

Talenom Plc, Stock exchange release, 22 February 2024 at 8:15 EET

Notice to the Annual General Meeting of Talenom Plc; proposals of the Board of Directors

The Annual General Meeting of Talenom Plc will be held on Thursday 14 March 2024, beginning at 10:00 a.m.

The meeting will be held as a remote meeting in accordance with Chapter 5, Section 16, Subsection 3 of the Companies Act, in which shareholders fully exercise their decision-making powers by the use of telecommunications and technical means during the remote meeting in real time. The remote meeting does not have a physical meeting venue which shareholders or their proxy representatives could attend in person. Shareholders can also participate in the meeting through advance voting. The Board of Directors recommends that shareholders vote in advance even in case they participate in the remote meeting.

The instructions on participation are provided in Section C. "Instructions for the participants in the Annual General Meeting" of this notice.

A. MATTERS ON THE AGENDA OF THE ANNUAL GENERAL MEETING

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

1. Opening of the meeting

2. Calling the meeting to order

The Board of Directors proposes that Attorney-at-Law Olli Kotila shall act as the Chair of the meeting. In case Olli Kotila is, due to a weighty reason, prevented from acting as the Chair, the Board of Directors shall propose another person it deems the most suitable to act as the Chair. The Chair may appoint a secretary for the meeting.

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

The Board of Directors proposes that the person to scrutinize the minutes and to supervise the counting of votes in the remote meeting shall be the company's CFO Matti Eilonen. In case Matti Eilonen is, due to a weighty reason, prevented from acting as the person to scrutinize the minutes and to supervise the counting of votes, the Board of Directors shall propose another person it deems the most suitable to act in the role.

4. Recording the legality of the meeting

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

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 2023

Presentation of the CEO's review.

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 0.19 per share be paid for the financial year 1 January–31 December 2023. Undistributed profits shall remain in equity.

The dividend will be paid to shareholders who on the dividend record date, 19 March 2024, 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 26 March 2024. 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 Directors' 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 2023

10. Consideration of the Remuneration Report and Remuneration Policy for governing bodies

The Remuneration Report for the company's governing bodies is available at https://investors.talenom.com/en/investors/corporate_governance/annual_general_meeting_2024.

The Board of Directors proposes the acceptance of the Remuneration Report 2023 and the new Remuneration Policy. The resolutions are advisory in accordance with the 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 2,200 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 seven.

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, Sampsa Laine and Erik Tahkola, all current members of the Board of Directors, be re-elected as members of the Board of Directors. Shareholders representing approximately 30,6 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 current members of the Board of Directors are available at Talenom Plc's website https://investors.talenom.com/en/investors/corporate_governance/board_of_directors. The presentation of the person nominated for the Board of Directors as a new member is available at Talenom Plc's website https://investors.talenom.com/en/investors/corporate_governance/annual_general_meeting_2024.

With respect of the election procedure of the members of the Board of Directors, the Board of Directors proposes that the shareholders take a position on the proposal as a whole at the Annual General Meeting.

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 2025. The authorisation replaces the previous authorisation to repurchase own shares granted by the Annual General Meeting on 15 March 2023.

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 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 2,200,000 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 2025. 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

B. DOCUMENTS OF THE ANNUAL GENERAL MEETING

The proposals for the decisions on the aforementioned matters on the above agenda of the Annual General Meeting and this notice are available at Talenom Plc's website at https://investors.talenom.com/en/investors/corporate_governance/annual_general_meeting_2024. Talenom Plc's Annual Report, financial statements, the report of the Board of Directors and the auditor's report, the remuneration report as well as the remuneration policy (old and new) will be available on the above-mentioned website as of 22 February 2024. A copy of the Annual Report will be sent to shareholders upon request. The minutes of the Annual General Meeting will be available on the above-mentioned website as of 28 March 2024 at the latest.

C. INSTRUCTIONS FOR THE PARTICIPANTS IN THE ANNUAL GENERAL MEETING

1. Exercising rights by the use of telecommunications and technical means

According to the company's Articles of Association the Board of Directors may decide to hold a General Meeting without a meeting venue, in which case 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 company's Board of Directors has decided to organize the Annual General Meeting as a Remote Meeting and to convene it in accordance with this notice to the Annual General Meeting.

The Remote Meeting shall be attended in real time through Inderes Plc's virtual general meeting service on the Videosync platform that includes a video and audio connection to the Annual General Meeting. Participating in the Remote Meeting does not require software or loadings subject to charge. In addition to an internet connection, participation requires a computer, smartphone or tablet with speakers or headphones for audio. Chrome, Firefox, Edge, Safari or Opera browsers are recommended for participation.

