

SOLWERS PLC'S ANNUAL GENERAL MEETING

Minutes 1/2026

This is an English translation of the original minutes in Finnish language. In the event of any discrepancies between the translation and the original minutes, the original Finnish version shall prevail.

Time 17 April 2026, at 9.00 a.m. – 9.42 a.m. EEST

Place Meeting Park DOMUS, Mechelininkatu 3 C, 00100 Helsinki, Finland

Present

The shareholders set out in the list of votes adopted at the meeting ([Appendix 1](#)) were present or represented at the meeting either at the meeting venue or by advance voting.

Present at the General Meeting were also the members of the Board of Directors Leif Sebbas, Johanna Grönroos, Hanna-Maria Heikkinen and John Lindahl, the candidate for election to the Board of Directors Magnus Jonasson Hamerslag, CEO Johan Ehrnrooth, other company executives, attorney-at-law Mia Mokkila, the company's auditor with principal responsibility APA Antti Suominen and meeting staff.

1 OPENING OF THE MEETING

Leif Sebbas, Chair of the Board of Directors, opened the meeting.

2 CALLING THE MEETING TO ORDER

Mia Mokkila, attorney-at-law, was elected Chair of the General Meeting. The Chair called the company's General Counsel Olli Kuusi as secretary of the General Meeting.

It was noted that the General Meeting was held as a traditional General Meeting.

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

The Chair noted that shareholders entered in the shareholders' register on the record date of the General Meeting had had the opportunity to vote in advance on certain items on the agenda of the General Meeting.

It was noted that proposals for resolution that had been subject to advance voting are deemed to have been presented at the General Meeting without any changes.

A summary list of the advance votes was attached to the minutes ([Appendix 2](#)).

It was noted that if, on the basis of the positions submitted in advance and presented at the meeting, it can be clearly established at the meeting that the required majority of votes and shares represented at the meeting supports the proposal made to the General Meeting, no vote or full counting of votes will, as a rule, be conducted on the agenda item.

It was further noted that if no vote or full counting of votes is conducted on an agenda item, the number of opposing advance votes and advance abstentions will be recorded in the minutes in connection with each agenda item. Unless otherwise presented in the agenda items, the participants will be deemed to have supported the proposals made to the General Meeting.

The Chair noted that, on the basis of the votes cast in advance, the required majority for each agenda item essentially supports the proposals of the Board of Directors and the Shareholders' Nomination Board. It was further noted that no opposing or abstentions were cast in the advance vote, meaning all advance votes supported the proposals made to the General Meeting.

3 ELECTION OF PERSONS TO SCRUTINISE THE MINUTES AND TO SUPERVISE THE COUNTING OF VOTES

Dag Nykvist and Olli Happonen were elected as the persons to scrutinise the minutes and to supervise the counting of votes.

4 RECORDING THE LEGALITY OF THE MEETING

It was noted that the notice to the meeting had been published on the company's website and as a company release on 23 March 2026 and that the notice to the meeting including all proposals for resolutions, the financial statements and the remuneration report had been available on the company's website as of 23 March 2026. The notice to the meeting had been corrected with respect to the amount of profit shown on the balance sheet by a company release published on 24 March 2026.

It was noted that the General Meeting was duly convened in accordance with the Articles of Association and the Companies Act and that, therefore, the meeting was legal and constituted a quorum.

The notice to the meeting was attached to the minutes ([Appendix 3](#)).

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

It was noted that shareholders who had duly registered for the General Meeting before the expiration of the registration period and who had the right to attend the General Meeting under Chapter 5, Sections 6 and 6a of the Companies Act and who either had voted in advance before the expiry of the deadline for advance voting or attended the General Meeting at the meeting venue were recorded to have attended the meeting. The Chair noted that no technical or other problems related to advance voting or the meeting procedure had arisen. It was noted that the participation right of the shareholders who had voted in advance and the accuracy of the counting of votes had been reliably verified on the basis of information provided by Innovatics Oy and Euroclear Finland Oy.

A list of attendees at the beginning of the meeting and a list of votes were presented, according to which 20 shareholders were represented at the General Meeting either by advance voting or at the meeting venue in person or by legal representative or proxy. It was noted that 6,400,642 shares and votes were represented at the beginning of the meeting, representing approximately 62.9 per cent of all shares and votes in the company.

It was noted that present at the General Meeting were also the members of the Board of Directors with the exception of Emma Papakosta, who was unable to attend, the candidate for election to the Board of Directors Magnus Jonasson Hamerslag, CEO Johan Ehrnrooth, other company executives, the company's auditor with principal responsibility APA Antti Suominen, attorney-at-law Mia Mokka and meeting staff.

The list of attendees at the beginning of the meeting and the list of votes were confirmed and attached to the minutes ([Appendix 1](#)). 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, INCLUDING THE CONSOLIDATED FINANCIAL STATEMENTS, ANNUAL REPORT AND AUDITOR'S REPORT FOR THE FINANCIAL YEAR 1 JANUARY 2025 – 31 DECEMBER 2025

Johan Ehrnrooth, the company's Chief Executive Officer, presented the CEO's review of the financial year 2025, as well as the company's financial statements and the annual report for the financial year that ended on 31 December 2025.

