

## **CHARTER OF LAMOR CORPORATION PLC SHAREHOLDERS' NOMINATION BOARD**

### **1. Purpose and Duties of the Nomination Board**

The Shareholders' Nomination Board (the "**Nomination Board**") is a body of Lamor Corporation Plc ("**Lamor**") responsible for preparing and presenting annually proposals to the Annual General Meeting, and when necessary, for the Extraordinary General Meeting, for the election and remuneration of the members of the Board of Directors.

The primary purpose of the Nomination Board is to ensure that the Board of Directors and its members maintain and represent a sufficient level of expertise, knowledge and experience for the needs of Lamor.

The duties of the Nomination Board shall include:

- to prepare the proposal to the General Meeting relating to the number of members and composition of the Board of Directors
- to prepare the proposal to the General Meeting concerning the remuneration of the members of the Board of Directors in accordance with the remuneration policies of Lamor
- to present the proposals to the General Meeting
- to review and adjust the diversity principles of the Board of Directors, as necessary
- to present the charter of the Nomination Board to the General Meeting for approval, if changes to the charter of the Nomination Board are proposed, and
- successor planning of the Board of Directors.

In its work, the Nomination Board shall consider the independence requirements of the Board of Directors under the Finnish Corporate Governance Code as well as other relevant acts and recommendations, the corporate governance and remuneration policies of Lamor along with the expectations of the shareholders and the interests of Lamor.

This charter regulates the nomination and composition of the Nomination Board as well as defines the tasks and duties of the Nomination Board.

The Nomination Board shall serve until further notice. Both the Board of Directors and the Nomination Board may make a proposal to the General Meeting for the abolishment of the Nomination Board. The General Meeting shall, if needed, decide on the abolishment of the Nomination Board. The members of the Nomination Board are elected annually. The members' term of office shall end when the composition of the Nomination Board for the following period has been determined.

### **2. Composition and Appointments of the Nomination Board**

The Nomination Board consists of in principle four members, of which three represent the company's largest shareholders who, preceding the next Annual General Meeting, hold the largest number of votes calculated of all shares in the company, as defined below. The fourth member is the Chairman of the Board of Directors.

The three largest shareholders are determined on the basis of the shareholders' register maintained by Euroclear Finland Ltd. as of the first business day of September preceding the Annual General Meeting of shareholders. The nominee registered shareholders and shareholders whose holdings would be added together according to shareholding disclosure rules, if the company's share was admitted to trading on a regulated market, can be taken into account, to the extent possible, when determining the largest shareholders provided that such shareholders have made a written request to the Chairman of the Board of Directors no later than on the last business day of August. Each shareholder not visible on the shareholders' register and wishing to be taken into account in the appointment process must show evidence of its shareholding as of the first business day of September if so requested.

The Chairman of the Board of Directors shall ask the three largest shareholders to appoint one member each to the Nomination Board. In case a shareholder does not wish to use its appointment right, the right transfers to the next largest shareholder who would not otherwise have such right. If two shareholders hold an equal number of shares, and representatives of both cannot be appointed to the Nomination Board, the decision between them shall be made by drawing lots.

If the Chairman of the Board of Directors is appointed as a member of the Nomination Board by a shareholder, the Board of Directors shall appoint one of its members as the fourth member of the Nomination Board.

The members of the Nomination Board, the shareholders who have appointed them and any changes to composition of the Nomination Board shall be published by a company release.

The shareholders who have appointed members to the Nomination Board are entitled to replace their representatives by informing the Chairman of the Nomination Board of the change. A member appointed by a shareholder must resign from the Nomination Board if the shareholder who has appointed the member is no longer among the ten largest shareholders in Lamor. In such case the Nomination Board may decide to request for the nomination of a new member. The request shall be presented to the next largest shareholder, who has not appointed a member to the Nomination Board, based on the registered shareholding information contained in the shareholders' register of Lamor as per the business day preceding the request. If such shareholder does not wish to appoint a member, the Nomination Board may decide to pass the appointment right to the next largest registered shareholder on the shareholders' register until a new member has been appointed.

If the Chairman of the Board of Directors resigns from the Board of Directors, his/her successor shall replace the Chairman of the Board of Directors also on the Nomination Board.

