

## **Notice to convene Lamor Corporation Plc's Annual General Meeting of Shareholders**

The shareholders of Lamor Corporation Plc are invited to the Annual General Meeting to be held on Monday 7 May 2025 commencing at 9:00 (Eastern European Summer Time) in meeting space Höylä in Clarion Hotel Mestari at Fredrikinkatu 51-53, 00100, Helsinki, Finland. The reception of those who have registered for the meeting and distribution of ballot papers will start at 8:30 (Eastern European Summer Time) at the meeting venue.

The meeting is held as a hybrid meeting in accordance with Chapter 5, Section 16 (2) of the Finnish Companies Act. As an alternative to participating in the General Meeting at the meeting venue, shareholders can also exercise their rights fully during the meeting remotely. Instructions for remote participation are set out in Part C of this notice to the General Meeting.

Shareholders may also exercise their voting rights by voting in advance. Instructions for advance voting are set out in Section C of this notice to the Annual General Meeting.

Prior to the meeting, shareholders may also submit written questions referred to in Chapter 5, Section 25 of the Finnish Companies Act on matters to be discussed at the meeting. Instructions on how to submit written questions are set out in Section C of this notice to the Annual General Meeting.

### **A. Matters to be discussed at the General Meeting**

The General Meeting will discuss the following matters:

- 1. Opening the meeting**
- 2. Calling the meeting to order**
- 3. Election of the persons to scrutinize the minutes and to supervise the counting of votes**
- 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, report of the Board of Directors and auditor's report for year 2024**
  - Presentation of the CEO's review.

The financial statements, report of the Board of Directors (including the sustainability report) and the auditor's report as well as the assurance opinion on the sustainability reporting are available on the company's website at <https://www.lamor.com/investors/governance/general-meeting/annual-general-meeting-2025>.

- 7. Adoption of the financial statements**
- 8. Resolution on the use of the profit shown on the balance sheet and the distribution of dividend**

The parent company's distributable funds at the end of the financial year on 31 December 2024 were EUR 12,505,566.09 of which the net loss for the financial year was EUR -14,022,774.91.

The Board of Directors proposes to the Annual General Meeting that no dividend will be distributed and that the result for the financial year 2024 be entered in the retained earnings.

**9. Resolution on the discharge of the members of the Board of Directors and the CEO from liability for the financial period of 1 January 2024 – 31 December 2024****10. Advisory decision on the adoption of the Remuneration Report for Governing Bodies**

The Board of Directors proposes to the Annual General Meeting that the Remuneration Report of the Governing Bodies for 2024 shall be adopted. The resolution on the Remuneration Report is advisory.

The Remuneration Report is available on the company's website at <https://www.lamor.com/investors/governance/general-meeting/annual-general-meeting-2025>.

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

The Shareholders' Nomination Board proposes to the Annual General Meeting that the remuneration to the Board members for the following term of 2025 would remain unchanged, and shall be as follows (2024 remuneration in brackets):

*Annual fees*

Board members shall be paid the following fixed annual fees:

- for the Chair of the Board EUR 50,000 (50,000)
- for the potential Vice Chair of the Board EUR 45,000 (45,000)
- for a Board member EUR 20,000 (20,000)

It is recommended that a member of the Board of Directors acquires shares in the company at the price paid in public trading with 40 per cent of her/his gross fixed annual fee until the value of the shares in the company owned by the respective member of the Board of Directors equals to two times her/his gross fixed annual fee.

*Committee fees*

In addition to the fixed annual Board fees mentioned above, fixed annual fees for committee work shall be paid as follows:

Audit Committee

- for the Chair EUR 10,000 (10,000)
- for a member EUR 5,000 (5,000)

Remuneration Committee

- for the Chair EUR 5,000 (5,000)
- for a member EUR 2,500 (2,500)

If the Chair of the Audit Committee or the Chair of the Remuneration Committee acts as the Chair or as the Vice Chair of the Board of Directors, no remuneration related to the committee work shall be paid.

