

ANNUAL GENERAL MEETING

UNOFFICIAL TRANSLATION (Translation of the original and signed document in the Finnish language. In case of discrepancy, the Finnish language version is prevailing)

ANNUAL GENERAL MEETING OF ENDOMINES PLC

Time: 7 May 2024 at 14:00 (EEST)

Place: Helsinki Music Centre, Glazed Foyer, at the address Mannerheimintie 13a, Helsinki, Finland. The meeting was held as a hybrid meeting in accordance with Chapter 5, Section 16 (2) of the Finnish Limited Liability Companies Act, where as an alternative to attending the General Meeting at the meeting venue, shareholders could also exercise their rights fully during the meeting remotely.

Present: Shareholders were present at the meeting at the meeting venue or remotely, in person or represented by legal representative or proxy, in accordance with the list of votes adopted at the meeting.

In addition, company's members of the Board of Directors Jukka-Pekka Joensuu, Jeremy Read, Eeva Ruokonen, Markus Ekberg and Jukka Jokela, the company's CEO Kari Vyhtinen, the members of the company's senior management and employees, company's principal auditor KHT Antti Kääriäinen, LL.M., M.Sc. (Econ.) Tuomas Lehtimäki, LL.M. Ville Ranta and technical personnel were present at the meeting.

1 §

OPENING OF THE MEETING

The company's Chair of the Board of Directors Jukka-Pekka Joensuu opened the meeting.

2 §

CALLING THE MEETING TO ORDER

LL.M., M.Sc. (Econ.) Tuomas Lehtimäki was elected as Chair of the Annual General Meeting and he called LL.M. Ville Ranta to act as secretary.

The Chair explained the procedures for handling matters on the meeting agenda.

It was noted that 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.

ANNUAL GENERAL MEETING**3 §****ELECTION OF PERSONS TO SCRUTINIZE THE MINUTES AND TO SUPERVISE THE COUNTING OF VOTES**

Nora Suontlahti and Kasper Paavola were elected to scrutinize the minutes and to supervise the counting of votes.

4 §**RECORDING THE LEGALITY OF THE MEETING**

It was noted that the summons to the meeting had been published on 5 April 2024 as a stock exchange release and on the company's website. It was further noted that the summons had been available for the shareholders on the company's website from 5 April 2024 onwards and it was also available at the meeting venue.

It was noted that the General Meeting had been convened in accordance with the Articles of Association and the Companies Act and that it was thus legal and constituted a quorum.

The summons to the meeting was attached to the minutes (**Appendix 1**).

5 §**RECORDING THE ATTENDANCE AT THE MEETING AND ADOPTION OF THE LIST OF VOTES**

It was noted that at the beginning of the meeting, 25 shareholders were represented at the meeting venue or remotely either personally or by a legal representative or an authorized representative, representing a total of 472 253 shares and votes, representing 4.8212% of all the shares and votes.

The list recording the attendance at the beginning of the meeting and the corresponding list of votes was attached to the minutes (**Appendix 2**).

It was noted that the list of votes will be adjusted to correspond to the attendance at the beginning of a possible vote.

6 §**PRESENTATION OF THE FINANCIAL STATEMENTS, INCLUDING CONSOLIDATED FINANCIAL STATEMENTS AND REPORT OF THE BOARD OF DIRECTORS AS WELL AS AUDITOR'S REPORT FOR FINANCIAL YEAR 1.1.-31.12.2023**

It was noted that the company's annual report for the financial year 2023, which includes Endominens Finland Plc's financial statements as well as the group annual accounts, the report of the Board of Directors and the auditor's report, had been available for inspection on the company's website from 26 March 2024 onwards, and that they were also available at the meeting venue.

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The company's CEO Kari Vyhtinen held CEO's presentation in which he presented the financial statements and among other things the group's most significant events from the 2023 financial year.

The company's principal auditor KHT Antti Kääriäinen presented the auditor's report.