It was noted that the company's financial statements, including the consolidated financial statements, the annual report and the auditor's report had been available on the company's website as of 23 March 2026. The financial statements were attached to the minutes ([Appendix 4](#)).

The company's auditor with principal responsibility presented the auditor's report, which was attached to the minutes ([Appendix 5](#)).

It was noted that the financial statements, including the consolidated financial statements, the annual report and the auditor's report had been presented.

7 ADOPTION OF THE FINANCIAL STATEMENTS, INCLUDING THE CONSOLIDATED FINANCIAL STATEMENTS

The General Meeting adopted the financial statements including the consolidated financial statements for the financial year 1 January 2025 – 31 December 2025.

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

It was noted that the distributable funds of Solwers Plc were EUR 38,510,214.91 at the end of the financial year 2025, of which EUR 956,105.61 constituted profit for the financial year.

It was noted that the Board of Directors had proposed to the General Meeting that the profit for the financial year be transferred to retained earnings and that no dividend be distributed.

The General Meeting resolved, in accordance with the proposal of the Board of Directors, that the profit for the financial year 2025 be transferred to retained earnings and that no dividend be distributed.

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 for the financial year 2025 concerns all persons who have acted as members of the Board of Directors and as Chief Executive Officer during the financial period.

The General Meeting resolved to discharge from liability the persons who have acted as members of the Board of Directors and Chief Executive Officer during the financial period 1 January 2025 – 31 December 2025.

10 CONSIDERATION OF THE REMUNERATION REPORT FOR THE GOVERNING BODIES

It was noted that the company's remuneration report for the governing bodies for the financial year 2025 had been available on the company's website as of 23 March 2026.

The remuneration report was attached to the minutes ([Appendix 6](#)).

It was noted that the Board of Directors had proposed to the General Meeting that the General Meeting approve the 2025 remuneration report for the governing bodies. The resolution of the General Meeting on the approval of the remuneration report is advisory.

The General Meeting resolved to approve the remuneration report. The resolution is advisory in accordance with the company's remuneration policy for the governing bodies.

11 RESOLUTION ON THE REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS

It was noted that the Shareholders' Nomination Board had proposed to the General Meeting that the meeting fees payable to the members of the Board of Directors and its committees remain unchanged:

- The chair of the Board of Directors will be paid EUR 4,000 per meeting and the members EUR 2,500 per meeting.
- The chair of the Audit Committee will be paid EUR 1,500 per meeting and the members EUR 1,000 per meeting.
- The chair of the Nomination and Remuneration Committee will be paid EUR 1,000 per meeting and the members EUR 750 per meeting.

In addition, reasonable travel expenses incurred in connection with board and committee work, as well as other possible costs, will be reimbursed in accordance with the company's usual practice.

It was noted that the proposed remunerations correspond to the remunerations paid for the term of office that is expiring.

The General Meeting resolved to approve the remuneration of the members of the Board of Directors as proposed by the Shareholders' Nomination Board.

12 RESOLUTION ON THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS

It was noted that according to the Articles of Association, the Board of Directors consists of one to eight (1–8) regular members. The term of office for the members ends at the close of the next Annual General Meeting following the election.

It was noted that the Shareholders' Nomination Board had proposed to the Annual General Meeting that five (5) regular members be elected to the Board of Directors for the term of office which ends at the close of the next Annual General Meeting.

If any of the individuals proposed for election to the Board of Directors by the Shareholders' Nomination Board are unable to be elected by the General Meeting, it is proposed that the number of Board members shall be equal to the number of candidates available.

The General Meeting resolved to confirm the number of the members of the Board of Directors as five (5) regular members as proposed by the Shareholders' Nomination Board.

13 ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS

It was noted that the Shareholders' Nomination Board had proposed to the Annual General Meeting that the current members Leif Sebbas, John Lindahl, Emma Papakosta and Johanna Grönroos be re-elected to the Board of Directors for the term of office which ends at the close of the next Annual General Meeting. In addition, the Shareholders' Nomination Board had proposed that Magnus Jonasson Hamerslag be elected as a new member of the Board of Directors. All persons mentioned above had given their consent to the positions. Hanna-Maria Heikkinen, current member of the Board of Directors, had announced that she is no longer available for re-election.

Magnus Jonasson Hamerslag, the candidate for election as a new member of the Board of Directors, introduced himself to the General Meeting.

The General Meeting resolved to elect the persons proposed by the Shareholders' Nomination Board as the members of the Board of Directors.

14 RESOLUTION ON THE REMUNERATION OF THE AUDITOR

It was noted that the Board of Directors, based on the recommendation of the Audit Committee, had proposed to the General Meeting that the remuneration and travel expenses of the elected auditor be paid in accordance with an invoice approved by the Board of Directors.