### **3. Work and Decision-making by the Nomination Board**

After the first business day of September, when the composition of the Nomination Board has been confirmed, the Chairman of the Board of Directors shall convene the first meeting of the Nomination Board.

Unless the members of the Nomination Board agree otherwise, the Chairman of the Nomination Board shall be the member representing the largest shareholder. The Chairman of the Board of Directors shall not act as the Chairman of the Nomination Board.

The following meetings shall be convened by the Chairman of the Nomination Board. The Chairman of the Nomination Board, in consultation with the Nomination Board members, determines the schedule and frequency of the Nomination Board meetings. The Nomination Board convenes as often as necessary, but at least once (1) a calendar year before the Annual General Meeting, to duly discharge its duties.

The Nomination Board constitutes a quorum when more than half of its members are present. No decision may be made unless all members have been reserved the possibility to consider the matter and to participate in the meeting. Decisions of the Nomination Board shall be made by a majority vote and the Chairman of the Nomination Board shall have the casting vote in case the votes are divided equally.

The decisions of the Nomination Board shall be recorded in the minutes of meeting and the minutes shall be dated and numbered. The minutes shall be signed by the Chairman of the Nomination Board together with at least one member of the Nomination Board. Lamor shall retain the minutes of meeting in a reliable manner.

#### **4. Tasks of the Chairman of the Nomination Board**

The Chairman of the Nomination Board shall direct the activities of the Nomination Board in order for the Nomination Board to achieve its objectives efficiently and take duly into account the expectations of the shareholders and the interests of the company.

The Chairman of the Nomination Board shall:

- a) convene the meetings, prepare the agenda and material for the meetings and chair the meetings of the Nomination Board,
- b) supervise that the scheduled meetings of the Nomination Board are duly convened, and
- c) convene unscheduled meetings in case necessary and in any event, within 14 days from a request by a Nomination Board member to that effect.

The Chairman of the Nomination Board shall report the Board of Directors of Lamor regularly on the work of the Nomination Board.

#### **5. Preparation of the Proposal on the Board Composition**

The Nomination Board shall prepare a proposal to be presented to the Annual General Meeting on the composition of the Board of Directors.

When preparing its proposal on the composition of the Board of Directors, the Nomination Board shall take into consideration also the independence requirements of the members of the Board of Directors as well as the results of the annual performance evaluation of the Board of Directors conducted in accordance with the Corporate Governance Code.

The Nomination Board may also employ the services of an external expert in order to identify and evaluate suitable candidates, provided that the costs related thereto are approved by the company beforehand.

#### **6. Proposals to the Annual General Meeting**

The Nomination Board shall submit its proposals to the Board of Directors well in advance before the Board of Directors resolves to convene the Annual General Meeting. The proposals of the Nomination Board will be published through a release and included in the notice to the Annual General Meeting.

#### **7. Rights of the Nomination Board**

The Nomination Board shall have the right to receive the results of the evaluations of the work of the Board of Directors as well as the assessment of each member of the Board of Directors as to their independence of the company and of significant shareholders. Lamor's management shall assist the Nomination Board in fulfilling its duties by providing information and other support as required by the Nomination Board.

Lamor shall bear all reasonable costs of the Nomination Board deemed necessary between Lamor's management and the Nomination Board.

#### **8. Remuneration**

The members of the Nomination Board shall not be entitled to receive remuneration from Lamor for their duties on the Nomination Board.

## **9. Confidentiality**

The members of the Nomination Board and the shareholders they represent shall keep the information relating to the proposals to the Annual General Meeting confidential until the Nomination Board has made the final proposals and the said proposals have been published by Lamor.

The members of the Nomination Board and the shareholders they represent must also keep confidential all confidential information, whether the information relates to Lamor or its Board of Directors, received in connection with the work of the Nomination Board. The obligation of confidentiality remains in force with respect to each piece of information until Lamor has published it. Lamor's Disclosure Policy and Insider guidelines are adhered to in the work of the Nomination Board, where applicable.

## **10. Amendments of the Charter**

The Nomination Board shall review this charter annually and propose amendments to the next General Meeting, if needed. The charter of the Nomination Board shall only be presented to the Annual General Meeting for approval if the Nomination Board proposes amendments to the charter that are not technical updates or other amendments of technical nature.

This charter has been drafted in both the Finnish and English languages. In the event of any discrepancies, the Finnish language version will prevail.