

## **TALENOM PLC'S ANNUAL GENERAL MEETING**

**Time:** 23 April 2026 at 10:00 a.m.

**Place:** Remote meeting without a physical meeting venue through a real-time remote connection as a remote meeting in accordance with Section 7 of the Articles of Association of Talenom Plc (the “**Company**”) and Chapter 5, Section 16, Subsection 3 of the Companies Act.

**Present:** The shareholders set out on the list of votes adopted at the meeting were present at the meeting, in person or represented. Present at the meeting were, in addition, all the members of the Board of Directors, the CEO of the Company, the Company’s principal auditor and principal sustainability reporting assurance provider, representatives of the Company’s senior management as well as technical personnel.

### **1 Opening of the meeting**

Mikko Siuruainen, Chair of the Board of Directors, opened the meeting and welcomed the shareholders to the Annual General Meeting (the “**General Meeting**”).

### **2 Calling the meeting to order**

Attorney-at-law Antti Kuha was elected as the Chair of the meeting. The Chair called Linnea Lehtonen to act as the Secretary of the meeting.

The Chair explained the procedures for addressing the matters on the agenda of the meeting.

It was noted that shareholders had had the opportunity to exercise their voting rights by voting in advance. All representatives of nominee-registered shareholders had also voted in advance on behalf of shareholders they are representing. Proposals subject to advance voting were considered to have been presented unchanged at the General Meeting. A summary of votes cast in the advance voting was attached to the minutes ([Appendix 1](#)).

With regard to advance votes, it was noted that if a full counting of votes is not carried out in an agenda item, the number of votes against and, in the case of qualified majority decision, also the number of abstaining votes shall be recorded in the minutes. To the extent that votes against have been cast in advance voting without a counterproposal under such agenda items where it has not been possible to oppose the proposal without presenting a counterproposal, such votes have not been formally considered as votes against the proposal and are not recorded in the relevant items of the minutes. It was noted that the votes cast in advance voting are included in the voting results if a full counting of votes is carried out on the item.

It was recorded that the proceedings of the meeting were recorded for Talenom Plc’s own use.

It was recorded that the meeting was conducted in Finnish.

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

The Company's Chief Financial Officer Matti Säkkinen was elected to scrutinise the minutes and to supervise the counting of votes.

**4 Recording the legality of the meeting**

It was noted that the notice to the General Meeting, including all the proposals, had been published on the Company's website and as a stock exchange release on 25 March 2026.

It was further noted that the documents that must be held on display pursuant to the Finnish Companies Act had been published on the Company's website at least three weeks before the General Meeting.

It was noted that the General Meeting had been convened in accordance with the Articles of Association and the Finnish Companies Act and constituted a quorum.

The notice to the General Meeting was attached to the minutes ([Appendix 2](#)).

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

It was noted that the registration period included in the notice to the General Meeting had expired for shareholders registered in the shareholders' register on 16 April 2026 at 4:00 p.m. (Finnish time) and for nominee-registered shareholders on 20 April 2026 at 10:00 a.m. (Finnish time).

It was noted that shareholders who had duly registered for the General Meeting before the end of the registration period and who had the right to participate in the General Meeting pursuant to Chapter 5, Sections 6 and 6 a of the Finnish Companies Act and who had either voted in advance during the advance voting period or participated in the General Meeting via remote connection were deemed as shareholders participating in the meeting.

A list recording the attendance at the opening of the meeting and a list of votes were presented, according to which 40 shareholders were represented in the General Meeting either having voted in advance or present in person via remote meeting or by legal representative or by proxy. It was recorded that, in total, 11,873,003 shares and votes were represented at the opening of the meeting, which corresponds to approximately 25.9 percent of all shares in the Company.

A list recording the attendance at the beginning of the meeting and a list of votes was attached to the minutes ([Appendix 3](#)). It was noted that the list of votes would be updated to correspond to the attendance at the beginning of a possible vote.

