

Minutes 1/2026

PROVENTIA GROUP OYJ'S ANNUAL GENERAL MEETING

Time 15.4.2026, at 12:00

Place Restaurant Uusi Seurahuone at the address Rantakatu 4, 90100 Oulu

Present The shareholders indicated in the list of votes confirmed at the meeting, were present or represented, at the meeting, including Chair of the Board Harri Suutari, Board members Lauri Antila and Kalle Kekkonen, as well as CEO Jari Lotvonen, CFO Tommi Aarnio and General Counsel Sanna Raatikainen as shareholders or shareholders' representatives.

Present were also Board members Erja Sankari and Johnny Pehkonen as well as Tommi Salunen remotely (absent Board member Gary Collar) and shareholders following the meeting remotely.

1. Opening of the meeting

The Chair of the Board of Directors Harri Suutari opened the meeting and welcomed all participants.

2. Calling the meeting to order

Sanna Raatikainen was elected as chair of the meeting and acted also as the secretary of the meeting.

It was noted that it is possible to follow the Annual General Meeting remotely but it is not possible to ask questions, make counterproposals, make other speeches or vote remotely, and following the meeting remotely will not be considered as participation in the Annual General Meeting or the exercise of shareholders' rights.

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

Tommi Aarnio and Jari Lotvonen were elected to scrutinize the minutes and supervise the counting of votes.

4. Recording the legality of the meeting

It was noted that the notice of the Annual General Meeting, including the proposals of the Board of Directors and the Shareholders' Nomination Board to the Annual General Meeting, has been published in a release and on the company's website on 25 March 2026.

It was noted that the documents required by the Limited Liability Companies Act had been available for review on the company's website at least one week before the meeting as of 8 April 2026 and were also available at the meeting venue.

It was noted that the meeting was legally convened and that it constituted a quorum.

The notice of the Annual General 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, 8 shareholders were present at the meeting (either in person, or through a legal or proxy representative), representing in total 12,418,602 shares and votes i.e. 75,05 % of all shares and votes (as of the record date of the Annual General Meeting).

The list of votes was adopted. The list of attendees at the beginning of the meeting and the list of votes was attached to the minutes (Appendix 2). It was noted that the list of votes would be adjusted to correspond to the attendance at the beginning of a possible vote.

6. Presentation of the Financial Statements, the Consolidated Financial Statements, the Report of the Board of Directors and the Auditor's Report for the year 2025

The CEO gave a review on the group's operations in 2025 and presented the key topics of the financial statements and the auditor's report.

It was noted that the financial statements and the auditor's report had been available on the company's website since 8 April 2026, in addition to which they were also available at the meeting venue.

7. Adoption of the financial statements and consolidated financial statements

It was resolved to adopt the financial statements and consolidated financial statements for the financial year 1.1. -31.12.2025.

8. Resolution on the use of the profit shown on the balance sheet and the dividend distribution

It was noted that Proventia Group Corporation's distributable funds total EUR 19,933,773.28 and that the Board of Directors has proposed that the profit for the period of EUR 13,343.88 be transferred to retained earnings, and that a dividend of EUR 0.30 per share be distributed from retained earnings, totalling EUR 4,963,821.90, with the total number of shares being 16,546,073. According to the proposal, dividend will be paid to a shareholder who is registered in the shareholders' register of the Company held by Euroclear Finland Ltd on the record date, 17 April 2026. According to the proposal, the payment date is 24 April 2026.

It was resolved on the use of the profit shown on the balance sheet and the dividend distribution in accordance with the proposal of the Board of Directors.

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

It was noted that the discharge from liability concerned all persons who had acted as members of the Board of Directors or as CEO during the financial period 2025.

It was resolved to discharge the members of the Board of Directors and the CEO from liability for the financial period 2025.

10. Resolution on the remuneration of the members of the Board of Directors

It was noted that the Shareholders' Nomination Board has proposed that the remuneration of the members of the Board of Directors and the basis for reimbursement of travel expenses remain unchanged and that the remuneration of the Board of Directors be paid as follows:

- the Chairman of the Board of Directors EUR 4,000 per month
- members of the Board of Directors EUR 2,500 per month
- If the Board of Directors decides to establish committees under the Board of Directors, the chairmen of the committees will be paid EUR 1,000 per month and the members of the committees EUR 500 per month in addition to the remuneration of the Board of Directors
- The travel expenses of the members of the Board of Directors will be reimbursed in accordance with the company's travel policy.

It was resolved that the remuneration for the members of the Board of Directors be paid in accordance with the proposal of the Shareholders' Nomination Board

11. Resolution on the number of members of the Board of Directors

It was noted that the Shareholders' Nomination Board has proposed that the number of members of the Board of Directors be 7.

It was resolved, in accordance with the proposal of the Shareholders' Nomination Board, that the number of members of the Board of Directors shall be 7.

12. Election of members of the Board of Directors

It was noted that the Shareholders' Nomination Board has proposed that the composition of the Board of Directors remain unchanged and that Harri Suutari, Lauri Antila, Tommi Salunen, Johnny Pehkonen, Kalle Kekkonen, Erja Sankari and Gary Collar be re-elected to the Board of Directors. All candidates have given their consent to the positions.

