

## **NOTICE TO THE ANNUAL GENERAL MEETING**

Notice is given to the shareholders of Puuilo Plc to participate in the Annual General Meeting to be held on Tuesday 12 May 2026 at 12:00 noon (EEST) at Hotel Scandic Helsinki Aviacongress at the address Robert Huberin tie 4, 01510 Vantaa, Finland. The reception of persons who have registered for the meeting and the distribution of ballots will commence at 11:00 a.m. (EEST). Coffee will be served after the General Meeting.

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

### **A. Matters on the agenda of the General Meeting**

At the General Meeting, the following matters will be considered:

- 1. Opening of the meeting**
- 2. Calling the meeting to order**
- 3. Election of the persons to scrutinize the minutes and to verify the counting of votes**
- 4. Recording of 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, the Report of the Board of Directors, the Auditor's Report, and the Sustainability Reporting Assurance Report for the financial year 1 February 2025 – 31 January 2026**

Review by the CEO.

The Financial Statements, the Report of the Board of Directors, the Auditor's Report, and the Sustainability Reporting Assurance Report are available on the company's website at [https://www.investors.puuilo.fi/en/corporate\\_governance/general\\_meeting\\_2026](https://www.investors.puuilo.fi/en/corporate_governance/general_meeting_2026).

### **7. Adoption of the Financial Statements**

The Board of Directors proposes that the Annual General Meeting adopt the Financial Statements, which also include the Consolidated Financial Statements, for the financial year 1 February 2025 – 31 January 2026.

### **8. Resolution on the use of profit shown on the balance sheet and the payment of dividend**

The parent company's distributable funds as at 31 January 2026 amounted to EUR 133,155,191.36, of which EUR 57,574,379.88 was profit for the financial year. The Board of Directors proposes to the Annual General Meeting that a total dividend of EUR 0.66 per share (totalling EUR 55,669,966.44 based on the number of outstanding shares (84,348,434) at the time of the proposal) be paid based on the balance sheet to be adopted for the financial year ended 31 January 2026.

The dividend would be paid in two instalments as follows:

- The first dividend instalment of EUR 0.33 per share would be paid to shareholders who are registered in the shareholders' register of the company maintained by Euroclear Finland Oy on the record date of the first dividend instalment, 19 May 2026. The Board of Directors proposes that the first dividend instalment would be paid on 26 May 2026.

- The second dividend instalment of EUR 0.33 per share would be paid to shareholders who are registered in the shareholders' register of the company maintained by Euroclear Finland Oy on the record date of the second dividend instalment, 15 October 2026. The Board of Directors proposes that the second dividend instalment would be paid on 22 October 2026. The Board of Directors also proposes that the Annual General Meeting would authorize the Board of Directors to resolve, if necessary, on a new record date and date of payment for the second dividend instalment should the rules of Euroclear Finland Oy or statutes applicable to the Finnish book-entry system change or otherwise so require.

The dividend proposed by the Board of Directors consists of EUR 0.66, of which EUR 0.54 is a dividend payable from the profit for the financial year and EUR 0.12 is an additional special dividend. The proposed regular dividend based on the financial year result corresponds to approximately 81 per cent of Puuilo Group's net income for the financial year. The proposed dividend based on the result for the financial year 1 February 2025 – 31 January 2026 corresponds to approximately 100 per cent of Puuilo Group's net income.

#### **9. Resolution on the discharge of the persons who have acted as members of the Board of Directors and as CEO from liability for the financial year 1 February 2025 – 31 January 2026**

#### **10. Handling of the Remuneration Report for governing bodies**

The Board of Directors proposes that the Annual General Meeting approve the 2025/2026 Remuneration Report for governing bodies. The General Meeting's resolution on the approval of the Remuneration Report is advisory.

The Remuneration Report for the company's governing bodies is available on the company's website at [https://investors.puuilo.fi/en/corporate\\_governance/general\\_meeting\\_2026](https://investors.puuilo.fi/en/corporate_governance/general_meeting_2026).

