

ANNUAL GENERAL MEETING OF SUOMINEN CORPORATION ON APRIL 25, 2025 AT 12.00 NOON

TIME: April 25, 2025 at 12.00 noon

PLACE: Messukeskus (Holiday Inn Helsinki – Expo entrance) at the address Rautatieläisenkatu 3, 00520 Helsinki, Finland

PRESENT: The shareholders set out in the list of votes adopted at the meeting were represented at the meeting ([Appendix 1](#)).

Present at the meeting were also all members of the Board of Directors, excluding Nina Linander, new members nominated to be elected to the Board, President & CEO Tommi Björnman, the Chair of the Shareholders' Nomination Board Jyrki Vainionpää, the Company's auditor APA Toni Halonen, the representative of the Authorised Public Accountants KPMG Oy Ab, APA, ASA, Anders Lundin, who is nominated as the Company's principal auditor and principally responsible authorised sustainability auditor, Attorney-at-law Mia Mokka, as well as other members of the Company's upper management and meeting officials.

1 OPENING OF THE MEETING

Charles Héaulmé, Chair of the Board of Directors, welcomed the shareholders to the General Meeting, introduced the members of the Company's Board of Directors, presented the Board's activities during the financial year 2024, and opened the meeting.

2 CALLING THE MEETING TO ORDER

Mia Mokka, Attorney-at-law, was elected as Chair of the General Meeting, and she called the Company's General Counsel Anni Luoma to act as secretary.

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

It was noted that shareholders whose shares had been registered on the shareholder's Finnish book-entry account or equity savings account have had the opportunity to vote in advance on certain items on the agenda of the Annual General Meeting. In addition, certain custodian banks representing nominee-registered shareholders had participated in the advance voting on behalf of the shareholders they represented. Proposals for resolutions that were subject to advance voting were deemed to have been made at the General Meeting without any changes.

The distribution of advance votes was presented, and a summary list of the advance votes was attached to the minutes ([Appendix 2](#)).

The Chair noted based on the advance votes that if a full counting of votes is not carried out in an agenda item, votes against and abstaining votes will be recorded in the minutes under each agenda item concerned.

3 ELECTION OF PERSONS TO SCRUTINIZE THE MINUTES AND SUPERVISE THE COUNTING OF VOTES

Janne Silonsaari was elected as scrutiniser of the minutes and Sirpa Koskinen was elected as supervisor of the counting of votes.

4 RECORDING THE LEGALITY OF THE MEETING

It was noted that the notice to the meeting had been published on the Company's website and as a stock exchange release on March 5, 2025 and that the General Meeting documents have been available on the Company's website as of April 4, 2025 at the latest.

It was noted that the General Meeting is duly convened in accordance with the provisions of the Articles of Association and the Finnish Companies Act and that therefore, the meeting is legal and constitutes a quorum.

The notice to the meeting was attached to the minutes ([Appendix 3](#)).

5 RECORDING THE ATTENDANCE AT THE MEETING AND ADOPTION OF THE LIST OF VOTES

A list of shareholders represented at the meeting at the opening of the meeting, and a list of votes ([Appendix 1](#)) were presented. It was recorded that at the opening of the meeting, 31 shareholders were represented at the Annual General Meeting, either through advance voting, in person or by a legal representative or authorised proxy representative. At the opening of the meeting, a total of 30,133,278 shares and votes representing approximately 51.72 per cent of all shares and votes were represented at the meeting.

It was noted that the list of votes would be separately confirmed to correspond to the attendance at the beginning of a possible vote.

It was noted that present at the meeting were also all members of the Company's Board of Directors, excluding Nina Linander, new members nominated to be elected to the Board, President & CEO Tommi Björnman, the Chair of the Shareholders' Nomination Board Jyrki Vainionpää, the Company's auditor APA Toni Halonen, the representative of the Authorised Public Accountants KPMG Oy Ab, APA, ASA Anders Lundin, who is nominated as the Company's principal auditor and principally responsible authorised sustainability auditor, Attorney-at-law Mia Mokka as well as other members of the Company's upper management and meeting officials.

