Unofficial translation from the Finnish original

Minutes 1/2022

Business ID: 2038517-1

#### ANNUAL GENERAL MEETING

- **Time** 28 April 2022, at 10:00 a.m.
- Place The company's headquarters, Rihkamatori 2, 06100 Porvoo

Present The Board of Directors of Lamor Corporation Plc has resolved, by virtue of Section 2, Subsection 3 of the temporary legislative act 375/2021 ("Temporary Act") to limit the spread of the COVID-19 pandemic, that shareholders and their proxy representatives could only participate in the Annual General Meeting by voting in advance and by submitting counterproposals and questions in advance.

The shareholders set out in the list of votes adopted at the General Meeting were represented at the General Meeting (<u>Schedule 3</u>).

Present at the meeting:

Marko Vuori, as General Meeting Chair

Markus Laine, as secretary

Tom Fagernäs, as the person to scrutinise the minutes and supervise the counting of the votes

1 OPENING OF THE MEETING

Marko Vuori, attorney-at-law, opened the meeting as appointed by the Board of Directors,

2 CALLING THE MEETING TO ORDER

As stated in the Notice of General Meeting, Marko Vuori, attorney-at-law, acted as the General Meeting Chair, and invited LL.M. Markus Laine to act as secretary.

The General Meeting Chair noted that shareholders and their proxy representatives could only participate in the Annual General Meeting via advance voting, and all resolution items on the agenda had therefore been voted on. The General Meeting Chair further noted that according to the Temporary Act, it has been possible to object to a proposed resolution for all agenda items without submitting a counterproposal. A summary of the advance votes was appended to the minutes as **schedule 1**.

It was noted that the proposals to the General Meeting had been disclosed in a company release on 7 April 2022 and on the company's website as part of the Notice of General Meeting. The General Meeting Chair further noted that pursuant to the Temporary Act the shareholders had a right to make advance counterproposals, and within the meaning of the Finnish Limited Liability Companies Act Chapter 5, Section 25 to submit advance questions.

By the due date 11 April 2022 at 12 noon stated in the Notice of General Meeting, no counterproposals to be put on vote had been received from shareholders. By the due date 12 April 2022 at 16 p.m. stated in the Notice of General Meeting, no questions within the meaning of the Finnish Limited Liability Companies Act Chapter 5, Section 25 were submitted.

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

As stated in the Notice of General Meeting, Tom Fagernäs, attorney-at-law, acted as the person to scrutinise the minutes and supervise the counting of votes.

### 4 RECORDING THE LEGALITY OF THE MEETING

According to the Section 9 of the company's Articles of Association, the notice of General Meeting shall be given to the shareholders at the earliest three months and at the latest one week before the record date of the General Meeting referred to in the Limited Liability Companies Act. The notice shall be delivered by publishing it on the company's website or by providing the notice by email or otherwise in writing to the addresses informed to the ccompany by the shareholder. The record date of this General Meeting has been 14 April 2022.

It was recorded that the Notice of General Meeting, containing proposals from the Board of Directors and shareholders, had been published in a company release and on the ccompany's website on 7 April 2022.

It was noted that the meeting had been convened in accordance with the company's Articles of Association and the regulations of the Limited Liability Companies Act and the Temporary Act.

The Notice of General Meeting was appended to the minutes as schedule 2

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

A list of shareholders who had voted in advance within the advance voting period, either in person or through a proxy, and who were entitled to participate in the Annual General Meeting in accordance with Chapter 5, Sections 6 and 6a of the Companies Act, was presented.

It was recorded that by the advance registration and by the advance voting, a total of 14 shareholders had participated either in person or through a proxy, representing 19,323,020 shares and votes, corresponding to approximately 70.26 % of all shares and

approximately 71.67 % of all votes in the company. The total number of the registered shares of the company is 27,502,424, of which 542,450 shares were held by the company at the record date.

The General Meeting's attendance and the adopted list of votes was appended to the minutes as <u>schedule 3</u>.

## PRESENTATION OF THE FINANCIAL STATEMENTS, REPORT OF THE BOARD OF DIRECTORS AND AUDITORS' REPORT FOR THE YEAR 2021

It was noted that as the Annual General Meeting could only be attended by advance voting, the Annual Report for the year 2021, including the financial statements, report of the Board of Directors and the auditor's report published by the company on 31 March 2022 in a company release, and which has since been available on the company's website at <u>investors.lamor.com/reports-and-presentations</u>, was deemed to have been presented to the Annual General Meeting.

