

## AGENDA TO THE ANNUAL GENERAL MEETING OF TALENOM PLC

The following matters will be considered at the Annual General Meeting:

### 1. Opening of the meeting

### 2. Calling the meeting to order

Attorney-at-law Olli Kotila will serve as chairperson of the meeting. In the event Olli Kotila is prevented from serving as the chairperson for a weighty reason, the Board of Directors will appoint the person they deem the most suitable to serve as the chairperson.

### 3. Election of person to scrutinize the minutes and to supervise the counting of votes

The company's CFO Matti Eilonen will scrutinize the minutes and supervise the counting of the votes. In the event Matti Eilonen is prevented from scrutinizing the minutes and supervising the counting of the votes for a weighty reason, the Board of Directors will appoint the person they deem the most suitable to scrutinize the minutes and supervise the counting of the votes.

### 4. Recording the legality of the meeting

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

Shareholders who have voted in advance within the advance voting period and who are entitled to participate in the Annual General Meeting in accordance with Chapter 5, Sections 6 and 6 a of the Limited Liability Companies Act will be deemed shareholders participating in the meeting. The list of votes will be adopted according to the information provided by Euroclear Finland Oy and Innovatics Oy.

### 6. Presentation of the financial statements of the parent company, the consolidated financial statements and the report of the Board of Directors for the financial year ended 31 December 2021

Presentation of the review by the CEO.

As participation in the Annual General Meeting is possible only in advance, the Annual Report published on 8 February 2022, which includes the company's financial statements, the report of the Board of Directors and the auditor's report is deemed to have been presented to the Annual General Meeting. The document is available on the company's website

[https://sijoittajat.talenom.fi/en/investors/corporate\\_governance/annual\\_general\\_meeting2022](https://sijoittajat.talenom.fi/en/investors/corporate_governance/annual_general_meeting2022).

### 7. Adoption of the financial statements

The Board of Directors proposes that the Annual General Meeting adopts the financial statements of the parent company and the consolidated financial statements.

### 8. Resolution on the use of the profit shown on the balance sheet and the payment of dividends

The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0.17 per share be paid for the financial year 1 January–31 December 2021. Undistributed profits shall remain in equity.

The dividend will be paid to shareholders who on the dividend record date, 7 March 2022, are registered as shareholders in the company's shareholders' register maintained by Euroclear Finland Ltd. The Board of Directors proposes to the Annual General Meeting that the dividend would be paid on 14 March 2022. Dividend shall not be paid to treasury shares held by the company.

There have been no major changes in the company's financial position since the end of the financial year. The company's liquidity is good and in the Board of Director's view, the proposed profit distribution does not endanger the company's solvency.

### 9. Resolution on the discharge of the members of the Board of Directors and CEO from liability for the financial year 2021

### 10. Consideration of the Remuneration Report for governing bodies

The Remuneration Report for the company's governing bodies is available at [https://sijoittajat.talenom.fi/en/investors/corporate\\_governance/annual\\_general\\_meeting2022](https://sijoittajat.talenom.fi/en/investors/corporate_governance/annual_general_meeting2022)

The Board of Directors proposes the acceptance of the Remuneration Report 2021. The resolution is advisory in accordance with the Finnish Companies Act.

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

The Board of Directors proposes to the Annual General Meeting that a remuneration of EUR 6,000 per month would be paid to the Chairperson of the Board of Directors and EUR 2,000 per month to other members of the Board of Directors. Additionally, the travel expenses of the members of the Board of Directors would be compensated in accordance with the company's travel policy.

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

It is proposed to the Annual General Meeting that the number of the members of the Board of Directors be confirmed as six.

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

The Board of Directors proposes to the Annual General Meeting that Harri Tahkola, Mikko Siuruainen, Olli Hyyppä, Johannes Karjula, Elina Tourunen and Sampsa Laine, all current members of the Board of Directors, be re-elected as the members of the Board of Directors. Shareholders representing approximately 32.5 per cent of shares and votes in the company have announced their intention to support the Board of Directors' proposal.

The term of the members of the Board of Directors will run until the end of the next Annual General Meeting. All nominated persons have given their consent to the election.

The presentation and shareholdings of the persons nominated for the Board of Directors are available at Talenom Plc's website [https://sijoittajat.talenom.fi/en/investors/corporate\\_governance/board\\_of\\_directors](https://sijoittajat.talenom.fi/en/investors/corporate_governance/board_of_directors).

### **14. Resolution on the remuneration of the auditor**

The Board of Directors proposes to the Annual General Meeting that the auditor is remunerated according to a reasonable invoice approved by the company.

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

The Board of Directors proposes to the Annual General Meeting that KPMG Oy Ab, authorised public accountant organisation, be re-elected as the auditor of the company, with Juho Rautio, authorised public accountant, as the principal auditor.

The term of the auditor will run until the end of the next Annual General Meeting.

### **16. Authorising the Board of Directors to decide on the repurchase of own shares**

The Board of Directors proposes that the Annual General Meeting authorise the Board of Directors to resolve on the repurchase of a maximum of 150,000 shares in the company in one or several tranches using the company's unrestricted shareholders' equity. The shares will be repurchased otherwise than in proportion to the shareholdings of the shareholders in public trading arranged by Nasdaq Helsinki Ltd for the market price at the moment of purchase.

It is proposed that the authorisation remain valid until the closing of the next Annual General Meeting, but no longer than until 30 June 2023. The authorisation replaces the previous authorisation to repurchase own shares granted by the Annual General Meeting on 3 March 2021.

### **17. Authorising the Board of Directors to resolve on share issues and issues of option rights and other special rights entitling to shares**

The Board of Directors proposes that the Annual General Meeting authorise the Board of Directors to resolve on the issuance of shares and the issuance of special rights entitling to shares as referred to in Chapter 10 Section 1 of the Finnish Limited Liability Companies Act in one or several tranches, either against payment or without payment.

The aggregate number of shares to be issued, including the shares to be received based on special rights, cannot exceed 2,100,000 shares. The Board of the Directors may resolve to issue new shares or to transfer own shares possibly held by the company. The proposed maximum amount of the authorisation corresponds to approximately 4.8 per cent of all shares in the company.

The Board of Directors is authorised to decide on all other matters related to the issuance of shares and special rights entitling to shares, including the right to deviate from the pre-emptive right of shareholders to subscribe for shares to be issued. The authorisation is proposed to be used for the purposes of paying purchase prices of corporate acquisitions, share issues directed to personnel or share award schemes or to issue share options or for other purposes decided by the Board of Directors.

It is proposed that the authorisation remain valid until the closing of the next Annual General Meeting, but no longer than until 30 June 2023. The authorisation revokes all previous unused authorisations to resolve on the issuance of shares, option rights and other special rights entitling to shares.

### **18. Closing of the meeting**

#15289465v4