#### **11. Handling of the Remuneration Policy for governing bodies**

The company's remuneration policy for the governing bodies was last presented to the Annual General Meeting in 2022. The remuneration policy must be presented to the Annual General Meeting at least every four years or every time material changes are made to the policy.

The Board of Directors proposes to the Annual General Meeting that the remuneration policy of the governing bodies be supported. The resolution of the Annual General Meeting on this matter is advisory.

The Remuneration Policy for the company's governing bodies is available on the company's website at [https://investors.puuilo.fi/en/corporate\\_governance/general\\_meeting\\_2026](https://investors.puuilo.fi/en/corporate_governance/general_meeting_2026).

#### **12. 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 of the members of the Board of Directors be as follows:

- EUR 70,000 (2025: EUR 65,000) to the Chair of the Board of Directors as annual remuneration
- EUR 37,000 (2025: EUR 33,000) to the other members of the Board of Directors as annual remuneration

In addition, the Shareholders' Nomination Board proposes that the Chair of the Audit Committee be paid a fixed annual remuneration of EUR 7,000 (2025: EUR 6,000) and that a member of the Audit Committee be paid a fixed annual remuneration of EUR 4,000 (2025: EUR 3,000). Corresponding remuneration shall also be paid to the Chair and a member of any other permanent committee that may be established by the Board of Directors.

All remunerations will be paid in cash. Reimbursements of travel expenses are to be paid to the Board members in accordance with the general travel rules of Puuilo.

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

The Shareholders' Nomination Board proposes to the Annual General Meeting that the number of the members of the Board of Directors remain the same and be five (5).

### **14. Election of the members of the Board of Directors and the Chair of the Board of Directors**

The Shareholders' Nomination Board proposes to the Annual General Meeting that all current members of the Board of Directors, Susanne Hounsgaard, Jens Joller, Mammu Kaario, Tuomas Piirtola, and Markku Tuomaala, be re-elected.

All proposed persons have granted their consent to the position. Information on the Board of Directors' nominees is available on the company's website at [https://www.investors.puulo.fi/en/investors/corporate\\_governance/board\\_of\\_directors](https://www.investors.puulo.fi/en/investors/corporate_governance/board_of_directors).

All proposed persons are independent of the company and its major shareholders except Jens Joller who is independent of the company, but dependent on the major shareholder.

The Nomination Board further proposes to the Annual General Meeting that Mammu Kaario be re-elected as the Chair of the Board of Directors.

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

The Board of Directors proposes to the Annual General Meeting, based on the recommendation of the Audit Committee, that the auditor's fee be paid against a reasonable invoice approved by the company.

### **16. Election of the auditor**

The Board of Directors proposes to the Annual General Meeting, based on the recommendation of the Audit Committee, that the audit firm KPMG Oy Ab be elected as the auditor of the company. KPMG Oy Ab has notified the company that Henrik Holmbom, APA, would act as the principal auditor. The term of office of the auditor expires at the end of the next Annual General Meeting.

The Audit Committee has prepared its recommendations in accordance with the EU Audit Regulation (537/2014). The Audit Committee confirms that its recommendation is free from third party influence and that the Audit Committee is not required to comply with the contractual clause referred to in Article 16(6) of the EU Audit Regulation, which would restrict the choice of the auditor of the general meeting.

### **17. Resolution on the remuneration of the sustainability reporting assurance provider**

The Board of Directors proposes to the Annual General Meeting, based on the recommendation of the Audit Committee, that the sustainability reporting assurance provider's fee be paid against a reasonable invoice approved by the company.

### **18. Election of the sustainability reporting assurance provider**

The Board of Directors proposes to the Annual General Meeting, based on the recommendation of the Audit Committee, that the authorized sustainability audit firm KPMG Oy Ab be elected as the company's sustainability reporting assurance provider. KPMG Oy Ab has notified the company that Henrik Holmbom, ASA, would act as the principally responsible sustainability reporting assurance provider. The term of office of the sustainability reporting assurance provider expires at the end of the next Annual General Meeting.

