

Unofficial English Translation

**ANNUAL GENERAL MEETING OF TALENOM PLC. 2025**

**TIME:** 19 March 2025 at 10:00 am.

**PLACE:** Remote meeting in accordance with Chapter 5, Section 16, Subsection 3 of the Finnish Companies Act.

**PRESENT:** The shareholders and their representatives set out in the list of votes adopted at the General Meeting were represented at the meeting (Appendix 2).

In addition, members of the Board of Directors, the person being proposed to be elected to the Board of Directors, Chief Executive Officer Otto-Pekka Huhtala, Chief Financial Officer Matti Eilonen, the company's auditor's KPMG Oy Ab's representative APA Juho Rautio, Attorney-at-Law Olli Kotila, secretary of the meeting and other meeting officers were present.

**1 OPENING THE MEETING**

Harri Tahkola, Chairperson of the Board of Directors, opened the General Meeting and welcomed the shareholders to the General Meeting.

**2 CALLING THE MEETING TO ORDER**

Olli Kotila, Attorney-at-Law, was elected as the chairperson of the General Meeting in accordance with the proposal of the Board of Directors, and he invited Sara Shepherd to act as the Secretary of the General Meeting.

It was noted that according to Section 7 of the Articles of Association, the Board of Directors may decide to arrange a General Meeting without a meeting venue in such a way that the shareholders fully exercise their decision-making powers by the use of telecommunications and technical means during the meeting in real time (remote meeting). The Board of Directors has decided to hold the Annual General Meeting as a remote meeting in accordance with Chapter 5, Section 16, Subsection 3 of the Finnish Companies Act and to convene it in accordance with the notice to the General Meeting published on 27 February 2025.

It was noted that the contents of the proposals for resolutions made to the General Meeting appear from the notice to the General Meeting published on 27 February 2025.

It was noted that the General Meeting is held in Finnish.

It was noted that the shareholders who participate in the remote General Meeting in real time had all the shareholder rights in use during the General Meeting (such as the right to present questions orally and the right to vote).

It was noted that the shareholders also had the option to participate in the General Meeting through advance voting with respect to agenda items 7-19. The proposals for resolutions that are subject to the advance voting are deemed to have been presented at the General Meeting as unchanged in accordance with Chapter 5, Section 16, Subsection 5 of the Companies Act and the advance votes are taken into account in the possible voting at the remote General Meeting also in the situations where an alternative proposal for resolution has been made regarding the matter.

It was noted that holders of nominee-registered shares have notified the company of their votes and that the votes been included in the advance votes given at the General Meeting.

It was noted that the company or Innovatics Ltd have not become aware of any technical or

Unofficial English Translation

other problems or ambiguities related to the advance voting or the meeting procedures in general. It is possible to ascertain the shareholders' right to participate and the correctness of the counting of the votes in a manner comparable to the procedures adhered to at a regular General Meeting.

**3 ELECTION OF PERSON TO SCRUTINISE THE MINUTES AND TO SUPERVISE THE COUNTING OF THE VOTES**

The company's Chief Financial Officer Matti Eilonen was elected as the scrutinizer of the minutes and as the supervisor of counting of the votes in accordance with the proposal of the Board of Directors.

**4 RECORDING THE LEGALITY OF THE MEETING**

It was noted that the notice to the General Meeting had been published on the company's website and as a stock exchange release on 27 February 2025 and that the annual general meeting documents had been available on the company's website as of 27 February 2025.

It was noted that the General Meeting was duly convened in accordance with the Articles of Association and the Finnish Limited Liability Companies Act and that the General Meeting therefore constituted a quorum.

The notice to the General Meeting was attached to the minutes (Appendix 1).

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

It was noted that the prerequisite for participating in the General Meeting and exercising the right to vote is that the shareholder was registered in the company's shareholders' register maintained by Euroclear Finland Ltd on 7 March 2025 and had registered for the General Meeting within the time specified in the notice to the General Meeting, i.e. by 12 March 2025 at 4:00 p.m. (EET).