The Annual Report was appended to the minutes as schedule 4

#### 7 ADOPTION OF THE ANNUAL ACCOUNTS

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It was recorded that 19,323,020 shares, corresponding to approximately 70.26 % of all shares and approximately 71.67 % of all votes in the company, took part in the vote. A total of 19.323.020 votes, corresponding to 100 % of the votes cast, were cast to support the proposal of the Board of Directors that the annual accounts are adopted, and no votes were cast against the adoption.

Based on the result of voting, the Annual General Meeting resolved to adopt the financial statements and consolidated financial statements for the financial year 1 January 2021 – 31 December 2021.

#### 8 PROFIT / LOSS FOR THE FINANCIAL YEAR

It was noted that the company's distributable funds on 31 December 2021 was EUR 34,009,086.68.

It was noted that the Board of Directors had proposed the Annual General Meeting that no dividend is paid by the company for the financial year 1 January 2021 – 31 December 2021 and that the loss for the financial year EUR -7,478,375.60 will be entered in the retained earnings.

It was recorded that 19,323,020 shares, corresponding to approximately 70.26 % of all the shares and to approximately 71.67 % of all votes in the company, took part in the vote. A total of 19,323,020 votes, corresponding to 100 % of the votes cast, were cast to support the proposal of the Board of Directors, and there were no votes cast against the proposal of the Board of Directors.

Based on the result of voting, the Annual General Meeting resolved, in accordance with the Board of Directors' proposal, that no dividend is paid for the financial year 1 January

2021 – 31 December 2021 and that the loss for the financial year EUR -7,478,375.60 is entered in the retained earnings.

RESOLUTION ON THE DISCHARGE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE CEO FROM LIABILITY FOR THE FINANCIAL YEAR 2021

It was noted that the discharge from liability for the financial year 1 January 2021 - 31December 2021 concerned the following persons:

Esa Ikäheimonen, Chairman of the Board of Directors

Nina Ehrnrooth, Member of the Board of Directors from 7 December 2021

Fred Larsen, Member of the Board of Directors

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Kaisa Lipponen, Member of the Board of Directors from 7 December 2021

Timo Rantanen, Member of the Board of Directors

Mika Pirneskoski, Chief Executive Officer

It was recorded that 17,778,270 shares corresponding to approximately 64.64 % of all shares and approximately 65.94 % of all votes in the company, took part in the vote. A total of 17,778,270 votes, corresponding to 100 % of the votes cast, were cast to support the granting of the discharge from liability, and no votes were cast against the granting of the discharge from liability. In addition, 1,544,750 shares did not vote on the agenda item.

Based on the result of voting, the Annual General Meeting resolved to grant discharge from liability to the above mentioned members of the Board of Directors and the Chief Executive Officer for the financial year 1 January 2021 – 31 December 2021.

#### 10 ADOPTION OF THE REMUNERATION POLICY OF THE GOVERNING BODIES

It was noted that as the Annual General Meeting could only be attended by advance voting, the Remuneration Policy of the Governing Bodies published in connection with the company release on 7 April 2022 and available on the company's website at <u>investors.lamor.com/governance/remuneration</u> from 7 April 2022 onwards, was deemed to have been presented to the Annual General Meeting.

It was noted that the Board of Directors had proposed Annual General Meeting that the Remuneration Policy of the Governing Bodies will be adopted.

The Remuneration Policy was appended to the minutes as schedule 5.

It was recorded that 17.484.170 shares, corresponding to approximately 63.57 % of all shares and approximately 64.85 % of all votes in the company, took part in the vote. A total of 17,484,170 votes, corresponding to 100 % of the votes cast, were cast to support the proposal of the Board of Directors, and no votes were cast against the proposal of the Board of Directors. In addition, 1,838,850 refrained from voting.

Based on the result of voting, the Annual General Meeting resolved to adopt the presented Remuneration Policy. The resolution was advisory.

### 11 ADOPTION OF THE REMUNERATION REPORT OF THE GOVERNING BODIES

It was noted that as the Annual General Meeting could only be attended by advance voting, the Remuneration Report of the Governing Bodies for the year 2021 published in connection with the 31 March 2022 company release and available on the company's website at <u>investors.lamor.com/governance/remuneration</u> from 31 March 2022 onwards, was deemed to have been presented to the Annual General Meeting.

It was noted that the Board of Directors had proposed Annual General Meeting that the Remuneration Report of the Governing Bodies will be adopted.

The Remuneration Report was appended to the minutes as schedule 6.