6 PRESENTATION OF THE FINANCIAL STATEMENTS, WHICH INCLUDE THE CONSOLIDATED FINANCIAL STATEMENTS, THE REPORT OF THE BOARD OF DIRECTORS AND THE AUDITOR'S REPORT FOR THE YEAR 2024

The Company's President & CEO presented a review in which he addressed the Company's operations in 2024. It was noted that the presentation of the President & CEO will be made available on the Company's website.

The financial statements and the report by the Board of Directors for the financial year 1 January 2024–31 December 2024 were presented.

It was recorded that the annual accounts had been available for shareholders on the Company's website prior to the Annual General Meeting for the period required by the Finnish Companies Act.

The financial statements were attached to the minutes ([Appendix 4](#)).

The auditor's report was presented and attached to the minutes ([Appendix 5](#)).

Auditor Toni Halonen expressed his gratitude on behalf of himself and Ernst & Young Oy to the Company and its shareholders for having had the opportunity to serve as the Company's principally responsible auditor for seven years, and for Ernst & Young having had the opportunity to serve as the Company's audit firm for ten years.

7 ADOPTION OF THE FINANCIAL STATEMENTS AND THE CONSOLIDATED FINANCIAL STATEMENTS

The General Meeting adopted the financial statements and the consolidated financial statements for the financial year 1 January 2024–31 December 2024.

8 RESOLUTION ON THE USE OF THE PROFIT SHOWN ON THE BALANCE SHEET AND THE DISTRIBUTION OF DIVIDEND

It was noted that the Board of Directors had proposed to the 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.

The General Meeting decided in accordance with the proposal of the Board of Directors 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.

9 RESOLUTION ON THE DISCHARGE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE CEO FROM LIABILITY

It was recorded that the discharge from liability concerned all persons who had served as members of the Board of Directors or as CEO during the financial year 1 January 2024–31 December 2024.

The General Meeting resolved to discharge from liability the persons who had served as members of the Board of Directors and as CEO during the financial period 1 January 2024–31 December 2024.

10 ADOPTION OF THE REMUNERATION REPORT FOR GOVERNING BODIES

The Chair of the Board of Directors presented the remuneration report.

It was noted that the remuneration report for the year 2024 has been available on the Company's website since April 1, 2025, and therefore has been presented.

The General Meeting resolved to adopt the remuneration report. The resolution is advisory.

Under this agenda item, 362,692 opposing votes and 1,912,000 abstaining votes cast by shareholders who had voted in advance were recorded.

11 RESOLUTION ON THE REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS

The Chair of the Shareholders' Nomination Board Jyrki Vainionpää presented the Nomination Board's work and the proposals of the Nomination Board to the General Meeting regarding the election and remuneration of the members of the Board of Directors.

The new Board member nominees, Gail Ciccione and Maija Joutsenkoski, introduced themselves to the General Meeting.

It was noted that the Shareholders' Nomination Board of Suominen Corporation had proposed to the General Meeting that the remuneration of the Board of Directors remains unchanged. The remuneration 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 had also proposed that the additional fee paid to the Chair of the Audit Committee would remain unchanged and be EUR 10,000.

Further, the Nomination Board had proposed 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.

Of the annual fees, 75% 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 of 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.

The General Meeting resolved to approve the proposal of the Shareholders' Nomination Board.

12 RESOLUTION ON THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS

It was noted that the Shareholders' Nomination Board had proposed to the General Meeting that the number of Board members will be increased from six (6) to seven (7).

The General Meeting resolved, in accordance with the proposal of the Shareholders' Nomination Board, that the number of the members of Board of Directors shall be seven (7).

13 ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS AND THE CHAIRMAN OF THE BOARD OF DIRECTORS

It was noted that the Shareholders' Nomination Board had proposed to the General Meeting that Andreas Ahlström, Björn Borgman, Charles Héaulmé, Nina Linander and Laura Remes be re-elected as members of the Board of Directors and that Gail Ciccione and Maija Joutsenkoski be elected as new members of the Board of Directors.

It was further noted that the Nomination Board had proposed to the General Meeting that Charles Héaulmé be re-elected as the Chair of the Board of Directors.

The General Meeting resolved to elect Andreas Ahlström, Björn Borgman, Charles Héaulmé, Nina Linander, Laura Remes, Gail Ciccione and Maija Joutsenkoski as members of the Board of Directors for a term ending at the close of the following Annual General Meeting. In addition, the General Meeting resolved to elect Charles Héaulmé as the Chair of the Board of Directors.