It was noted that a holder of nominee-registered shares had the right to participate in the General Meeting by virtue of the shares based on which the shareholder would be entitled to be registered in the shareholders' register maintained by Euroclear Finland Ltd on 7 March 2025. In addition, it was noted that the participation of a holder of nominee-registered shares requires that the shareholder has, on the basis of such shares, temporarily been registered into the shareholders' register held by Euroclear Finland Ltd by 14 March 2025 at 10:00 a.m. (EET). Such registration is considered registration for the General Meeting.

The real-time participation in the remote meeting had also required shareholders to provide a telephone number and/or email address to Innovatics Ltd in connection with the registration and within the registration period, so that the shareholders could be sent a participation link and password to participate in the remote meeting.

Based on the information received from Innovatics Ltd, the participation link and password to participate in the remote meeting in real time had been sent to shareholders on the day preceding the General Meeting (18 March 2025) to the email address and/or telephone number provided by the shareholder in connection with the registration.

It was noted that, as stated in the notice to the General Meeting, the shareholders who have exercised their right to vote before the General Meeting (through the advance voting) or who can exercise their right to vote during the General Meeting shall be considered to be participants in the General Meeting in accordance with Chapter 5, Section 16, Subsection 5 of the Companies Act. Participation in the General Meeting also requires that the shareholder has a right to participate in the General Meeting in accordance with Chapter 5, Sections 6 and 6a of the Companies Act.

Unofficial English Translation

It was noted that 76 shareholders had participated in the advance voting representing 29 601 304 shares and votes corresponding to approximately 65,01 % of the company's total number of outstanding and issued shares and votes.

At the beginning of the General Meeting, 69 shareholders participated in the General Meeting, representing 29 514 782 shares and votes corresponding to approximately 64,90 % of the company's total number of outstanding and issued shares and votes. These numbers include both the shareholders who voted in advance and shareholders participating in the General Meeting in real time.

The list of votes for the General Meeting's starting time and the advance votes given were enclosed to the minutes (Appendix 2).

**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 2024**

It was recorded that the company's Annual Report, including the Financial Statements, Consolidated Financial Statements, the Report of the Board of Directors and the Auditor's Report for the financial period 1 January 2024 – 31 December 2024, have been available on the company's website as of 27 February 2025.

Otto-Pekka Huhtala, CEO, presented to the General Meeting a review of the financial period 1 January 2024 – 31 December 2024.

The Company's auditor in charge, Juha Rautio, Authorized Public Accountant, presented the Auditor's Report to the General Meeting.

It was noted that the Financial Statements, the Consolidated Financial Statements, the Report of the Board of Directors and the Auditor's Report has been presented to the General Meeting.

The Financial Statements were attached to the minutes (Appendix 3).

The Auditor's Report was attached to the minutes (Appendix 4).

**7 ADOPTION OF THE FINANCIAL STATEMENTS**

It was recorded that the Board of Directors had proposed that the General Meeting adopt the Financial Statements.

It was noted that a total of 29 395 465 shares and votes participated in the advance voting in the agenda item, corresponding to approximately 64,64 % of the company's total number of outstanding and issued shares and votes. 29 395 465 votes were cast in favor of the adoption and no votes were cast against the adoption.

Based on the voting results, the General Meeting adopted the Financial Statements including the Consolidated Financial Statements for the financial year ended on 31 December 2024, in accordance with the proposal of the Board of Directors.

**8 RESOLUTION ON THE USE OF THE PROFIT SHOWN ON THE BALANCE SHEET AND THE DISTRIBUTION OF FUNDS AND AUTHORIZATION OF THE BOARD OF DIRECTORS TO RESOLVE ON THE DISTRIBUTION OF FUNDS**

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

**Unofficial English Translation**

**8a.** The Board of Directors had proposed that the General Meeting resolves that a dividend of EUR 0.10 per share be paid for the financial year 1 January–31 December 2024. The dividend will be paid to a shareholder who on the record date of the dividend payment, 21 March 2025, is registered in the company's shareholders' register held by Euroclear Finland Oy. The Board of Directors proposes that the dividend be paid on 28 March 2025.

**8b.** The Board of Directors had also proposed that the General Meeting authorizes the Board of Directors, in addition to the resolution in item 8a, to further resolve at its discretion on the distribution of dividends as follows: The total amount of the dividend distribution based on this authorization shall not exceed EUR 0.10 per share. The authorization is valid until the opening of the next Annual General Meeting.