It was recorded that 17,484,170 shares corresponding to approximately 63.57 % of all shares and approximately 64.85 % of all votes in the company, took part in the vote. A total of 16,877,382 votes, corresponding to 96.53 % of the votes cast, were cast to support the proposal of the Board of Directors, and a total of 606,788 votes, corresponding to 3.47 % of the votes cast, were cast against the proposal of the Board of Directors. In addition, 1,838,850 refrained from voting.

Based on the result of voting, the Annual General Meeting resolved to adopt the presented Remuneration Report of the Governing Bodies. The resolution was advisory.

## 12 RESOLUTION ON THE REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS

It was noted that shareholders of the company, who control over 45 per cent of the shares and over 45 per cent of the votes of the company, had proposed to the Annual General Meeting that the remuneration of the Board of Directors would be as follows:

The remuneration payable to the members of the Board of Directors shall be EUR 20,000 annually for each member of the Board, except for the Chairman of the Board, who shall be paid EUR 50,000 annually, and the possible Vice Chairman of the Board, who shall be paid EUR 45,000 annually.

The Chairman of the Audit Committee shall be paid a fixed annual remuneration of EUR 10,000 and each member of the Audit Committee EUR 5,000. In case the Chairman of the Audit Committee acts as the Chairman or as the Vice Chairman of the Board of Directors, no remuneration related to the committee work shall be paid.

The Chairman of the Remuneration Committee, which is planned to be established, shall be paid a fixed annual remuneration of EUR 5,000 and each member of the Remuneration Committee EUR 2,500. The payment of the committee remuneration is subject to the establishment of the Remuneration Committee as planned. In case the Chairman of the Remuneration Committee acts as the Chairman or as the Vice Chairman of the Board of Directors, no remuneration related to the committee work shall be paid.

In addition, it was proposed that the meeting fees payable to all the other members of the Board of Directors, except for the Chairman of the Board, shall be EUR 1,000 per each meeting. When a member participates in a meeting via remote connection, the meeting fee shall be EUR 750. Travel expenses will be reimbursed in accordance with

the company's travel policy and the official decision of the Finnish Tax Administration on tax-exempt allowances.

It was recorded that 19,323,020 shares, corresponding to approximately 70.26 % of all the shares and to approximately 71.67 % of all votes in the company, took part in the vote. A total of 19,323,020 votes, corresponding to 100 % of the votes cast, were cast to support the proposal of the Shareholders, and there were no votes against the proposal of the Shareholders.

Based on the result of voting, the Annual General Meeting resolved that the remuneration for the Board members is as proposed by the Shareholders.

## 13 RESOLUTION ON THE NUMBER OF THE MEMBERS AND ELECTION OF THE MEMBERS OF THE BOARD OF DIRECTORS

It was noted that according to to the Section 5 of the company's Articles of Association, the Board of Directors shall comprise a minimum of three (3) and a maximum of eight (8) regular members. The current number of members of the Board of Directors is five (5).

It was noted that shareholders of the company, who control over 45 per cent of the shares and over 45 per cent of the votes of the company, had proposed to the Annual General Meeting that the number of members of the Board of Directors shall be five (5).

It was noted that shareholders of the company, who control over 45 per cent of the shares and over 45 per cent of the votes of the company, had further proposed that of the current members of the Board of Directors, Nina Ehrnrooth, Fred Larsen, Kaisa Lipponen and Timo Rantanen shall be re-elected as members of the Board of Directors, and that Mika Ståhlberg shall be elected as a new member of the Board of Directors, each for a term commencing at the close of the Annual General Meeting and continuing until the close of the 2023 Annual General Meeting.

It was recorded that 19,323,020 shares, corresponding to approximately 70.26 % of all the shares and to approximately 71.67 % of all votes in the company, took part in the vote. A total of 19,323,020 votes, corresponding to 100 % of the votes cast, were cast to support the proposal of the Shareholders, and there were no votes against the proposal of the Shareholders.

Based on the result of voting, the Annual General Meeting resolved that the number of the members of the Board of Directors and the election of the members of the Board of Directors would be in accordance with the proposal by the Shareholders.

### 14 RESOLUTION ON THE REMUNERATION OF AUDITOR

It was noted that based on the proposal prepared by the Audit Committee, the Board of Directors had proposed that the auditor shall be paid reasonable remuneration in accordance with the invoice approved by the company.