**6 Presentation of the financial statements of the parent company, the consolidated financial statements, the report of the Board of Directors, the auditor's report and the sustainability reporting assurance provider's report for the financial year ended 31 December 2025**

It was noted that the Company's Annual Review 2025, which includes the financial statements of the parent company, the consolidated financial statements, the report of the Board of Directors, the auditor's report, the corporate governance statement, the sustainability statement, the sustainability reporting assurance provider's report and the remuneration report for governing bodies had been available on the Company's website as of 25 March 2026 when it was published as a stock exchange release.

The CEO of the Company, Juho Ahosola, presented a review of the Company's operations in 2025 and the related financial statements. The Company's principal auditor and the principal authorised sustainability auditor, APA, ASA Juho Rautio, presented the auditor's report and the sustainability reporting assurance report.

It was noted that the financial statements of the Company, the consolidated financial statements, the report of the Board of Directors, the auditor's report and the sustainability reporting assurance provider's report had been presented to the General Meeting.

The financial statements documentation, the auditor's report and the sustainability reporting assurance provider's report were attached to the minutes ([Appendix 4](#)).

## **7 Adoption of the financial statements**

The General Meeting adopted the financial statements, including the consolidated financial statements, for the financial year 1 January – 31 December 2025.

It was recorded that there were 3,855 opposing votes from shareholders who had voted in advance on this agenda item.

## **8 Resolution on the use of the profit shown on the balance sheet and the distribution of funds and authorisation of the Board of Directors to resolve on the distribution of funds**

It was noted that the Board of Directors had proposed that the General Meeting makes the following resolutions:

8a. The Board of Directors had proposed that the General Meeting resolves that a dividend of EUR 0.03 per share be paid for the financial year 1 January – 31 December 2025. The dividend will be paid to a shareholder who on the record date of the dividend payment, 27 April 2026, is registered in the Company's shareholders' register held by Euroclear Finland Oy. The Board of Directors had proposed that the dividend be paid on 5 May 2026.

8b. The Board of Directors had also proposed that the General Meeting authorises the Board of Directors to further resolve at its discretion on the distribution of dividends as follows: The total amount of the dividend distribution based on this authorisation shall not exceed EUR 0.02 per share. The authorisation is valid until the opening of the next Annual General Meeting.

The total aggregate maximum dividend for the financial year 1 January – 31 December 2025 in items 8a and 8b would thus be a maximum of EUR 0.05 per share. Undistributed profits shall remain in equity. Dividend shall not be paid to treasury shares held by the Company. In case the Board of Directors makes a separate resolution on the distribution of dividend based on this authorisation, the Company will separately publish announcement of such Board of Directors' resolution. The dividend payment based on a possible resolution of the Board of Directors will be paid to a shareholder who on the record date of the dividend payment is registered in the Company's shareholders' register held by Euroclear Finland Oy. The Board of Directors will resolve on the record date in connection with the dividend payment resolution.

The General Meeting resolved to approve the proposal of the Board of Directors.

It was recorded that there were 3,855 opposing votes from shareholders who had voted in advance on this agenda item.

**9 Resolution on the discharge of the members of the Board of Directors and CEO from liability for the financial year 1 January – 31 December 2025**

It was noted that the discharge from liability for the financial year 1 January – 31 December 2025 concerns the following persons who served in the positions described below during the said period:

- Harri Tahkola (Chair of the Board of Directors)
- Mikko Siuruainen (member of the Board of Directors)
- Erik Tahkola (member of the Board of Directors)
- Elina Tourunen (member of the Board of Directors)
- Olli Hyypä (member of the Board of Directors until 19 March 2025)
- Johannes Karjula (member of the Board of Directors)
- Saara Kauppila (member of the Board of Directors)
- Otto-Pekka Huhtala (CEO).

The General Meeting resolved to grant discharge from liability to the persons who had acted as members of the Board of Directors and as CEO for the financial year 1 January – 31 December 2025.

It was recorded that there were 3,855 opposing votes from shareholders who had voted in advance on this agenda item.