*Meeting fees*

In addition to the fixed annual fees mentioned above, the following meeting fees shall be paid for participation in the Board meetings:

- EUR 1,000 (1,000) meeting fee per meeting shall be paid to all Board members and the Chair of the Board of Directors
- No separate meeting fee shall be paid for committee meetings

#### *Travel expenses*

In addition, reasonable accrued travel expenses and other potential costs related to Board and committee work will be reimbursed in accordance with the company's travel policy.

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

The Shareholders' Nomination Board proposes that the number of the members of the Board of Directors shall be confirmed to be five (5).

Should one or more of the candidates proposed by the Nomination Board not be available for election to the Board of Directors for any reason, the proposed number of the members of the Board of Directors shall be decreased accordingly.

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

The Shareholders' Nomination Board proposes to the Annual General Meeting that Nina Ehrnrooth, Fred Larsen, Kaisa Lipponen, Timo Rantanen and Mika Ståhlberg shall be re-elected as Board members.

Should one or more of the candidates proposed by the Nomination Board not be available for election to the Board of Directors for any reason, the remaining available candidates are elected in accordance with the proposal by the Nomination Board.

As regards the election procedure for the members of the Board of Directors, the Shareholders' Nomination Board recommends that shareholders take a position on the proposal as a whole at the Annual General Meeting to ensure that the proposed Board of Directors as a whole also has the best possible expertise and experience for the company.

The Board's term of office will commence at the end of the Annual General Meeting 2025 and continue up until the next Annual General Meeting has ended. All Board member candidates have given their consent to be elected.

The persons proposed to be re-elected as Board members are independent of the company and its significant shareholders, except for Fred Larsen and Timo Rantanen. Additional information about the persons proposed by the Shareholders' Nomination Board is provided on the company's website at <https://www.lamor.com/investors/governance/board-of-directors>.

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

Based on the proposal prepared by the Audit Committee, the Board of Directors proposes that the auditor shall be paid reasonable remuneration and pre-agreed travel expenses in accordance with the invoice approved by the company.

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

Based on the proposal prepared by the Audit Committee, the Board of Directors proposes that the firm of authorized public accountants Ernst & Young Oy, which has appointed APA Mikko Ryttilähti as responsible auditor, be re-appointed as auditor to serve for a term ending at the end of the next Annual General Meeting. The auditor proposed herein has given its consent for the election.

**16. Resolution on the remuneration of the sustainability reporting assurance provider**

Based on the proposal prepared by the Audit Committee, the Board of Directors proposes that the sustainability reporting assurance provider shall be paid reasonable remuneration and pre-agreed travel expenses in accordance with the invoice approved by the company.

**17. Election of the sustainability reporting assurance provider**

Based on the proposal prepared by the Audit Committee, the Board of Directors proposes that the firm of authorized public accountants Ernst & Young Oy, which has appointed ASA Mikko Rytilahti as responsible sustainability reporting assurance provider, be re-appointed as sustainability reporting assurance provider to serve for a term ending at the end of the next Annual General Meeting. The sustainability reporting assurance provider proposed herein has given its consent for the election.

**18. Authorizing the Board of Directors to decide on the issuance of shares**

The Board of Directors proposes that the Annual General Meeting authorize the Board of Directors to decide on the issuance of shares as follows:

The shares issued under the authorization may be new shares or treasury shares. Under the authorization, a maximum of 2,500,000 shares, which corresponds to approximately nine (9) per cent of all of the shares of the company at the time of this proposal, may be issued. The shares may be issued in one or more tranches.

Under the authorization, 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 authorized to resolve on all terms of the share issue. The Board of Directors is authorized 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, such as using the shares to develop the company's capital structure, as compensation in connection with possible acquisitions or other corporate transactions, to finance investments or to be used as part of the company's incentive scheme, provided that a directed share issue is in the interest of the company and its shareholders.

The authorization is valid until the close of the next Annual General Meeting, however no longer than until 30 June 2026.

**19. Authorizing the Board of Directors to decide on the acquisition of the company's own shares**

The Board of Directors proposes to the Annual General Meeting that the Annual General Meeting authorize 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 2,500,000 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 authorization.