The total aggregate maximum dividend for the financial year 1 January–31 December 2024 in items 8a and 8b would thus be a maximum of EUR 0.20 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 authorization, the company will separately publish announcement of such Board of Directors' resolutions. 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.

It was noted that a total of 29 395 466 shares and votes participated in the advance voting in the agenda item, corresponding to approximately 64,64 % of the company's total number of outstanding and issued shares and votes. 29 395 280 votes were cast in favor of the proposal of the Board of Directors representing approximately 99,99 % of the votes cast and 186 votes were cast against the proposal representing approximately 0,01 % of the votes cast.

Based on the voting results, the General Meeting resolved that a dividend of EUR 0,10 per share will be paid for the financial year 1 January 2024 – 31 December 2024 in accordance with the proposal 8a of the Board of Directors. The dividend record date is 21 March 2025, and the payment date is 28 March 2025. Based on the voting results and in accordance with the proposal 8b, the General Meeting also authorized 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 authorization shall not exceed EUR 0.10 per share. The authorization is valid until the opening of the next Annual General Meeting.

The total aggregate maximum dividend for the financial year 1 January–31 December 2024 in accordance with items 8a and 8b is thus EUR 0.20 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 authorization, the company will separately publish announcement of such Board of Directors' resolutions. 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.

**9 RESOLUTION ON THE DISCHARGE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE CHIEF EXECUTIVE OFFICER FROM LIABILITY FOR THE FINANCIAL YEAR 2024**

It was noted that the discharge from liability for the financial period 1 January 2024 – 31 December 2024 concerns all persons who have acted as a member of the Board of Directors or as CEO during the financial period.

Unofficial English Translation

It was noted that a total of 20 432 226 shares and votes participated in the advance voting in the agenda item, corresponding to approximately 44,93 % of the company's total number of outstanding and issued shares and votes. 20 432 226 votes were cast in favor of the proposal of the Board of Directors and no votes were cast against the proposal.

Based on the voting result, the General Meeting resolved to discharge the persons who have served as members of the board of directors and as CEO from liability for the financial period 1 January 2024 – 31 December 2024.

**10 CONSIDERATION OF THE REMUNERATION REPORT FOR GOVERNING BODIES**

It was noted that the Remuneration Report of the company's governing bodies for the financial period 1 January 2024 – 31 December 2024 had been published on 27 February 2025 on the company's website.

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

It was noted that in accordance with the notice to the General Meeting, the Board of Directors proposed the approval of the Remuneration Report, and that the resolution is advisory pursuant to the Companies Act.

It was noted that a total of 27 228 490 shares and votes participated in the advance voting in the agenda item, corresponding to approximately 59,87 % of the company's total number of outstanding and issued shares and votes. 15 224 404 votes representing approximately 55,91 % of the votes cast were cast in favor of the Remuneration Report and 12 004 086 votes representing approximately 44,09 % of the votes cast were cast against the Remuneration Report.

Based on the voting result, the annual general meeting resolved to support the presented Remuneration Report.

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

It was recorded that the Board of Directors had proposed to the General Meeting that the Chairperson of the Board of Directors be paid a monthly remuneration of EUR 6 000 and other Members of the Board of Directors a monthly remuneration of EUR 2 200. In addition, the travel expenses of the Members of the Board of Directors shall be compensated in accordance with the company's travel policy.

It was noted that a total of 20 970 734 shares and votes participated in the advance voting in the agenda item, corresponding to approximately 46,11 % of the company's total number of outstanding and issued shares and votes. 20 969 448 votes were cast in favor of the proposal of the Board of Directors representing approximately 99,99 % of the votes cast and 1 286 voters were cast against the proposal representing approximately 0,01 % of the votes cast.

Based on the voting result, the General Meeting resolved that a monthly remuneration of EUR 6 000 will be paid to the Chairperson of the Board of Directors. The monthly remuneration for other Members of the Board of Directors is EUR 2 200. In addition, the travel expenses of the Members of the Board of Directors will be compensated in accordance with the company's travel policy.

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

It was recorded that the Board of Directors had proposed to the General Meeting that the number of members of the Board of Directors is six.

