

EXTRAORDINARY GENERAL MEETING OF SUOMINEN CORPORATION

Time June 8, 2026 at 9:00 a.m.

Place The meeting was held without a meeting venue as a remote meeting in accordance with Article 10 of the company's Articles of Association and Chapter 5, Section 16(3) of the Limited Liability Companies Act (624/2006, as amended; the **Companies Act**), at which shareholders exercised their rights in full and in real time via remote connection.

Present The shareholders set out in the list of votes adopted at the meeting ([Appendix 1](#)) were present at the opening of the meeting, either in person or represented by proxy.

Present at the meeting were also members of the board Maija Joutsenkoski ja Nina Linander, President & CEO Charles Héaulmé, CFO Kimmo Raunio and former CFO Janne Silonsaari, Attorney-at-law Teresa Kauppila, as well as meeting officials and technical staff.

1 Opening of the meeting

Ville Vuori, Chair of the board of directors, opened the meeting through a video greeting and welcomed the participants.

2 Calling the meeting to order

Teresa Kauppila, Attorney-at-law, was elected as Chair of the meeting. She called the company's Chief Strategy and Transformation Officer, Interim General Counsel Marika Väkiparta to act as secretary of the meeting.

The Chair explained the procedures for the meeting and for handling the matters on the meeting agenda.

It was noted that shareholders registered in the company's shareholders' register on the record date of the General Meeting had had the opportunity to vote in advance on agenda items 6 and 7, and that the proposals for resolution that had been subject to advance voting were deemed to have been made at the General Meeting without any changes in accordance with the Companies Act.

It was noted that advance votes would be taken into account in the meeting's decision-making as such, and that opposing and abstaining advance votes would be recorded in the minutes without separate mention.

It was noted that summaries of the advance votes would be attached to the minutes ([Appendix 2](#)).

3 Election of the person to scrutinise the minutes and supervise the counting of votes

Kati Junnila was elected as the scrutiniser of the minutes and the supervisor of the counting of votes.

4 Recording the legality of the meeting

It was noted that the notice convening the Extraordinary General Meeting, containing all proposals for resolution on the meeting agenda, had been published in a stock exchange release on May 18, 2026, from which date the notice had been available on the company's website. The other documents referred to in Chapter 5, Section 21 of the Companies Act had also been available on the company's website from the same date.

It was recorded that the notice convening the Extraordinary General Meeting had been delivered in the time and manner required by the company's Articles of Association and the Companies Act, and that the documents required to be made available under the Companies Act had been available on the company's website for the period required by the Companies Act.

It was noted that the Extraordinary General Meeting had been duly convened in accordance with the provisions of the Articles of Association and the Companies Act and that the meeting was therefore legal.

The notice convening the Extraordinary General Meeting was attached to the minutes ([Appendix 3](#)).

5 Recording the attendance at the meeting and adoption of the list of votes

It was recorded that shareholders deemed to be participating in the General Meeting were those shareholders who had duly registered for the General Meeting before the end of the registration period, who were entitled to participate in the General Meeting in accordance with Chapter 5, Sections 6 and 6a of the Companies Act, and who had either voted in advance during the advance voting period or were participating in the General Meeting via remote connection.

A list of attendees at the opening of the meeting and a list of votes were presented, according to which 22 shareholders in total were present or represented at the Extraordinary General Meeting, either having voted in advance or participating in the meeting via remote connection in person or represented by a legal representative or an authorised proxy representative. It was recorded that at the opening of the meeting, a total of 37,728,211 shares and an equal number of votes were represented, corresponding to approximately 65.23 per cent of all shares and votes in the company.

The list of attendees at the opening of the meeting and the list of votes were attached to the minutes ([Appendix 1](#)). It was noted that the list of votes would be confirmed to correspond to the attendance at the beginning of a possible vote.