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 authorization is valid until the close of the next Annual General Meeting, however no longer than until 30 June 2026.

## **20. Authorizing the Board of Directors to decide on issuing shares or option rights and other special rights entitling to shares**

The Board of Directors proposes that the Annual General Meeting authorize 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 Finnish Companies Act, as follows:

Under the authorization, 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 authorization shall not exceed 300,000 shares in aggregate, which would correspond to approximately one (1) per cent of all the company's shares at the time of this proposal. The shares issued under the authorization may be new shares or treasury shares. The shares, option rights and other special rights entitling to shares may be issued in one or more tranches against payment or without consideration.

The authorization 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 authorized to resolve on all terms for the issuance of the shares, option rights and special rights entitling to shares. The Board of Directors is authorized 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 authorization is valid until the close of the next Annual General Meeting, however no longer than until 30 June 2026.

## **21. Closing the meeting**

### **B. Documents of the General Meeting**

This notice, which includes all the proposals of the Board of Directors and the Shareholders' Nomination Board on the agenda of the Annual General Meeting, is available to shareholders on Lamor Corporation Plc's website at <https://www.lamor.com/investors/governance/general-meeting/annual-general-meeting-2025>.

Lamor Corporation Plc's annual report 2024, including the financial statements, report of the Board of Directors (including the sustainability report), the auditor's report and the assurance opinion on the sustainability reporting as well as the Remuneration Report is also available on the said website.

The proposed resolutions and other documents mentioned above will also be available for inspection at the Annual General Meeting.

The minutes of the Annual General Meeting will be available on the abovementioned website no later than on 21 May 2025.

## **C. Instructions for meeting participants**

### **1. Shareholder registered in the shareholders' register**

Each shareholder, who is registered on 24 April 2025 (record date of the Annual General Meeting) in the company's shareholders' register held by Euroclear Finland Oy, has the right to participate in the Annual General Meeting. A shareholder whose shares are registered in his/her personal Finnish book-entry account, is registered in the company's shareholders' register. Changes in the shareholding 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 voting rights.

Registration for the Annual General Meeting commences on 16 April 2025 at 10:00 (Eastern European Summer Time). A shareholder, who is registered in the shareholders' register of the company and who wants to participate in the Annual General Meeting, must register for the Annual General Meeting no later than on 30 April 2025 at 16:00 (Eastern European Summer Time) by which time the registration must be received.

Shareholders may register for the Annual General Meeting by the following means:

- Via the website <https://www.lamor.com/investors/governance/general-meeting/annual-general-meeting-2025>

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 certificate.

- By e-mail

Shareholders registering by e-mail shall submit the registration form and advance voting form available on the company's website <https://www.lamor.com/investors/governance/general-meeting/annual-general-meeting-2025> or equivalent information to [agm@innovatics.fi](mailto:agm@innovatics.fi).

- By mail

Shareholders registering by mail shall submit the registration form and advance voting form available on the company's website <https://www.lamor.com/investors/governance/general-meeting/annual-general-meeting-2025> or equivalent information to Innovatics Ltd, General Meeting / Lamor Corporation Plc, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland.

The shareholder and their representative are required to provide information, such as the shareholder's name, date of birth or business ID, phone number and e-mail, address, the name of any assistant or proxy representative and the proxy's date of birth, phone number and e-mail and whether the shareholder or their proxy will attend the General Meeting in person or remotely. The personal data provided by shareholders to Lamor Corporation Plc or Innovatics Ltd is only be used in connection with the General Meeting and the processing of the necessary registrations related thereto.

The shareholder, their representative or proxy must be able to prove their identity and/or right of representation at the meeting.

Further information on registration and advance voting is available by telephone during the registration period of the General Meeting by calling Innovatics Ltd at +358 10 2818 909 on weekdays from 9.00 to 12.00 and from 13.00 to 16.00 (Eastern European Summer Time).