The link and password for the participation in the Remote Meeting will be sent by email and/or text message to the email address and/or phone number provided in connection with the registration to the Annual General Meeting at the latest on the day preceding the Annual General Meeting. It is recommended to log into the meeting system before the Annual General Meeting's starting time.

Shareholders who participate in the Remote Meeting in real time have all shareholder rights in use during the meeting, such as the right to present questions orally and the right to vote. Presenting questions orally requires a microphone in the device used for participating in the Annual General Meeting.

More detailed information about the virtual general meeting service, additional instructions for proxy representatives when representing several shareholders, contact details of the service provider and instructions in case of an error situation are available at <https://vagm.fi/support>. Link to test the compatibility of a computer, smartphone or tablet and the network connection are available at <https://demo.videosync.fi/agm-compatibility?language=fi>. It is recommended that participants view the instructions for participation before the start of the Annual General Meeting.

Shareholders may participate in the Annual General Meeting also by voting in advance in accordance with Section C. 3. of this notice. Voting in advance is not mandatory but it is recommended by the Board of Directors.

The Annual General Meeting shall be held in Finnish.

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

2. Right to participate and registration of a shareholder registered in the shareholders' register

A shareholder who is registered in the company's shareholders' register maintained by Euroclear Finland Ltd on the record date of the Annual General Meeting, 4 March 2024, has the right to participate in the Annual General Meeting. A shareholder whose shares are registered on his/her Finnish book-entry account is registered in the shareholders' register of the company.

The registration commences on 23 February 2024 at 10:00 a.m. (EET). A shareholder registered in the company's shareholders' register, who wishes to participate in the Annual General Meeting, must register for the Annual General Meeting no later than by 8 March 2024 at 4:00 p.m. (EET) by which time the registration needs to have been received. The registration for the Annual General Meeting can be made:

a) Through the company's website at https://investors.talenom.com/en/investors/corporate_governance/annual_general_meeting_2024.

Online registration requires that the shareholders or their statutory representatives or proxy representatives use strong electronic authentication either by Finnish, Swedish or Danish Bank ID or Mobile ID.

b) By mail or email.

A shareholder who registers by mail or email shall send the registration and advance voting form available on the company's website at https://investors.talenom.com/en/investors/corporate_governance/annual_general_meeting_2024 or corresponding information to Innovatics Ltd by mail to the address Innovatics Ltd, General Meeting / Talenom Plc, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland, or by email to agm@innovatics.fi.

If the shareholder registers for the Annual General Meeting by mail or email to Innovatics Ltd, the delivery of the registration and advance voting form or the corresponding information before the end of the registration period shall be deemed a registration for the Annual General Meeting, provided that the shareholder's message includes the information mentioned on the form required for registration.

In connection with the registration and possible advance voting, the requested information shall be provided, such as the shareholder's name, date of birth/business ID and contact information. The provided personal data shall only be used in connection with the processing of the Annual General Meeting and necessary registrations related to it.

Additional information on the registration and advance voting is available during the registration period by telephone from Innovatics Ltd's telephone number at +358 10 2818 909 on weekdays from 9:00 a.m. until 12:00 noon and from 1:00 p.m. until 4:00 p.m.

3. Voting in advance

Shareholders with a Finnish book-entry account may, if they wish, vote in advance on certain items on the agenda of the Annual General Meeting between 23 February 2024 at 10:00 a.m. (EET) and 8 March 2024 at 4:00 p.m. (EET). The advance voting is possible:

a) Through the company's website at
https://investors.talenom.com/en/investors/corporate_governance/annual_general_meeting_2024.

Logging into the service is done in the same way as for the registration in Section C. 2. a) of this notice.

b) By mail or email.

A shareholder who votes in advance by mail or email shall send the registration and advance voting form available on the company's website at
https://investors.talenom.com/en/investors/corporate_governance/annual_general_meeting_2024 or corresponding information to Innovatics Ltd by mail to the address Innovatics Ltd, General Meeting / Talenom Plc, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland, or by email to agm@innovatics.fi.

If the shareholder votes in advance by mail or email to Innovatics Ltd, the delivery of the registration and advance voting form or the corresponding information before the end of the registration period shall be deemed also a registration for the Annual General Meeting, provided that the shareholder's message includes the required information required in both the registration section and the advance voting section of the form.