### **19. Authorizing the Board of Directors to decide on the repurchase and/or on the acceptance as pledge of the company's own shares**

The Board of Directors proposes to the Annual General Meeting that the Board of Directors be authorized to decide on the repurchase and/or on the acceptance as pledge of the company's own shares as follows.

The number of own shares to be repurchased and/or accepted as pledge based on this authorization shall not exceed 8,477,695 shares in total, which corresponds to approximately 10 per cent of all the shares in the company. 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.

Own shares can be repurchased only using the unrestricted equity of the company at a price formed in public trading on the date of the repurchase or otherwise at a price determined by the markets.

The Board of Directors decides on all other matters related to the repurchase and/or acceptance as pledge of own shares. 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 purchase).

This authorization cancels the authorization granted on 15 May 2025 to decide on the repurchase of the company's own shares. The authorization is effective until the beginning of the next Annual General Meeting, however, no longer than until 31 July 2027.

## **20. Authorizing the Board of Directors to decide on the issuance of shares as well as the issuance of special rights entitling to shares**

The Board of Directors proposes to the Annual General Meeting that the Board of Directors be authorized to decide on the issuance of shares as well as the issuance of special rights entitling to shares referred to in Chapter 10 Section 1 of the Finnish Companies Act as follows.

The number of shares to be issued based on this authorization shall not exceed 8,477,695 shares, which corresponds to approximately 10 per cent of all the shares in the company. The authorization covers both the issuance of new shares as well as the transfer of treasury shares.

The Board of Directors decides on all other conditions of the issuance of shares and of special rights entitling to shares. The issuance of shares and special rights entitling to shares may be carried out in deviation from the shareholders' pre-emptive rights (directed issue).

This authorization cancels the authorization granted on 15 May 2025 to decide on the issuance of shares as well as on the issuance of special rights entitling to shares. The authorization is effective until the beginning of the next Annual General Meeting, however, no longer than until 31 July 2027.

## **21. Authorizing the Board of Directors to decide on donations for charitable purposes**

The Board of Directors proposes to the Annual General Meeting that the Annual General Meeting decide to authorize the Board of Directors to decide on donations in a total maximum of EUR 50,000 for charitable or corresponding purposes and to authorize the Board of Directors to decide on the donation recipients, purposes of use and other terms of the donations. The authorization is proposed to remain effective until the end of the Annual General Meeting 2027, however, no longer than for a period of 18 months from the date of the resolution of the Annual General Meeting.

## **22. Closing of the meeting**

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

The above-mentioned proposals for resolutions on the matters on the agenda of the General Meeting, this notice as well as the company's Financial Statements, the Report of the Board of Directors, the Auditor's Report, the Sustainability Reporting Assurance Report, the Corporate Governance Statement, the Remuneration Report and the Remuneration Policy are available on the company's website at [https://investors.puuilo.fi/en/corporate\\_governance/general\\_meeting\\_2026](https://investors.puuilo.fi/en/corporate_governance/general_meeting_2026). The proposals for resolutions and other above-mentioned documents are also available for review at the General Meeting.

The minutes of the General Meeting will be available on the above-mentioned website on 26 May 2026 at the latest.

### **C. Instructions for the participants in the General Meeting**

## 1. Shareholder registered in the shareholders' register

Each shareholder, who on the record date of the General Meeting, 29 April 2026, is registered in the company's shareholders' register maintained by Euroclear Finland Oy, has the right to participate in the General Meeting. A shareholder whose shares are registered on their personal Finnish book-entry account or equity savings account is registered in the company's shareholders' register. Shareholders may also participate in the General Meeting by way of proxy representation. The use of proxy representatives is described below in Section C.4 and advance voting is described in Section C.5.

## 2. Registration for the General Meeting

The registration period and advance voting commence on 20 April 2026 at 10:00 a.m. (EEST), and a shareholder, who is registered in the company's shareholders' register and who wishes to participate in the General Meeting, must register for the General Meeting and, should they wish, vote in advance no later than on 5 May 2026 by 4:00 p.m. (EEST), by which time the registration and possible advance votes must be received.