It was recorded that 19,323,020 shares, corresponding to approximately 70.26 % of all shares and approximately 71.67 % of all votes in the company, took part in the vote. A total of 19,323,020 votes, corresponding to 100 % of the votes cast, were cast to support

the proposal of the Board of Directors, and no votes were cast against the proposal of the Board of Directors.

Based on the result of voting, the Annual General Meeting resolved that reasonable remuneration for the auditor would be paid in accordance with the invoice approved by the company, in accordance with the Board proposal.

#### 15 ELECTION OF AUDITOR

It was noted that according to the Section 8 of the company's Articles of Association, the company shall have one auditor who shall be an auditing firm approved by the Finnish Patent and Registration Office. The auditor's term of office begins from the General Meeting deciding on the auditor's election and ends at the close of the next Annual General Meeting following the election.

It was noted that based on the proposal prepared by the Audit Committee, the Board of Directors had proposed that the firm of authorised public accountants Ernst & Young Oy, which has appointed APA Juha Hilmola as responsible auditor, be re-appointed as auditor to serve for a term ending at the end of the next Annual General Meeting. It was noted that the auditor proposed herein has given its consent for the election.

It was recorded that 19,323,020 shares, corresponding to approximately 70.26 % of all shares and approximately 71.67 % of all votes in the company, took part in the vote. A total of 19,323,020 votes, corresponding to 100 % of the votes cast, were cast to support the proposal of the Board of Directors, and no votes were cast against the proposal of the Board of Directors.

Based on the result of voting, the Annual General Meeting resolved that the Auditor would be elected in accordance with the Board proposal.

# 16 AUTHORISATION OF THE BOARD OF DIRECTORS TO DECIDE ON THE ISSUANCE OF SHARES

It was noted that the Board of Directors had proposed that the Annual General Meeting authorise the Board of Directors to decide on the issuance of shares as follows:

The shares issued under the authorisation may be new shares or treasury shares. Under the authorisation, a maximum of 2,750,000 shares, which corresponds to approximately 10 per cent of all of the shares at the time of this proposal, may be issued. The shares may be issued in one or more tranches.

Under the authorisation, the Board of Directors may resolve upon issuing new shares to the company itself. However, the company, together with its subsidiaries, may not at any time hold more than 10 per cent of all its shares.

The Board of Directors is authorised to resolve on all terms of the share issue. The Board of Directors is authorised to resolve on a directed share issue in deviation from the shareholders' pre-emptive rights, provided that there is a weighty financial reason for the company to do so.

The proposed authorisation does not invalidate any earlier authorisations entitling the Board of Directors to decide on share issues or issues of special rights entitling to shares.

The authorisation is valid until the close of next Annual General Meeting, however no longer than until 30 June 2023.

It was recorded that 17,783,570 shares, corresponding to approximately 64.66 % of all shares and approximately 65.96 % of all votes in the company, took part in the vote. A total of 17,783,570 votes, corresponding to 100 % of the votes cast, were cast to support the proposal of the Board of Directors, and no votes were cast against the proposal of the Board of Directors. In addition, 1,539,450 shares did not vote on the agenda item.

Based on the result of voting, the Annual General Meeting resolved that the Board of Directors would be authorised to decide on the issuance of shares in accordance with the Board proposal.

# 17 AUTHORISATION OF THE BOARD OF DIRECTORS TO DECIDE ON ISSUING SHARES OF OPTION RIGHTS AND OTHER SPECIAL RIGHTS ENTITLING TO SHARES

It was noted that the Board of Directors had proposed that the Annual General Meeting authorise 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 of the Companies Act, as follows:

Under the authorisation, shares, option rights and other special rights entitling to shares may be issued in such a way that the shares to be issued either directly or on the basis of option rights and other special rights under the authorisation shall not exceed 550,000 shares in aggregate, which would correspond to approximately two (2) per cent of all the company's shares at the time of this proposal. The shares, option rights and other special rights entitling to shares may be issued in one or more tranches.

The authorisation can be used to issue shares, option rights and other special rights as part of the management and employee incentive schemes of the company.

The Board of Directors is authorised to resolve on all terms for the issuance of the shares, option rights and special rights entitling to shares. The Board of Directors is authorised to resolve on a directed issue of the shares, option rights and special rights entitling to shares in deviation from the shareholders' pre-emptive right, provided that there is a weighty financial reason for the company to do so.

The proposed authorisation does not invalidate any earlier authorisations entitling the Board of Directors to decide on issues of shares, option rights or of special rights entitling to shares.

The authorisation is valid until the close of next Annual General Meeting, however no longer than until 30 June 2023.