**Unofficial English Translation**

It was noted that a total of 29 395 465 shares and votes participated in the advance voting in the agenda item, corresponding to approximately 64,64 % of the company's total number of outstanding and issued shares and votes. 29 248 327 votes were cast in favor of the proposal of the Board of Directors representing approximately 99,50 % of the votes cast and 147 138 voters were cast against the proposal representing approximately 0,50 % of the votes cast.

Based on the voting result, the General Meeting resolved, in accordance with the proposal of the Board of Directors, that the number of members of the board of directors is six.

**13 ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS**

It was recorded that the Board of Directors had proposed to the General Meeting that Harri Tahkola, Mikko Siuruainen, Johannes Karjula, Elina Tourunen and Erik Tahkola of the current members of the Board of Directors are re-elected as members of the Board of Directors and that Saara Kauppila is elected as a new member of the Board of Directors. Shareholders representing approximately 30,6 % of shares and votes in the company had announced their intention to support the Board of Directors' proposal. The term of the new 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 proposed new member of the Board of Directors Saara Kauppila introduced herself.

It was recorded that the presentations and shareholdings of the current members of the Board of Directors had been available at the company's website. The presentation of the new proposed member of the Board of Directors had also been available at the company's website.

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

It was noted that a total of 28 697 058 shares and votes participated in the advance voting in the agenda item, corresponding to approximately 63,10 % of the company's total number of outstanding and issued shares and votes. 28 118 332 votes representing approximately 97,98 % of the votes cast were cast in favor of the proposal of the Board of Directors and 578 726 votes representing approximately 2,02 % of the votes cast were cast against the proposal.

Based on the voting result, the General Meeting resolved, in accordance with the proposal of the Board of Directors, to elect Harri Tahkola, Mikko Siuruainen, Johannes Karjula, Elina Tourunen, Erik Tahkola and Saara Kauppila as Members of the Board of Directors for a term of office expiring at the end of the next Annual General Meeting.

**14 REMUNERATION OF THE AUDITOR**

It was recorded that the Board of Directors had proposed to the General Meeting that that the remuneration of the Auditor is paid in accordance with a reasonable invoice approved by the company.

It was noted that a total of 29 395 446 shares and votes participated in the advance voting in the agenda item, corresponding to approximately 64,64 % of the company's total number of outstanding and issued shares and votes. 29 395 446 votes were cast in favor of the proposal of the Board of Directors and no votes were cast against the proposal.

Based on the voting result, the General Meeting resolved, in accordance with the proposal of the Board of Directors, that the Auditor would be remunerated as per reasonable invoice approved by the company.

**15 ELECTION OF THE AUDITOR**

**Unofficial English Translation**

It was recorded that the Board of Directors had proposed to the General Meeting that KPMG Oy Ab, an authorised public accountant organization, is elected as the Auditor for the next term, with Juho Rautio, Authorised Public Accountant and Authorized Sustainability Auditor, as the auditor in charge. The term of the Auditor will run until the end of the next Annual General Meeting.

It was noted that a total of 29 395 465 shares and votes participated in the advance voting in the agenda item, corresponding to approximately 64,64 % of the company's total number of outstanding and issued shares and votes. 29 395 465 votes were cast in favor of the proposal of the Board of Directors and no votes cast were cast against the proposal.

Based on the voting result, the General Meeting resolved, in accordance with the proposal of the Board of Directors, that KPMG Oy Ab be elected as Auditor of the company. Juho Rautio, Authorised Public Accountant and Authorized Sustainability Auditor, is the auditor in charge appointed by KPMG Oy Ab. The term of the auditor will run until the end of the next annual general meeting.

**16 REMUNERATION OF THE SUSTAINABILITY REPORTING ASSURER**

It was recorded that the Board of Directors had proposed to the General Meeting that the that the sustainability reporting assurer to be elected is remunerated according to a reasonable invoice approved by the company.

It was noted that a total of 29 395 466 shares and votes participated in the advance voting in the agenda item, corresponding to approximately 64,64 % of the company's total number of outstanding and issued shares and votes. 29 394 366 votes were cast in favor of the proposal of the Board of Directors representing approximately 99,99 % of the votes cast and 1 100 votes representing approximately 0,01 % of the votes cast were cast against the proposal.

Based on the voting result, the General Meeting resolved, in accordance with the proposal of the Board of Directors, that the sustainability reporting assurer to be elected is remunerated according to a reasonable invoice approved by the company.

