

# Notice to the Annual General Meeting of Endomines Finland Plc

The shareholders of Endomines Finland Plc are invited to the Annual General Meeting to be held on Tuesday, May 7<sup>th</sup>, 2024, at 14.00 (EET) at Helsinki Music Centre, Glazed Foyer, at the address Mannerheimintie 13a, Helsinki, Finland. The reception of shareholders who have registered for the meeting and distribution of ballot papers will start at 13.15. (EET) at the meeting venue.

The meeting is held as a hybrid meeting in accordance with Chapter 5, Section 16 (2) of the Finnish Limited Liability Companies Act. As an alternative to attending 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.

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

The General Meeting will discuss the following matters:

### 1. Opening the meeting

### 2. Matters of order for the meeting

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

### 4. Recording the legal convening of the meeting and quorum

### 5. Establishment of the persons present and confirmation of the voting list

### 6. Presentation of the financial statements, including consolidated financial statements and annual report as well as auditor's report for the financial year 1.1.–31.12.2023

- Presentation of the CEO's review.

The financial statements, which include the consolidated financial statements, the annual report, and the auditor's report, are available on the company's website at <https://endomines.com/en/for-investors/governance/annual-general-meeting-2024/>.

### 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 Board of Directors proposes that the net loss of EUR -9 888 712,32 be transferred to the retained earnings/loss account and that no dividend be paid.

### 9. Resolution on the discharge of the members of the Board of Directors and CEO from liability

### 10. Handling of the remuneration report for governing bodies

The Board of Directors proposes that the General Meeting adopts the remuneration report for the governing bodies for the year 2023. According to the Limited Liability Companies Act, the decision is advisory.

The remuneration report for the governing bodies is available on the company's website at <https://endomines.com/en/for-investors/governance/annual-general-meeting-2024/>

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

The Shareholders' Nomination Board proposes that the annual remuneration of the Board members be as follows, in accordance with the previous year's Board remuneration:

- The chairman of the Board of Directors EUR 35,000
- The member of the Board of Directors EUR 20,000

The Nomination Board proposes that the annual remuneration of the Board members be paid in company shares and in cash, so that approximately 30% of the annual remuneration amount is used to acquire company shares for the Board members and the rest is paid in cash. The company is responsible for the costs and transfer tax arising from the acquisition of the shares. The company's shares will be acquired within two (2) weeks after the company's interim report for the period 1 January - 30 June 2024 has been published.

In addition, a meeting remuneration of EUR 300 is proposed for each physical Board meeting per member who attended the meeting.

Remuneration for committee members (ESG Committee, the Audit Committee, the Technology and Safety Committee) is EUR 2,500 per Board member per committee in which the Board member serves. The annual remuneration of the chair of the committees is proposed as EUR 5,000. Annual remunerations for committees and meeting remunerations for Board meetings are paid in cash.

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

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

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

The Shareholders' Nomination Board proposes that for the term that ends at the end of the 2025 Annual General Meeting, the current members of the Board of Directors Jukka-Pekka Joensuu, Eeva Ruokonen, Jeremy Read, Jukka Jokela and Markus Ekberg be re-elected.

In accordance with Endomines Finland Plc's governance policy, the Board of Directors elects a chairman from among its members. The Shareholders' Nomination Board proposes that Jukka-Pekka Joensuu be elected chair of the Board of Directors.

All proposed Board members have given their consent to the task. The Shareholders' Nomination Board has assessed that all candidates are independent of the company and its significant shareholders.

Curriculum vitae, photos, and an assessment of the independence of the current members of the Board of Directors are presented on the company's website at <https://endomines.com/en/for-investors/governance/board-of-directors/>.

When making the proposal, the Shareholders' Nomination Board has taken into account the diversity policy of the company's Board of Directors and the fact that the persons to be selected have sufficient competence and experience in matters related to the company's industry and business.

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

The Board of Directors proposes, on the recommendation of the Audit Committee, that the auditor's fees be paid according to the auditor's reasonable invoice approved by the company.

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

The Board of Directors proposes, on the recommendation of the Audit Committee, that auditing firm KPMG Oy Ab, be re-elected as the company's auditor. KPMG Oy Ab has informed that the principal auditor will be Antti Kääriäinen, Authorised Public Accountant. The term of office of the auditor ends at the closing of the Annual General Meeting following the election.

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

The Board of Directors proposes that it be authorized to decide on the acquisition of a maximum of 100,000 own shares in one or more installments. The amount corresponds to approximately 1.0% of all the company's shares. Own shares are acquired with funds belonging to the company's unrestricted equity, in which case the acquisitions reduce the funds available for the company's profit distribution. Own shares can be acquired on the day of acquisition at the price established for the shares in public trading or otherwise at the price established in the market. Own shares can be acquired other than in proportion to the shares owned by the shareholders (directed acquisition). Own shares acquired for the company can be kept by the company, canceled, or transferred further. The authorization includes the Board's right to decide how own shares are acquired and all other matters related to the acquisition of own shares. The authorization is proposed to be valid until 30 June 2025.

## **17. Closing the meeting**

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

This notice of the General Meeting, which contains all the proposed resolutions on the agenda of the General Meeting, the financial statements of Endomines Finland Plc, which include the consolidated financial statements, the annual report, and the auditor's report, as well as the remuneration report are available on Endomines Finland Plc's website at <https://endomines.com/en/for-investors/governance/annual-general-meeting-2024/>. The above-mentioned documents will also be available for inspection at the General Meeting.