The proposals for resolutions that are subject to the advance voting are deemed to have been presented at the Annual 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 Meeting also in the situations where an alternative proposal for resolution has been made regarding the matter. Taking the votes into account requires that the shareholder who has voted in advance is registered in the company's shareholder register maintained by Euroclear Finland Ltd on the record date of the Annual General Meeting on 4 March 2024.

It is not possible for the shareholder who votes in advance to exercise other shareholder rights under the Companies Act in the Annual General Meeting, such as the right to ask questions or right to demand a vote, unless the shareholder also registers for and participates him-/herself or through a proxy representative in the Remote Meeting in real time. A shareholder who has voted in advance and who also participates in the Remote Meeting in real time can, in a voting situation, if he/she wishes, change the votes given in advance.

4. Holder of nominee-registered shares

A holder of nominee-registered shares has the right to participate in the Annual 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 4 March 2024. The right to participate in the Annual General Meeting requires, in addition, that the shareholder has, on the basis of such shares, temporarily been registered into the shareholders' register held by Euroclear Finland Ltd at the latest by 11 March 2024 at 10:00 a.m. (EET). As regards nominee-registered shares, this constitutes registration for the Annual General Meeting.

A holder of nominee-registered shares is advised to request in good time necessary instructions regarding the temporary registration in the shareholders' register, the issuing of proxy documents and registration for the Annual General Meeting from his/her custodian bank. The account manager of the custodian bank shall report the holder of nominee-registered shares, who wishes to participate in the Annual General Meeting, to be temporarily registered into the shareholder's register of the company by the above-mentioned date at the latest and take care of possible advance voting on behalf of the shareholder within the registration period for nominee-registered shares.

A holder of nominee-registered shares who has registered for the Annual General Meeting may also participate in the Remote Meeting by the use of telecommunications and technical means in real time. In addition to the temporary registration into the shareholders' register, the real-time participation in the Remote Meeting requires the delivery of the shareholder's email address and telephone number to agm@innovatics.fi before the end of the registration period for the holders of nominee-registered shares, so that the shareholders can be sent a participation link and password to participate in the Remote Meeting.

5. Use of proxy representatives and proxy documents

A shareholder may participate in the Annual General Meeting and exercise his/her rights at the Annual General Meeting by way of proxy representation. The proxy representative of the shareholder may also vote in advance in a manner set out in this notice.

The proxy representative of the shareholder shall present a dated proxy document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder. When registering for the Annual General Meeting and possibly voting in advance through the company's website, the proxy representative shall identify him-/herself in the electronic registration service personally with strong authentication, after which the proxy representative is able to register and, if he/she wishes, vote in advance on behalf of the represented shareholder. Statutory right of representation may be demonstrated by using the Suomi.fi e-Authorisations service which is in use in the online registration service.

Should a shareholder participate in the Annual General Meeting by means of several proxy representatives who represent the shareholder with shares in different book-entry accounts, the shares based on which each proxy representative represents the shareholder shall be informed in connection with the registration for the Annual General Meeting.

Possible proxy documents are requested to be delivered primarily as an attachment in connection with the electronic registration and possible advance voting, or alternatively to Innovatics Ltd by mail to the address Innovatics Ltd, General Meeting / Talenom Plc, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland, or by e-mail to agm@innovatics.fi before the end of the registration period, by which time the proxy documents must be received by Innovatics Ltd. A template for a proxy document is available on the company's website at https://investors.talenom.com/en/investors/corporate_governance/annual_general_meeting_2024.

Submitting a proxy document and the registration and advance voting form mentioned in Section C. 2. b) to Innovatics Ltd before the end of the registration period is deemed a registration for the Annual General Meeting, provided that they set forth the information necessary for the registration required on the form.

It is recommended that individual proxy representative representing several different shareholders vote in advance.

6. Other instructions and information

A shareholder who participates in the Annual General Meeting in real time has the right to ask questions at the Annual General Meeting in accordance with the Chapter 5, Section 25 of the Companies Act regarding the matters discussed at the Annual General Meeting.

Changes in share ownership after the record date of the Annual General Meeting do not affect the right to participate in the Annual General Meeting or the shareholder's number of votes.

On the date of this notice to the Annual General Meeting, the total number of shares and votes in Talenom Plc is 45,628,572.

In Helsinki, 22 February 2024

TALENOM PLC
Board of Directors

Further information:

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Talenom Plc is an accounting firm established in 1972. Talenom offers a wide range of accounting services as well as other expert and advisory services to support its clients' business. The company has its own software development and it provides its clients with electronic financing tools.

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