**17 ELECTION OF THE SUSTAINABILITY REPORTING ASSURER**

It was recorded that the Board of Directors had proposed to the General Meeting that the sustainability audit firm KPMG Oy Ab be elected as the company's sustainability reporting assurer for the term ending at the conclusion of the following Annual General Meeting. KPMG Oy Ab had informed the company that Juho Rautio, Authorised Public Accountant and Authorized Sustainability Auditor, would act as the principally responsible sustainability reporting assurer.

It was noted that a total of 29 395 465 shares and votes participated in the advance voting in the agenda item, corresponding to approximately 64,64 % of the company's total number of outstanding and issued shares and votes. 29 394 365 votes representing approximately 99,99 % of the votes cast were cast in favor of the proposal of the Board of Directors and 1 100 votes representing approximately 0,01 % of the votes cast were cast against the proposal.

Based on the voting result, the General Meeting resolved, in accordance with the proposal of the Board of Directors, that the sustainability audit firm KPMG Oy Ab was elected as the company's sustainability reporting assurer for the term ending at the conclusion of the following Annual General Meeting. KPMG Oy Ab had informed the company that Juho Rautio, Authorised Public Accountant and Authorized Sustainability Auditor, acts as the principally responsible sustainability reporting assurer.

**18 AUTHORISING THE BOARD OF DIRECTORS TO DECIDE ON THE REPURCHASE OF OWN SHARES**

**Unofficial English Translation**

It was recorded that the Board of Directors had proposed to the General Meeting that the Board of Directors be authorised to resolve on the repurchase of a maximum of 150 000 own 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 2026. The authorization replaces the previous authorisation to repurchase own shares granted by the Annual General Meeting on 14 March 2024.

It was noted that a total of 29 395 465 shares and votes participated in the advance voting in the agenda item, corresponding to approximately 64,64 % of the company's total number of outstanding and issued shares and votes. 29 248 327 votes were cast in favor of the proposal of the Board of Directors representing approximately 99,50 % of the votes cast and 147 138 votes representing approximately 0,50 % of the votes cast were cast against the proposal.

Based on the voting result, the General Meeting resolved, in accordance with the proposal of the Board of Directors, to authorize the Board of Directors to resolve on the repurchase of the company's own shares.

**19 AUTHORISING 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 the Board of Directors had proposed to the General Meeting that the board of directors be authorised 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 amount of shares to be issued, including the shares to be received based on special rights, must not exceed 2 200 000 shares. The Board of 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 % 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.

The authorisation is valid until the closing of the next Annual General Meeting, but no longer than until 30 June 2026. The authorisation revokes all previous unused authorisations to resolve on the issuance of shares, option rights and other special rights entitling to shares.

It was noted that a total of 29 395 465 shares and votes participated in the advance voting in the agenda item, corresponding to approximately 64,64 % of the company's total number of outstanding and issued shares and votes. 29 395 279 votes were cast in favor of the proposal of the Board of Directors representing approximately 99,99 of the votes cast and 186 votes representing approximately 0,01 % of the votes cast were cast against the proposal.

Based on the voting result, the General Meeting resolved, in accordance with the proposal of the Board of Directors, to authorize the Board of Directors to resolve on the issuance of shares and the granting of special rights entitling to shares.



Unofficial English Translation

**20 CLOSING OF THE MEETING**

The Chairperson stated that all items on the agenda had been considered, that no other matters had been presented for consideration and that the minutes of the meetings would be available on the company's website as from 2 April 2025 at the latest.

The chairperson closed the meeting at 10:54 am.

**Chairperson of the Annual General Meeting**

Nimi: \_\_\_\_\_  
Olli Kotila

**In Fidem**

Nimi: \_\_\_\_\_  
Sara Shepherd

**The Minutes scrutinised and approved**

Nimi: \_\_\_\_\_  
Matti Eilonen

**Appendices**

<b>Appendix 1</b>	Notice to the Annual General Meeting
<b>Appendix 2</b>	Attendance status and list of votes as well as advance votes
<b>Appendix 3</b>	Financial Statements
<b>Appendix 4</b>	Auditor's Report
<b>Appendix 5</b>	Remuneration Report for governing bodies