It was noted that in addition to the shareholders, their representatives and the Chair of the meeting, present at the meeting were members of the board Maija Joutsenkoski and Nina Linander, the President & CEO Charlés Héaulmé, CFO

Kimmo Raunio and former CFO Janne Silonsaari, as well as meeting officials and technical staff.

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

It was noted that in a stock exchange release published on May 18, 2026, the company had announced that it was planning a share issue, based on the pre-emptive right of the shareholders, to raise gross proceeds of up to approximately EUR 28 million (the **Rights Issue**).

The objective of this 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, 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, had each issued an undertaking to vote in favour of the proposal to authorise the board of directors to resolve on the Rights Issue at the Extraordinary General Meeting and to subscribe for their pro rata share of new shares issued in the Rights Issue. In addition, Ahlstrom Capital B.V., separately, and Etola Group Oy and Oy Etra Invest Ab, acting jointly, had provided subscription guarantee commitments collectively covering the remainder of the Rights Issue.

It was noted that the subscription undertakings and subscription guarantee commitments were, as described in the notice of the general meeting, subject to, among other things, the Financial Supervisory Authority (**FIN-FSA**) granting permanent exemptions from the obligation to launch a mandatory tender offer. The FIN-FSA had granted the exemptions 5 June 2026. The FIN-FSA has stated in its decision that, unless the position of minority shareholders has been adequately safeguarded by other means, a precondition for granting an exemption from the obligation to launch a mandatory public takeover bid in such cases is that shareholders independent of the arrangement resolve on the arrangement at the general meeting of the company.

It was noted that the company's board of directors had proposed that the Extraordinary General Meeting authorise 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.

It was noted that the full proposal of the board of directors had been included in the notice convening the Extraordinary General Meeting, and it was attached to the minutes ([Appendix 4](#)).

It was recorded that the company's President & CEO Charles Héaulmé presented the planned Rights Issue and its background to the Extraordinary General Meeting.

The Extraordinary General Meeting resolved to adopt the proposal of the board of directors.

It was noted that the resolution was unanimous and, therefore, shareholders who are independent of the arrangement had resolved on the arrangement as set out in the FIN-FSA's exemptions.

Amendments to the board of directors' authorisations

It was noted that the Annual General Meeting of the company held on April 15, 2026 had 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 the issue of shares and the granting of option rights and other special rights entitling to shares.

Under the authorisation to repurchase own shares (the **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.

Under the authorisation to issue shares and grant option rights and other special rights entitling to shares (the **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.

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

It had been proposed that the authorisations would remain unchanged in all other respects.

For clarity, amending the Share Issue Authorisation would not revoke the authorisation regarding the Rights Issue resolved in item 6.

It was recorded that the Chair noted that, in practice, the proposal meant that the Extraordinary General Meeting decides on new authorisations similar to those decided upon in the Annual General Meeting, but in such a way that the maximum amounts of the authorisations take into account the impact of a possible rights issue on the number of shares.

The Extraordinary General Meeting resolved to adopt the proposal of the board of directors.

It was recorded that under this agenda item, shareholders who had voted in advance cast 4,193,508 opposing votes.

Closing of the meeting

It was noted that the items listed in the notice convening the Extraordinary General Meeting had been discussed.

It was noted that the minutes of the Extraordinary General Meeting would be available on the company's website on June 22, 2026 at the latest.

The Chair closed the meeting at 9:32 a.m.

[Signature page to follow]

In fidem

[See original minutes for signatures]

Teresa Kauppila
Chair

[See original minutes for signatures]

Marika Väkiparta
Secretary

The minutes have been scrutinised and approved by:

[See original minutes for signatures]

Kati Junnila

APPENDICES

- Appendix 1 List recording the attendance at the meeting and the list of votes
- Appendix 2 Summary lists of advance votes
- Appendix 3 Notice convening the Extraordinary General Meeting
- Appendix 4 The board of directors' proposal concerning the authorisation of the board of directors to decide on the Rights Issue