## **2. Holders of nominee-registered shares**

A holder of nominee-registered shares is entitled to participate in the General Meeting on the basis of the shares which would entitle them to be entered in the shareholders' register held by Euroclear Finland Oy on the record date for the General Meeting 24 April 2025. Participation also requires that the shareholder is temporarily registered in the shareholders' register held by Euroclear Finland Oy by 2 May 2025 by 10:00 (Eastern European Summer Time) at the latest. In the case of nominee-registered shares, this is considered as registration for the General Meeting. Changes in the shareholding after the record date of the General Meeting do not affect the right to participate in the General Meeting or the shareholder's voting rights.

A holder of nominee-registered shares is advised to request well in advance the necessary instructions from their custodian bank regarding temporary registration in the register of shareholders, the issuing of proxies and voting instructions, registration and attendance at the General Meeting and advance voting. The account manager of the custodian bank shall register the holder of nominee-registered shares who wishes to participate the General Meeting temporarily in the register of shareholders of the company by the aforementioned date and time at the latest and, if necessary, arrange for advance voting on behalf of the holder of nominee-registered shares before the end of the registration period for holders of nominee-registered shares. Further information is also available on the company's website at <https://www.lamor.com/investors/governance/general-meeting/annual-general-meeting-2025>.

A holder of nominee-registered shares who has registered for the General Meeting may also participate in the meeting in real time using telecommunication connection and technical means. In addition to the temporary registration in the company's shareholders' register, the real-time participation in the meeting requires the submission of the shareholder's e-mail address and telephone number and, if necessary, a proxy document and other documents necessary to prove the right of representation to by regular mail to Innovatics Ltd, General Meeting / Lamor Corporation Plc, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland or by email to [agm@innovatics.fi](mailto: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 meeting. If a holder of nominee-registered shares has authorized their custodian to cast advance votes on their behalf, such advance votes will be taken into account as advance votes of the nominee-registered shareholder at the Annual General Meeting, unless the holder of nominee-registered shares votes otherwise at the Annual General Meeting.

## **3. Proxy representatives and powers of attorney**

A shareholder may attend the General Meeting and exercise their rights at the Meeting through a proxy representative. A shareholder's proxy may also elect to vote in advance as described in this notice if they so wish. The proxy representative must authenticate to the electronic registration service and advance voting personally with strong authentication, after which they will be able to register and vote in advance on behalf of the shareholder, who they represent. The shareholder's proxy must present dated proxy documents, or otherwise in a reliable manner prove that they are entitled to represent the shareholder at the General Meeting. Proving the right to represent can be done by using the suomi.fi e-Authorizations service available in the electronic registration service.

Model proxy documents and voting instructions are available on the company's website at <https://www.lamor.com/investors/governance/general-meeting/annual-general-meeting-2025>. If a shareholder participates in the General Meeting through several proxies representing the shareholder with shares held in different securities accounts, the shares on the basis of which each proxy represents the shareholder shall be identified in connection with the registration.

Any proxy documents are requested to be submitted preferably as an attachment with the electronic registration or alternatively by mail to Innovatics Ltd, General Meeting / Lamor Corporation Plc, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland or by e-mail to [agm@innovatics.fi](mailto:agm@innovatics.fi) before the end of the registration period. In addition to submitting the proxy documents, the shareholder or their proxy shall register for the General Meeting in the manner described above in this notice.

#### **4. Remote participation in the meeting**

A shareholder entitled to attend the General Meeting may participate in the meeting and exercise their rights fully during the meeting not only by participating in the meeting venue but also by remote access.

A shareholder's or proxy's notice of remote participation in the General Meeting is binding, and the shareholder or proxy has no right to change the method of participation or to attend the meeting at the place of the meeting after the registration period has expired. However, notification by a shareholder's proxy of participation by remote access shall not restrict the right of other shareholder's proxies to attend the meeting at the place of the meeting.

A shareholder or proxy who has registered to attend the General Meeting at the meeting venue may change their participation to remote participation. It is necessary to notify the company of the change separately. Remote participation takes place via a remote participation link sent to the telephone number and e-mail address provided when registering for the General Meeting.