The General Meeting resolved on the auditor's remuneration in accordance with the proposal of the Board of Directors.

15 ELECTION OF THE AUDITOR

It was noted that the Board of Directors, based on the recommendation of the Audit Committee, had proposed to the General Meeting that Ernst & Young Oy, Authorized Public Accountants, be re-elected as the company's auditor for the term of office which ends at the closing of the next Annual General Meeting. Ernst & Young Oy had notified the company that Antti Suominen, APA, will act as the auditor with principal responsibility.

The General Meeting resolved on the election of the auditor in accordance with the proposal of the Board of Directors.

16 AUTHORISING THE BOARD OF DIRECTORS TO DECIDE ON THE REPURCHASE OF THE COMPANY'S OWN SHARES AND/OR ON ACCEPTING THEM AS A PLEDGE

It was noted that the Board of Directors had proposed to the General Meeting that the Board of Directors be authorised to decide on the repurchase of the company's own shares and/or on accepting them as a pledge as follows:

The Board of Directors is authorised to decide on the repurchase with the company's unrestricted equity and/or acceptance as a pledge of the company's own shares in one or more tranches so that a maximum of 1,000,000 shares, representing approximately 9.8 per cent of all issued and outstanding shares of the company on the date of publication of the notice to the General Meeting, can be repurchased and/or accepted as pledge under the authorisation.

The decision to repurchase own shares and/or to accept them as pledge may not be made so that the total number of own shares in the possession of, and/or held as pledges by, the company and/or its subsidiaries would exceed one tenth of all the shares.

The Board of Directors is authorised to decide how own shares are repurchased and/or accepted as pledge. Based on the authorisation, the Board of Directors may decide on the repurchase and/or acceptance as pledge of own shares also in a directed manner, i.e. not in proportion to shareholders' shareholdings, if there is a weighty financial reason for the company to do so. The Board of Directors may use the authorisation to carry out corporate acquisitions or other arrangements related to the business of the company, to implement an incentive scheme for the staff, or for other purposes decided by the Board of Directors.

The authorisation is valid until the next Annual General Meeting, yet no longer than until 30 June 2027.

The General Meeting resolved, in accordance with the proposal of the Board of Directors, to authorise the Board of Directors to decide on the repurchase of the company's own shares and/or on accepting them as a pledge.

17 AUTHORISING THE BOARD OF DIRECTORS TO DECIDE ON THE ISSUANCE OF SHARES, OPTION RIGHTS AND OTHER SPECIAL RIGHTS ENTITLING TO SHARES

It was noted that the Board of Directors had proposed to the General Meeting that the General Meeting authorise the Board of Directors to decide on the issuance of shares and option rights and other special rights entitling to shares as referred to in Chapter 10, Section 1 of the Finnish Limited Liability Companies Act in one or more tranches so that the company may issue a maximum of 1,000,000 new shares or shares held by the company, representing approximately 9.8 per cent of the shares issued and outstanding on the date of publication of the notice to the General Meeting.

Based on the authorisation, the Board of Directors may also decide on the issue of shares, option rights and other special rights entitling to shares in a directed manner, i.e. in derogation from the shareholders' pre-emptive subscription rights.

The Board of Directors is authorised to decide on all the terms and conditions of the issuance of shares or option rights or other special rights entitling to shares. The Board of Directors may use the authorisation, e.g., to carry out corporate acquisitions or other arrangements related to the business and capital structure of the company, to implement incentive schemes for the group's staff, or for other purposes decided by the Board of Directors.

The authorisation allows the Board of Directors to decide that, in the share issue, the subscription price can be set off using receivables from the company, or that the issued special rights involve terms and conditions on the use of a receivable from the company to set off the subscription price of the share.

The authorisation is valid until the next Annual General Meeting, yet no longer than until 30 June 2027.

The authorisation cancels any previous authorisations based on which the Board of Directors is authorised to resolve on the issuance of shares, option rights and other special rights entitling to shares.

The General Meeting resolved, in accordance with the proposal of the Board of Directors, to authorise the Board of Directors to decide on the issuance of shares, option rights and other special rights entitling to shares.

18 CLOSING OF THE MEETING

It was noted that the resolutions adopted at the General Meeting were supported by all shareholders present, unless otherwise indicated in the minutes.

The Chair noted that all items on the agenda had been attended to and that the minutes of the General Meeting will be available on the company's website as of 1 May 2026 at the latest.

The Chair closed the meeting at 9.42 a.m. EEST.

In fidem

Mia Mokka
Chair of the General Meeting

Olli Kuusi
Secretary

The minutes scrutinised and approved

Dag Nykvist

Olli Happonen

APPENDICES

- 1 List of attendees and list of votes
- 2 Summary of the advance votes
- 3 Notice of the General Meeting
- 4 Financial statements
- 5 Auditor's report
- 6 Remuneration report for the governing bodies