**

The Shareholders' Nomination Board of Suominen Corporation proposes to the Annual General Meeting that the remuneration of the Board of Directors remains unchanged and would be as follows: the Chair would be paid an annual fee of EUR 74,000, the Deputy Chair an annual fee of EUR 45,000 and other Board members an annual fee of EUR 35,000. 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 2025 of the company is published.

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

### **12. 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 will be increased from six to seven.



### **13. 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, Björn Borgman, Charles Héaulmé, Nina Linander and Laura Remes would be re-elected as members of the Board of Directors and that Gail Ciccione and Maija Joutsenkoski would be elected as new members of the Board of Directors.

Out of the current Board members, Aaron Barsness has informed that he is not available for re-election to the Board of Directors.

Gail Ciccione (b. 1960, BBA, U.S. citizen) is currently the business owner of Trinity Operations Partner, LLC. Prior to that, she has held a number of executive positions at Laborie Medical Technologies, Becton Dickinson and Kimberly-Clark.

Maija Joutsenkoski (b. 1981, M.Sc. (Technology), Finnish citizen) currently works as an Investment Director at A. Ahlström Corporation. Prior to that, she has held a number of executive and other positions at CapMan Buyout, UPM, Nordic Capital and Goldman Sachs.

All candidates have given their consent to the election. All candidates are independent of the company. All candidates are independent of the company's significant shareholders, with the exceptions of Andreas Ahlström and Maija Joutsenkoski. The largest shareholder of Suominen Corporation, Ahlstrom Capital B.V., is part of the A. Ahlström Group. Andreas Ahlström acts currently as the CEO of Ahlström Invest B.V., which is an associated company of A. Ahlström Group. Maija Joutsenkoski acts as the Investment Director at A. Ahlström Corporation, which is the parent company of Ahlstrom Capital B.V.

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

With regard to the election procedure for the members of the Board of Directors, the Nomination Board recommends that the 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 board member candidates possess the required competences, has determined that the proposed Board of Directors as a whole has the best possible expertise for the company and that the composition of the Board of Directors meets the other requirements of the Finnish Corporate Governance Code for listed companies.

The presentation of the new persons nominated for the Board of Directors is available on the company's website at [www.suominen.fi/agm](http://www.suominen.fi/agm). The presentation of the nominated current members of the Board of Directors is available on the company's website at [www.suominen.fi](http://www.suominen.fi).

### **14. 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 be paid according to the invoice approved by the company.

### **15. Election of auditor**

The company has an obligation to organize an audit firm selection procedure in accordance with the EU Audit Regulation (537/2014) concerning the audit for the financial year 2025 (mandatory auditor rotation).

The Audit Committee has prepared its recommendation in accordance with the EU Audit Regulation and organized a statutory audit firm selection procedure. The Committee has reviewed potential audit firm candidates and identified KPMG Oy Ab and Ernst & Young Oy as the best candidates for the global audit engagement of the company. These candidates have been evaluated against a variety of selection criteria, such as proposed audit plan and methodology, experience and composition of the audit team as well as audit quality and price. The selection process included multiple rounds of information submissions, interviews and presentations by the candidates as well as reference checks. After careful consideration based on the selection criteria, KPMG Oy Ab became the Committee's preference and recommended audit firm for the term set out in the articles of association of the company. The Audit Committee confirms that its recommendation is free from influence by a third party and that no clause of the kind referred to in paragraph 6 of Article 16 of the EU Audit Regulation, which would restrict the choice by the Annual General Meeting as regards the appointment of the auditor, has been imposed upon it.

Based on the proposal of the Audit Committee, the Board of Directors proposes to the Annual General Meeting that Authorised Public Accountants KPMG Oy Ab are elected as the auditor of the company for the term set out in the articles of association of the company. KPMG Oy Ab has informed that Anders Lundin, APA, will act as the principally responsible auditor of the company if KPMG Oy Ab is elected as the company's auditor.

### **16. Resolution on the remuneration of the authorised sustainability auditor**

On the recommendation of the Audit Committee, the Board of Directors proposes to the Annual General Meeting that the remuneration of the authorised sustainability auditor be paid according to the invoice approved by the company.

### **17. Election of the authorised sustainability auditor**

On the recommendation of the Audit Committee, the Board of Directors proposes to the Annual General Meeting that KPMG Oy Ab be elected as the company's authorised sustainability auditor for a term that lasts until the end of the company's next Annual General Meeting. KPMG Oy Ab has stated that Anders Lundin, ASA, will act as the responsible authorised sustainability auditor if KPMG Oy Ab is elected as the company's authorised sustainability auditor.



## **18. 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 of the company's own shares, which corresponds to approximately 1.7 per cent of the total number of the company's shares at the time of the proposal.

The company's own shares shall be repurchased otherwise than in proportion to the holdings of the shareholders by using the unrestricted equity through trading on the 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, 2026, and it revokes all earlier authorizations to repurchase company's own shares.

## **19. Authorizing the Board of Directors to resolve on the share issue and granting of option rights and other special rights entitling to shares**

The Board of Directors proposes that the Annual General Meeting that the Board of Directors be authorized to decide on the issuance of new shares, conveyance of the company's own shares held by the company and/or granting of option rights 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, which corresponds to approximately 8.6 per cent of the total number of the company's shares at the time of the proposal. The shares granted by virtue of option rights and other special rights are included in the aforementioned maximum number. Option rights 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 authorization shall revoke all earlier authorizations regarding share issue and issuance of option rights and other special rights entitling to shares. The Board of Directors shall decide on all other terms and conditions related to the authorization. The authorization shall be valid until June 30, 2026.