Remote access to the General Meeting will be provided through Inderes Oyj general meeting service on the Videosync platform, which includes video and audio access to the General Meeting. Remote access does not require any paid software or downloads. In addition to an internet connection, participation requires a computer, smartphone or tablet with speakers or headphones for sound and a microphone if you want to speak. One of the following browsers is recommended for participation: Chrome, Firefox, Edge, Safari, or Opera. It is advisable to log in to the meeting system well in advance of the meeting.

The participation link and password for remote participation will be sent by e-mail and SMS to the e-mail address and mobile phone number provided at the time of registration to all those who have registered for the General Meeting no later than the day before the General Meeting. Thus, advance voters and shareholders who have registered to attend the General Meeting at the venue may also participate in the General Meeting remotely via telecommunication if they so wish. The votes cast by advance voters will be taken into account in the decision of the General Meeting, regardless of whether they participate in the General Meeting remotely or not. If they participate remotely, they will be able to change their advance votes during the meeting if they so wish, should a vote take place.

For more information on the general meeting service, additional instructions for proxies representing more than one shareholder, contact details of the service provider and instructions in case of possible disruptions can be found here: <https://b2b.inderes.com/knowledge-base/inderes-agm-solutions>. A link to test the compatibility of your computer, smartphone or tablet with the network connection can be found here: <https://b2b.inderes.com/knowledge-base/compatibility-testing>. It is recommended that you read the detailed participation instructions before the meeting.

#### **5. Advance voting**

A shareholder whose shares in the company are registered in his/her personal Finnish book-entry account may vote in advance between 16 April 2025 at 10:00 (Eastern European Summer Time) and 30 April 2025 at 16:00 (Eastern European Summer Time) on certain items on the agenda of the Annual General Meeting.



- a) via the company's website at <https://www.lamor.com/investors/governance/general-meeting/annual-general-meeting-2025>. Login to the service is done in the same way as for registration in section C.1 of this notice.
- b) or by e-mail by submitting the advance voting form available on the company's website or equivalent information to Innovatics Ltd by e-mail at [agm@innovatics.fi](mailto:agm@innovatics.fi).
- c) or by mail by submitting the advance voting form available on the company's website or equivalent information to Innovatics Ltd at Innovatics Ltd, General Meeting / Lamor Corporation Plc, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland.

Advance votes must be received by the time the advance voting ends. The submission of votes by mail or e-mail before the end of the registration and advance voting period shall be considered as registration for the General Meeting, provided that it contains the above information required for registration.

A shareholder who has voted in advance cannot exercise the right to demand a vote under the Finnish Companies Act unless they participate the General Meeting in person or by proxy at the meeting venue or remotely.

With respect to nominee registered shareholders, the advance voting is carried out by the account manager. The account manager may vote in advance on behalf of the holders of nominee-registered shares whom they represent in accordance with the voting instructions given by them during the registration period set for the nominee-registered shares.

Proposals for resolution that are subject to advance voting are deemed to have been made at the General Meeting without any changes.

## **6. Other instructions/information**

The meeting language is Finnish.

A shareholder present at the Annual General Meeting has the right to ask questions about the matters discussed at the meeting in accordance with Chapter 5, Section 25 of the Finnish Companies Act. A shareholder may also submit questions referred to in Chapter 5, Section 25 of the Finnish Companies Act on matters to be discussed at the meeting until 30 April 2025 at 16:00 (Eastern European Summer Time) by e-mail to [agm@lamor.com](mailto:agm@lamor.com) or by mail to Lamor Corporation Plc, "General Meeting", Rihkamatori 2, FI-06100 Porvoo, Finland. The management of the company will answer such questions submitted in writing in advance at the Annual General Meeting. When asking the question, the shareholder must provide sufficient evidence of their shareholding.

Changes in the shareholding 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 voting rights.

On the date of this notice to the Annual General Meeting, as of 15 April 2025, Lamor Corporation Plc has a total of 27,502,424 shares and votes. Of these shares, the company holds 542,450 shares, which are not entitled to vote at the Annual General Meeting.

Porvoo, 15 April 2025  
Lamor Corporation Plc  
Board of Directors