

## PROPOSALS TO SUOMINEN CORPORATION'S EXTRAORDINARY GENERAL MEETING 2026

### 6. Authorising the board of directors to decide on a rights issue

In a stock exchange release published on the date of this notice, the company announced that it is planning a share issue, based on the pre-emptive right of the shareholders, to raise gross proceeds of up to approximately EUR 28 million (Rights Issue). The Rights Issue has been described in more detail in said stock exchange release.

The objective of the Rights Issue is to secure funding for the execution of profitability-enhancing improvements as a part of the company's strategic Full Potential Program and to strengthen the company's capital structure. The plan is to launch the Rights Issue during the second quarter of 2026, subject to, among other things, receiving necessary authorisations in the Extraordinary General Meeting and market conditions.

The company's main shareholders, including Ahlstrom Capital B.V., separately, and Etola Group Oy and Oy Etra Invest Ab, acting jointly, together representing a total of approximately 49.02 per cent of the company's shares, have each issued an undertaking to vote in favour of the proposal to authorise the board of directors to resolve on the Rights Issue and to subscribe for their pro rata share of new shares issued in the Rights Issue (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 Rights Issue (Underwriting). No compensation will be paid to the shareholders for providing their commitments. The Subscription Undertakings and the Underwriting are subject to, among other things, the Financial Supervisory Authority granting permanent exemptions from the obligation to launch a mandatory tender offer for the remaining securities entitling to the company's shares in the event that the relevant shareholdings would consequently exceed 30 per cent of all votes carried by the company's shares as a result of the Rights Issue.

Based on the foregoing, the board of directors proposes that the Extraordinary General Meeting authorises the board of directors to resolve on the Rights Issue, in which a maximum of 500,000,000 new shares in the company are issued.

In the Rights Issue, 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.

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. The issuance of shares to the company for this purpose shall not reduce the remaining maximum number of shares issuable under the authorisation. The issuance



of shares to the company requires that the number of own shares held by the company does not exceed 10 per cent of the company's total shares.

The board of directors is authorised to resolve on all other terms and conditions of the Rights 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 Rights Issue.

It is proposed that the authorisation is valid until 30 September 2026. The authorisation does not revoke any other authorisations granted to the board of directors to resolve on share issues and granting of special rights entitling to shares.

As described above, the company's main shareholders, Ahlstrom Capital B.V. separately, and Etola Group Oy and Oy Etra Invest Ab acting jointly, have committed to Subscription Undertakings and Underwriting in respect of the Rights Issue (Arrangement), subject to, among other things, the Financial Supervisory Authority granting permanent exemptions from the obligation to launch a mandatory tender offer. A precondition for the exemption to take effect is expected to be that, at the General Meeting, shareholders independent of the Arrangement approve the rights issue by a majority of at least two-thirds of the votes cast.

## 7. Amendments to the board of directors' authorisations

The Annual General Meeting held on 15 April 2026 resolved to authorise the board of directors to decide, on the one hand, on the repurchase of the company's own shares and, on the other hand, on a share issue as well as on the issuance of option rights and other special rights entitling to shares.

Under the authorisation to repurchase own shares (Repurchase Authorisation), the board of directors is entitled to decide on the repurchase of 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 shares in the company on the date of this notice.

Under the authorisation for a share issue and the issuance of option rights and other special rights entitling to shares (Share Issue Authorisation), the board of directors is entitled to decide on the issuance of a maximum of 8,000,000 shares, which corresponds to approximately 13.7 per cent of the total number of shares in the company on the date of this notice.

The board of directors proposes that the Extraordinary General Meeting resolves to amend the authorisations resolved at the Annual General Meeting so that the maximum number of shares issuable under each authorisation is increased in such a manner that the maximum number of shares covered by each authorisation as a percentage of all shares in the company remains unchanged (rounded down to the nearest full thousand shares) following the implementation of the Rights Issue proposed in item 6 above. If the Rights Issue will be carried out in accordance with the proposed maximum amount, the maximum amount of the Repurchase Authorisation would be 9,582,000 shares and the Share Issue Authorisation would be 76,658,000 shares.



In all other respects, the authorisations would remain unchanged.

For clarity, amending the Share Issue Authorisation does not revoke the authorisation regarding the Rights Issue proposed in item 6 above.