Shareholders with a Finnish book-entry account may register from 10:00 a.m. (EEST) on 20 April 2026 until 4:00 p.m. (EEST) on 5 May 2026 by the following manners:

- a) via the company's website at [https://investors.puulo.fi/en/corporate\\_governance/general\\_meeting\\_2026](https://investors.puulo.fi/en/corporate_governance/general_meeting_2026)

Electronic registration requires that the shareholders or their statutory representatives or proxy representatives use strong electronic authentication either by Finnish, Swedish or Danish banking credentials or a mobile certificate.

- b) by mail or e-mail

A shareholder may send a registration form available on the company's website at [https://investors.puulo.fi/en/corporate\\_governance/general\\_meeting\\_2026](https://investors.puulo.fi/en/corporate_governance/general_meeting_2026) to Innovatics Ltd by regular mail to Innovatics Ltd, General Meeting / Puulo Plc, Ratamestarinkatu 13 A, 00520 Helsinki, Finland or by email to [agm@innovatics.fi](mailto:agm@innovatics.fi). The same form may also be used for voting in advance.

In connection with the registration, a shareholder is required to provide the requested information, such as their name, date of birth or business ID, address, telephone number and/or e-mail address as well as the name, date of birth as well as telephone number and/or e-mail address of a possible authorized proxy representative or legal representative and the name of a possible assistant. The personal data given to the company and Innovatics Ltd will be used only in connection with the General Meeting and with the processing of related registrations.

A shareholder, their possible proxy representative, statutory representative, or assistant must be able to prove their identity and/or right of representation at the General Meeting.

Further information on registration and advance voting is available by telephone during the registration period for the General Meeting by calling Innovatics Ltd at +358 10 2818 909 on weekdays from 9:00 a.m. to 12:00 noon (EEST) and from 1:00 p.m. to 4:00 p.m. (EEST).

## 3. Holders of nominee-registered shares

A holder of nominee-registered shares has the right to participate in the General Meeting by virtue of such shares, based on which they on the record date of the General Meeting, 29 April 2026, would be entitled to be registered in the company's shareholders' register maintained by Euroclear Finland Oy. The right to participate requires, in addition, that the shareholder has on the basis of such shares been registered temporarily into the shareholders' register maintained by Euroclear Finland Oy on 7 May 2026 by 10:00 a.m. (EEST) at the latest. As regards nominee-registered shares, this constitutes registration for the General Meeting.

A holder of nominee-registered shares is advised to request without delay necessary instructions regarding the temporary registration in the shareholders' register of the company, the issuing of proxy documents and voting instructions as well as the registration for the General Meeting from their custodian bank. The account management organization of the custodian bank shall temporarily register a holder of nominee-registered shares, who wants to participate in the General Meeting, into the shareholders' register of the company at the latest by the time stated above as well as, if necessary, arrange advance voting on behalf of the holder of nominee registered shares before the end of the registration period for nominee-registered shares.

#### **4. Proxy representatives and power of attorneys**

A shareholder may participate and use their rights in the General Meeting also through a proxy representative. A proxy representative shall provide a dated proxy document or otherwise in a reliable manner demonstrate their right to represent the shareholder.

A proxy representative may also vote in advance in the manner described in this notice. Should a proxy representative register electronically for the General Meeting, they must identify themselves personally through strong electronic authentication, after which they can register on behalf of the shareholder they represent. The same applies to electronic advance voting.

Should a shareholder participate in the General Meeting by means of several proxy representatives representing the shareholder with shares in different book-entry accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration.

Natural persons may appoint a proxy representative in connection with the electronic registration for the General Meeting on the company's website. Otherwise, a proxy document must be used. A template proxy document is available on the company's website at [https://investors.puulo.fi/en/corporate\\_governance/general\\_meeting\\_2026](https://investors.puulo.fi/en/corporate_governance/general_meeting_2026).