The minutes of the General Meeting will be available on the above-mentioned website from May 21<sup>st</sup>, 2024, onwards.

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

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

Shareholders who are registered in the shareholders' register of Euroclear Finland Oy on the record date of the General Meeting April 24<sup>th</sup>, 2024, are entitled to participate in the General Meeting. A shareholder whose shares in the company 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 General Meeting do not affect the right to participate in the General Meeting or the shareholder's voting rights.

Registration for the General Meeting starts on April 8<sup>th</sup>, 2024, at 10.00 (EET). A shareholder entered in the company's shareholders' register who wishes to attend the General Meeting must register no later than May 2<sup>nd</sup>, 2024, at 16.00 (EET), by which time the registration must be received. You can register for the General Meeting:

a) via the company's website at <https://endomines.com/en/for-investors/governance/annual-general-meeting-2024/>. Electronic registration requires strong identification of the shareholder or his/her legal representative or proxy with a Finnish, Swedish, or Danish bank ID or mobile certificate.

b) by e-mail to Innovatics Oy to [agm@innovatics.fi](mailto:agm@innovatics.fi). Registering shareholder shall submit the registration form available on the company's website <https://endomines.com/en/for-investors/governance/annual-general-meeting-2024/> or equivalent information.

c) by mail to Innovatics Oy to Innovatics Oy, General Meeting / Endomines Finland Plc, Ratamestarinkatu 13 A, FI-00520 Helsinki. Registering shareholder shall submit the registration form available on the company's website <https://endomines.com/en/for-investors/governance/annual-general-meeting-2024/> or equivalent information.

When registering, the shareholder must provide the requested information, such as the shareholder's name, date of birth or business ID, contact details, the name and date of birth of any assistant or proxy, and whether the shareholder or his/her proxy will attend the General Meeting in person or remotely. The personal data provided by shareholders to Endomines Finland Plc or Innovatics Oy will only be used in connection with the General Meeting and the processing of the necessary registrations related thereto.

The shareholder, his/her representative, or proxy must be able to prove his/her identity and/or right of representation at the meeting venue, if necessary.

Further information on registration is available by telephone during the registration period of the General Meeting by calling Innovatics Oy at +358 10 2818 909 on weekdays from 9.00 to 12.00 (EET) and from 13.00 to 16.00 (EET).

## **2. Holder 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 him/her to be entered in the shareholders' register kept by Euroclear Finland Oy on the record date for the General Meeting on April 24<sup>th</sup>, 2024. Participation also requires that the shareholder is temporarily registered in the shareholders' register held by Euroclear Finland Oy by May 2<sup>nd</sup>, 2024, by 10.00 (EET) 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.

The holder of nominee-registered shares is advised to request well in advance the necessary instructions from his/her custodian bank regarding the temporary registration in the register of shareholders, the issuing of proxies and voting instructions, registration, and attendance at the General Meeting. The account manager of the custodian bank shall register the holder of nominee-registered shares who wishes to attend the General Meeting temporarily in the register of shareholders of the company by the aforementioned date and time at the latest. Further information is also available on the company's website at <https://endomines.com/en/for-investors/governance/annual-general-meeting-2024/>.

A holder of nominee-registered shares who has registered for the General Meeting may also participate in the meeting in real-time using a 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 Oy, General Meeting / Endomines Finland 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.

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

A shareholder may attend the General Meeting and exercise his/her rights there through a proxy representative. The proxy representative must authenticate to the electronic registration service personally with strong authentication, after which he/she will be able to register on behalf of the shareholder that he/she represents. The shareholder's proxy must present dated proxy documents, or otherwise in a reliable manner prove that he/she is entitled to represent the shareholder at the General Meeting. You can prove your right to representation 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 <https://endomines.com/en/for-investors/governance/annual-general-meeting-2024/>. 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 Oy, General Meeting / Endomines Finland Plc, Ratamestarinkatu 13 A, FI-00520 Helsinki 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 his/her 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 a General Meeting may participate in the meeting and exercise his/her rights fully during the meeting not only by attending at the meeting venue but also by remote access.

A shareholder or proxy who has registered to attend the General Meeting at the meeting venue may change their participation to remote participation. There is no need 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. A shareholder or proxy who has registered to attend the General Meeting via remote participation may not change his/her participation to take place at the meeting venue.

Remote access to the General Meeting will be provided through Inderes Plc's 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.

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://vagm.fi/support>. A link to test the compatibility of your computer, smartphone, or tablet with the network connection can be found here: <https://demo.videosync.fi/agm-compatibility?language=en>. It is recommended that you read the detailed participation instructions before the meeting.

## **5. Other instructions/information**

The meeting language is Finnish, simultaneous interpretation is not available.

Shareholders present at the General Meeting have the right to ask questions about the matters discussed at the meeting in accordance with Chapter 5, Section 25 of the Finnish Limited Liability Companies Act.

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.

On the date of the notice to the General Meeting on April 5<sup>th</sup>, 2024, Endomines Finland Plc has a total of 9,795,339 shares representing the same number of votes. The company holds a total of 8,000 of its own shares which are not entitled to vote at the General Meeting.

Coffee is served at the beginning of the meeting.

In Espoo, April 5<sup>th</sup>, 2024

Endomines Finland Plc  
BOARD OF DIRECTORS