The CEO's presentation was attached to the minutes (**Appendix 3**).

The annual report was attached to the minutes (**Appendix 4**).

7 §**ADOPTION OF THE FINANCIAL STATEMENTS**

The General Meeting adopted the financial statements for the financial period ended on 31 December 2023.

8 §**RESOLUTION ON THE USE OF THE PROFIT SHOWN ON THE BALANCE SHEET AND THE DISTRIBUTION OF DIVIDEND**

The General Meeting resolved in accordance with the proposal of the Board of Directors not to pay any dividend and that the net loss of the financial period that ended on 31 December 2023 EUR -9,888,712.32 be transferred to retained earnings/loss account.

9 §**RESOLUTION ON THE DISCHARGE FROM LIABILITY OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE CEO**

The General Meeting resolved to grant discharge from liability for the members of the Board of Directors and the CEO for the period 1 January 2023 – 31 December 2023 as well as for the preparation of the financial statements.

10 §**HANDLING OF THE REMUNERATION REPORT FOR GOVERNING BODIES**

The Chair of the Board of Directors Jukka-Pekka Joensuu presented the remuneration report of the company's governing bodies for the year 2023. It was noted that the remuneration report had been available on the company's website from 26 March 2024 onwards and it was also available at the meeting venue.

The General Meeting resolved to adopt the remuneration report for governing bodies 2023. The resolution was advisory.

The remuneration report for governing bodies 2023 was attached to the minutes (**Appendix 5**).

ANNUAL GENERAL MEETING**11 §****RESOLUTION ON REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS**

The General Meeting resolved in accordance with the proposal of the Shareholders' Nomination Board that the elected members of the Board of Directors be paid the following annual remuneration, in accordance with the previous year's Board remuneration:

- The Chair of the Board of Directors EUR 35,000; and
- The member of the Board of Directors EUR 20,000.

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 be paid 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 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 General Meeting resolved in accordance with the proposal of the Shareholders' Nomination Board to elect five (5) members to the Board of Directors.

13 §**ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS**

The General Meeting resolved in accordance with the proposal of the Shareholders' Nomination Board that the current members of the Board of Directors Jukka-Pekka Joensuu, Jeremy Read, Eeva Ruokonen, Markus Ekberg ja Jukka Jokela be re-elected. The term of office of the members of the Board of Directors ends at the closing of the Annual General Meeting 2025.

It was also noted that the Shareholders' Nomination Board has recommended to the organizing meeting of the Board of Directors that Jukka-Pekka Joensuu be re-elected as Chair of the Board of Directors.

ANNUAL GENERAL MEETING**14 §****RESOLUTION ON REMUNERATION OF THE AUDITOR**

The General Meeting resolved, in accordance with the proposal of the Board of Directors and on the recommendation of the Audit Committee, that the auditor's fees will be paid according to the auditor's invoice approved by the company.

15 §**ELECTION OF AUDITOR**

The General Meeting resolved, in accordance with the proposal of the Board of Directors and on the recommendation of the Audit Committee, to elect the auditing firm KPMG Oy as the company's auditor. It was noted that KPMG Oy Ab had informed that KHT Antti Kääriäinen, Authorised Public Accountant, to act as the principal auditor. 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 General Meeting resolved in accordance with the proposal of the Board of Directors 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 valid until 30 June 2025.

17 §**CLOSING OF THE MEETING**

The Chair noted that all matters on the agenda had been handled and that the minutes of the meeting will be available on the company's website (endomin.es.com) at the latest within two weeks of the meeting.

The Chair closed the meeting at 15.28 (EEST).

Chair of the General Meeting:

TUOMAS LEHTIMÄKI
Tuomas Lehtimäki

In fidem:

VILLE RANTA
Ville Ranta

ENDOMINES FINLAND PLC

MINUTES No. 1/2024

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Minutes reviewed and confirmed:

NORA SUONTLAHTI
Nora Suontlahti

KASPERI PAAVOLA
Kasper Paavola