**10 Consideration of the Remuneration Report for governing bodies**

It was noted that the Board of Directors had proposed the acceptance of the Remuneration Report 2025. It was noted that the Remuneration Report had been available on the Company's website as of 25 March 2026 and that the resolution is advisory in accordance with the Companies Act.

The General Meeting resolved to approve the Remuneration Report.

The Remuneration Report was attached to the minutes ([Appendix 5](#)).

It was recorded that there were 2,762,639 opposing votes from shareholders who had voted in advance on this agenda item.

**11 Resolution of the remuneration of the members of the Board of Directors**

It was noted that the Board of Directors had proposed that a remuneration of EUR 4,500 per month be paid to the Chair of the Board of Directors and EUR 2,200 per month to other members of the Board of Directors. It was proposed that all fees be paid in cash. Additionally, it was proposed that the travel expenses of the members of the Board of Directors would be compensated in accordance with the Company's travel policy.

The General Meeting resolved to approve the remuneration of the members of the Board of Directors in accordance with the proposal.

## **12 Resolution on the number of members of the Board of Directors**

It was noted that, according to the current Articles of Association of the Company, the Board of Directors shall consist of no less than four (4) and no more than eight (8) members.

It was noted that the Board of Directors had proposed that the number of members of the Board of Directors be confirmed as five (5).

The General Meeting resolved that the number of members of the Board of Directors be five (5) in accordance with the proposal.

## **13 Election of the members of the Board of Directors**

It was noted that the Board of Directors had proposed that Mikko Siuruainen, Elina Tourunen, Erik Tahkola, Lauri Lipsanen and Henriikka Pakarinen of the current members of the Board of Directors be re-elected as members of the Board of Directors.

The Board of Directors further proposed that Mikko Siuruainen be elected Chair of the Board of Directors.

The term of the members of the Board of Directors will run until the end of the next Annual General Meeting.

All candidates had given their consent to the election and are independent of the Company and its significant shareholders, with the exception of Erik Tahkola, who is not independent of significant shareholders and Henriikka Pakarinen, who is neither independent of the Company nor significant shareholders.

With respect to the election procedure of the members of the Board of Directors, the Board of Directors had recommended that the shareholders take a position on the proposal as a whole.

The General Meeting resolved to elect the members of the Board of Directors and the Chair of the Board of Directors in accordance with the proposal for a term expiring at the end of the next Annual General Meeting of the Company.

## **14 Remuneration of the auditor and the sustainability reporting assurer**

It was noted that the Board of Directors had proposed that the auditor's and the statutory sustainability reporting assurer's remuneration be paid according to a reasonable invoice approved by the Company.

The General Meeting resolved that the auditor's and the statutory sustainability reporting assurer's remuneration be paid according to a reasonable invoice approved by the Company.

## **15 Election of the auditor and the sustainability reporting assurer**

It was noted that the Board of Directors had proposed that KPMG Oy Ab, Authorised Public Accountants and the sustainability audit firm, be re-elected as the auditor and the statutory sustainability reporting assurer of the Company for the term ending at the end of the next Annual General Meeting. KPMG Oy Ab has informed the Company that Juho Rautio, Authorised Public Accountant, Authorised Sustainability Auditor, would act as the principal auditor and the principally responsible sustainability reporting assurer.

The General Meeting resolved on the election of the auditor and the statutory sustainability reporting assurer in accordance with the proposal of the Board of Directors.

**16 Authorising the Board of Directors to decide on the acquisition and on acceptance as pledge of the Company's own shares**

It was noted that the Board of Directors had proposed that the General Meeting authorises the Board of Directors to decide on the acquisition and on the acceptance as pledge of the Company's own shares. The authorisation covers in total a maximum of 150,000 shares in the Company, which corresponds to approximately 0.3 per cent of the Company's registered shares. Only the unrestricted equity of the Company can be used to acquire own shares on the basis of the authorisation.