It was recorded that 19,323,020 shares, corresponding to approximately 70.26 % of all shares and approximately 71.67 % of all votes in the company, took part in the vote. A total of 16,877,382 votes, corresponding to 87.34 % of the votes cast, were cast to support

the proposal of the Board of Directors. A total of 2,445,638 votes, corresponding to 12.66 % of the votes cast, were cast against the proposal of the Board of Directors.

Based on the result of voting, the Annual General Meeting resolved that the Board of Directors would be authorised to decide on the issuance of shares as well as the issuance of option rights and other special rights entitling to shares, in accordance with the Board proposal.

## 18 AUTHORISATION OF THE BOARD OF DIRECTORS TO DECIDE ON THE ACQUISITION OF THE COMPANY'S OWN SHARES

It was noted that the Board of Directors had proposed to the Annual General Meeting that the Annual General Meeting authorise the Board of Directors to decide on the acquisition of the company's own shares as follows:

The number of own shares to be repurchased shall not exceed 2,750,000 shares. However, the company together with its subsidiaries cannot at any moment own and/or hold as pledge more than 10 per cent of all the shares in the company. Only the unrestricted equity of the company can be used to repurchase own shares on the basis of the authorisation.

Own shares can be repurchased at a price formed in public trading on the date of the repurchase or otherwise at a price formed on the market.

The Board of Directors decides how own shares will be repurchased and accepted as pledge. Own shares can be repurchased using, inter alia, derivatives. Own shares can be repurchased otherwise than in proportion to the shareholdings of the shareholders (directed repurchase). The shares may be repurchased in one or more tranches.

Own shares can be repurchased, inter alia, to limit the dilutive effects of share issues carried out in connection with possible acquisitions, to develop the company's capital structure, to be transferred in connection with possible acquisitions, to be used in incentive schemes or to be cancelled, provided that the repurchase is in the interest of the company and its shareholders.

The authorisation is valid until the close of next Annual General Meeting, however no longer than until 30 June 2023.

It was recorded that 19,323,020 shares, corresponding to approximately 70.26 % of all shares and approximately 71.67 % of all votes in the company, took part in the vote. A total of 19,323,020 votes, corresponding to 100 % of the votes cast, were cast to support the proposal of the Board of Directors. No votes were cast against the proposal of the Board of Directors.

Based on the result of voting, the Annual General Meeting resolved that the Board of Directors would be authorised to decide on the acquisition of the company's own shares, in accordance with the Board proposal.

#### 19 RESOLUTION ON ESTABLISHING A SHAREHOLDERS' NOMINATION BOARD

It was noted that the Board of Directors had proposed that the Annual General Meeting would resolve to establish a permanent Shareholders' Nomination Board and to approve

the Charter of the Shareholders' Nomination Board attached to the the Notice of General Meeting. The duties of the proposed Nomination Board would include preparing and presenting for the Annual General Meeting, and when necessary to the Extraordinary General Meeting, proposals on the remuneration, number of the members, and the members of the Board of Directors. Further, the duties would include searching for possible candidates for new members of the Board of Directors.

The Charter of the Shareholders' Nomination Board was appended to the minutes as <u>schedule 7</u>.

It was recorded that 19,323,020 shares, corresponding to approximately 70.26 % of all shares and approximately 71.67 % of all votes in the company, took part in the vote. A total of 19,323,020 votes, corresponding to 100 % of the votes cast, were cast to support the proposal of the Board of Directors, and no votes were cast against the proposal of the Board of Directors.

Based on the result of voting, the Annual General Meeting resolved to establish a Shareholders' Nomination Board and to approve the Charter of the Shareholders' Nomination Board in accordance with Board proposal.

## 20 CLOSING OF THE MEETING

The Chairman noted that the minutes of the Meeting would be available on the company's website on 12 May 2022 at the latest.

As all the business specified for the General Meeting had been handled, the Chairman declared the the General Meeting closed at 11 a.m.

signatures on the following page

In fidem

Marko Vuori

Markus Laine

General Meeting Chair

Secretary

The minutes have been scrutinised and approved

Tom Fagernäs

Scrutiniser

## SCHEDULES

- **Schedule 1** A summary of the advance votes
- Schedule 2 The Notice of General Meeting
- Schedule 3 The list of votes adopted and shareholders represented at the General Meeting
- Schedule 4 Annual Report 2021
- Schedule 5 Remuneration Policy
- Schedule 6 Remuneration Report for 2021
- Schedule 7 The Charter of the Shareholders' Nomination Board