14 RESOLUTION ON THE REMUNERATION OF THE AUDITOR

It was noted that on the recommendation of the Audit Committee, the Board of Directors had proposed to the General Meeting that the auditor's fee be paid according to the invoice approved by the Company.

The General Meeting resolved, in accordance with the proposal of the Board of Directors, that the auditor's fee be paid according to the invoice approved by the Company.

15 ELECTION OF THE AUDITOR

It was noted that the Company has had 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.

It was noted that based on the proposal of the Audit Committee, the Board of Directors had proposed to the General Meeting that Authorised Public Accountants KPMG Oy Ab be elected as the auditor of the Company for the term set out in the articles of association of the Company. KPMG Oy Ab had informed the Company that Anders Lundin, APA, ASA, will act as the principally responsible auditor of the Company if KPMG Oy Ab is elected as the Company's auditor.

The General Meeting resolved, in accordance with the proposal by the Board of Directors, that Authorised Public Accountants KPMG Oy Ab is elected as the auditor of the Company for the term set out in the articles of association of the Company. Anders Lundin, APA, ASA, will act as the principally responsible auditor appointed by KPMG Oy Ab.

16 RESOLUTION ON THE REMUNERATION OF THE AUTHORISED SUSTAINABILITY AUDITOR

It was noted that on the recommendation of the Audit Committee, the Board of Directors had proposed to the General Meeting that the remuneration of the authorised sustainability auditor be paid according to the invoice approved by the Company.

The General Meeting resolved, in accordance with the proposal of the Board of Directors, 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

It was noted that on the recommendation of the Audit Committee, the Board of Directors had proposed to the General Meeting that sustainability audit firm 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 had stated that Anders Lundin, APA, authorised sustainability auditor (ASA), will act as the principally responsible authorised sustainability auditor if KPMG Oy Ab is elected as the Company's authorised sustainability auditor.

The General Meeting resolved, in accordance with the proposal by the Board of Directors, that sustainability audit firm KPMG Oy Ab is elected as the authorised sustainability auditor of the Company for the following term that lasts until the end of the next Annual General Meeting. Anders Lundin, ASA, APA, will act as the principally responsible authorised sustainability auditor appointed by KPMG Oy Ab.

18 AUTHORIZING THE BOARD OF DIRECTORS TO RESOLVE ON THE REPURCHASE OF THE COMPANY'S OWN SHARES

It was noted that the Board of Directors had proposed that the General Meeting authorise the Board of Directors to decide on the repurchase of the Company's own shares.

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.

The General Meeting resolved, in accordance with the proposal of the Board of Directors, to authorise the Board of Directors to decide on the repurchase of the Company's own shares on the terms and conditions proposed by the Board of Directors.

19 AUTHORIZING THE BOARD OF DIRECTORS TO RESOLVE ON THE ISSUE OF SHARES AND GRANTING OF OPTION RIGHTS AND OTHER SPECIAL RIGHTS ENTITLING TO SHARES

It was noted that the Board of Directors had proposed that the General Meeting authorises the Board of Directors 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 Finnish 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 portion 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 issues and issuances 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.

The General Meeting resolved to authorise the Board of Directors to decide on the issue of shares, options and other special rights entitling to shares in accordance with the proposal of the Board of Directors.

20 CLOSING OF THE MEETING

It was recorded that the decisions made in the Annual General Meeting were seconded by all shareholders present, unless otherwise stated in the minutes.

The Chair stated that all items on the agenda had been addressed and that the minutes of the meeting will be available on the Company's website on May 9, 2025 at the latest.

The Chair closed the meeting at 1:24 p.m.

Chair of the Annual General Meeting:

Name: [See original minutes for signatures]
Mia Morkkila

In fidem:

Name: [See original minutes for signatures]
Anni Luoma

The Minutes scrutinised and approved by:

Name: [See original minutes for signatures]
Janne Silonsaari

Appendices

Appendix 1	List of votes
Appendix 2	Summary list of advance votes
Appendix 3	Notice to the General Meeting
Appendix 4	Financial Statements
Appendix 5	Auditor's Report