The Company's own shares will be repurchased otherwise than in proportion to the existing shareholdings of the Company's shareholders at the market price quoted at the time of the repurchase through trading organised by Nasdaq Helsinki Ltd on a regulated market. The Company's shares will be acquired and paid for in accordance with the rules of Nasdaq Helsinki Ltd and Euroclear Finland Oy.

The purpose of the acquisitions of the Company's own shares and/or acceptances as pledge of the Company's own shares is to develop the Company's capital structure and/or to use the shares as consideration in the Company's potential corporate acquisitions, in other business arrangements, as part of the Company's share-based incentive plan, or to finance investments. The repurchased shares may either be held by the Company or be cancelled or conveyed. The Board of Directors of the Company decides on all other terms and conditions related to the share repurchases and/or acceptances as pledge.

It was proposed that the authorisation remain valid until the end of the next Annual General Meeting. The authorisation replaces the previous authorisation to repurchase own shares granted by the Annual General Meeting on 19 March 2025.

The General Meeting resolved to authorise the Board of Directors to decide on the acquisition and on the acceptance as pledge of the Company's own shares in accordance with the proposal of the Board of Directors.

It was recorded that there were 3,855 opposing votes and 0 abstaining votes from shareholders who had voted in advance on this agenda item.

**17 Authorising the Board of Directors to resolve on share issues and issues 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 shares, as well as the issuance of option rights and other special rights entitling to shares pursuant to Chapter 10, Section 1 of the Companies Act, in one or several tranches, so that by virtue of the authorisation altogether 4,000,000 new shares in the Company or shares possibly held by the Company may be issued and/or conveyed. The authorisation corresponds to approximately 8.7 per cent of the Company's registered shares.

The authorisation may be used for the financing or execution of potential acquisitions or other arrangements or investments relating to the Company's business, for the implementation of the Company's share-based incentive plan or for other purposes resolved by the Board of Directors of the Company.

The authorisation entitles the Board of Directors of the Company to decide on all terms and conditions. The authorisation thus includes the right to issue shares also in proportion other than that of the shareholders' current shareholdings in the Company under the conditions provided in law, the right to issue shares against

payment or without charge, as well as the right to decide on a share issue without payment to the Company itself, subject to the provisions of the Companies Act on the maximum amount of treasury shares.

It was proposed that the authorisation remain valid until the closing of the next Annual General Meeting. The authorisation revokes all previous unused authorisations to resolve on the issuance of shares, option rights and other special rights entitling to shares.

The General Meeting resolved to authorise the Board of Directors to resolve on share issues and issues of option rights and other special rights entitling to shares.

It was recorded that there were 9,098 opposing votes and 0 abstaining votes from shareholders who had voted in advance on this agenda item.

## **18 Closing of the Meeting**

It was recorded that the decisions made at the General Meeting had been supported by all shareholders present, unless otherwise indicated in the minutes.

The Chair of the meeting noted that all of the items on the agenda had been addressed and that the minutes would be available on the Company's website as of 7 May 2026 at the latest.

The Chair of the meeting thanked the shareholders and the Company's management and announced the General Meeting closed at 10:56 a.m.

*[Signatures on the following page]*

**TALENOM PLC**  
Business ID: 2551454-2

**Minutes 2/2026**  
Annual General Meeting  
23 April 2026  
Unofficial translation of the original Finnish  
minutes

**Chair of the meeting:**

ANTTI KUHA

Antti Kuha

**In fidem:**

LINNEA LEHTONEN

Linnea Lehtonen, secretary

**Minutes reviewed and confirmed by:**

MATTI SÄKKINEN

Matti Säkkinen

**TALENOM PLC**  
Business ID: 2551454-2

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## **APPENDICES**

Appendix 1	Summary of the advance votes
Appendix 2	Notice to the General Meeting
Appendix 3	Attendance and list of votes
Appendix 4	Financial statements documentation, auditor's report and sustainability reporting assurance provider's report
Appendix 5	Remuneration Report