Any proxy documents are asked to be delivered primarily as an attachment in connection with the electronic registration and possible advance voting or alternatively by regular mail to Innovatics Ltd, General Meeting / Puulo Plc, Ratamestarinkatu 13 A, 00520 Helsinki, Finland or by email to [agm@innovatics.fi](mailto:agm@innovatics.fi) before the last date for registration, by which time the proxy documents must be received.

In addition to delivering a proxy authorization document, a shareholder or their proxy representative must register for the General Meeting in the manner described in Section C.2.

Shareholders can also use suomi.fi electronic authorization service instead of a traditional proxy document. In this case, the shareholder authorizes the nominated proxy representative in suomi.fi service (<https://www.suomi.fi/e-authorizations>) by using the proxy form "Representation at the General Meeting". When registering, proxy representatives must authenticate themselves by strong electronic authentication. Strong electronic authentication can be effected with online banking codes or a mobile certificate. More information on electronic authorization is available at <https://www.suomi.fi/e-authorizations>.

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

Shareholders with a Finnish book-entry account or equity savings account may also vote in advance on certain agenda items of the General Meeting between 20 April 2026 at 10:00 a.m. (EEST) – 5 May 2026 at 4:00 p.m. (EEST).

Shareholders who have voted in advance may not exercise their right to ask questions, demand a vote or vote on a possible counterproposal under the Finnish Companies Act, unless they participate in the General Meeting at the meeting venue in person or by way of proxy representation.

For holders of nominee-registered shares, advance voting is carried out via the account manager. The account manager may cast advance votes on behalf of holders of nominee-registered shares in accordance with the voting instructions provided by the holders of nominee-registered shares during the registration period for the nominee-registered shares.

Advance voting can be done as follows:

- a) through the company's website at [https://investors.puuiilo.fi/en/corporate\\_governance/general\\_meeting\\_2026](https://investors.puuiilo.fi/en/corporate_governance/general_meeting_2026)

Advance voting requires that the shareholders or their statutory representatives or proxy representatives use strong electronic authentication either by Finnish, Swedish or Danish banking credentials or a mobile certificate.

- b) by mail or email

A shareholder voting in advance by regular mail or email must send the registration and advance voting form available on the company's website at [https://investors.puuiilo.fi/en/corporate\\_governance/general\\_meeting\\_2026](https://investors.puuiilo.fi/en/corporate_governance/general_meeting_2026) or corresponding information to Innovatics Ltd by regular mail to Innovatics Ltd, General Meeting / Puuilo Plc, Ratamestarinkatu 13 A, 00520 Helsinki, Finland or by email to [agm@innovatics.fi](mailto:agm@innovatics.fi)

If a shareholder participates in the General Meeting by submitting advance votes to Innovatics Ltd before the deadline for registration and advance voting, the submission constitutes registration for the General Meeting, provided that the information required for registration, as mentioned above in Section C.2, is included therein.

A proposal subject to advance voting is deemed to have been presented without amendments at the General Meeting.

Instructions regarding the electronic advance voting will also be available on the company's website at [https://investors.puuiilo.fi/en/corporate\\_governance/general\\_meeting\\_2026](https://investors.puuiilo.fi/en/corporate_governance/general_meeting_2026).

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

The language of the General Meeting is Finnish. A shareholder who is present at the General Meeting has the right to request information with respect to the matters to be considered at the General Meeting in accordance with Chapter 5 Section 25 of the Finnish Companies Act.

Information on the General Meeting required by the Finnish Companies Act and the Securities Markets Act is available on the company's website at [https://investors.puuiilo.fi/en/corporate\\_governance/general\\_meeting\\_2026](https://investors.puuiilo.fi/en/corporate_governance/general_meeting_2026).

On the date of this notice, the total number of shares in the company and votes represented by such shares is 84,776,953. On the date of this notice, the company and its subsidiaries hold a total of 813,519 of the company's own shares, which are not entitled to vote at the General Meeting.

Changes in shareholding after the record date of the General Meeting do not affect the right to participate in the General Meeting or the number of voting rights held by a shareholder in the General Meeting.

In Helsinki, 17 April 2026

PUUILO PLC  
The Board of Directors