It was resolved to elect the members of the Board of Directors in accordance with the proposal of the Shareholders' Nomination Board.

13. Resolution on the remuneration of the Auditor

It was noted that the Board of Directors has proposed, in accordance with the proposal of the Audit Committee, that the remuneration and travel expenses of the auditor to be elected be paid according to a reasonable invoice.

It was resolved that the remuneration for the auditor be paid in accordance with the proposal of the Board of Directors.

14. Election of the Auditor

It was noted that the Board of Directors has proposed, in accordance with the proposal of the Audit Committee, that the audit firm Ernst & Young Oy be elected as the company's auditor, with Milla Karjalainen, Authorised Public Accountant, as the principal auditor.

It was resolved to elect the auditor in accordance with the proposal of the Board of Directors.

15. Authorisation for the Board of Directors to decide on a share issue and the provision of special rights

It was noted that the Board of Directors has proposed that

The Annual General Meeting authorises the Board of Directors to decide on one or more share issues and the provision of special rights pursuant to paragraph 1 of section 10 of the Limited Liability Companies Act, as well as all of their terms and conditions, and related measures.

According to the consideration of the Board of Directors, the authorisation can be used for financing business acquisitions or other business arrangements and investments, carrying out cooperation between companies or other similar arrangements, or strengthening the company's financial and capital structure, to exercise option or other incentive schemes, and to commit key persons.

The total number of shares to be issued or subscribed on the basis of the authorisation may be 4 000 000 at maximum.

The authorisation provides the Board of Directors with the right to execute directed measures, i.e., deviate from the shareholders' pre-emptive right to the company's shares if there is significant reason pursuant to the Companies Act.

The authorisation is proposed to be in effect until the following Annual General Meeting, and for a maximum of 18 months.

It was resolved, in accordance with the proposal of the Board of Directors, to authorize the Board of Directors to decide on a share issue and the provision of special rights.

16. Authorisation for the Board of Directors to decide on the acquisition of treasury shares

It was noted that the Board of Directors has proposed that

The Annual General Meeting authorises the Board of Directors to decide on the acquisition of treasury shares using the company's unrestricted equity according to clause 2 of paragraph 5 of section 15 of the Limited Liability Companies Act. The authorisation is proposed to concern the acquisition of a maximum of 500 000 treasury shares in a single batch or several.

The Board of Directors proposes that it be authorised to decide on the share acquisition price and other conditions so that the share acquisition price is the fair value of the shares on the acquisition date as set by the Board of Directors. The share-specific price must at least be the amount of equity in accordance with the company's financial statements divided by the number of issued shares and, at maximum, a value in which the Board of Directors' view of the company's outlook and financial development and other relevant factors affecting the company's value have been taken into account, including the value of reference companies operating in the same field. The authorisation does not exclude the Board of Directors' right to decide on a private offering, in which case it is deemed that there is a significant financial reason for the acquisition.

According to the Board of Directors' consideration, the authorisation can be used for financing and carrying out business arrangements and investments, or other purposes decided on by the Board of Directors.

The authorisation is proposed to be in effect until the following Annual General Meeting, and for a maximum of 18 months.

It was resolved, in accordance with the proposal of the Board of Directors, to authorise the Board of Directors to decide on the acquisition of treasury shares.

17. Authorisation for the Board of Directors to decide on the transfer of treasury shares held by the company

It was noted that the Board of Directors has proposed that

The Annual General Meeting authorises the Board of Directors to decide on the transfer of the treasury shares held by the company according to clause 1 of paragraph 1 of section 9 of the Limited Liability Companies Act. The authorisation is proposed to concern the transfer of a maximum of 500 000 treasury shares held by the company.

The Board of Directors proposes that it be authorised to decide on for whom and in what order the treasury shares are transferred. The Board of Directors can decide on the transfer of the treasury shares in all situations, apart from one where a shareholder has a pre-emptive right to the company's shares. The Board of Directors is authorised to decide on the share transfer price, other transfer conditions and a situation where the shares can be transferred against compensation other than money. The authorisation includes the right to decide on the criteria according to which the transfer price is determined. The shares to be transferred on the basis of the authorisation are proposed to be used for financing and carrying out important arrangements for the company, such as business arrangements and investments, or other purposes decided on by the Board of Directors.

The authorisation is proposed to be in effect until the following Annual General Meeting, and for a maximum of 18 months.

It was resolved, in accordance with the proposal of the Board of Directors, to authorise the Board of Directors to decide on the transfer of treasury shares held by the company.

18. Other issues

There were no other issues.

19. Closing of the meeting

It was noted for the minutes that all decisions were made unanimously, unless otherwise stated in the minutes.

It was noted that all the matters on the agenda of the general meeting had been dealt with and that the minutes of the Annual General Meeting will be available on the company's website on 29 April 2026 at the latest.

The Chair closed the meeting at 12.22 p.m.

In fidem

Sanna Raatikainen
Chair of the meeting and secretary

The minutes scrutinised and approved by

Tommi Aarnio

Jari Lotvonen

APPENDICES

1. Notice of the Annual General Meeting
2. Confirmed attendance status and list of votes at the beginning of the meeting