RULES OF PROCEDURE OF THE SHAREHOLDERS' NOMINATION BOARD OF TOKMANNI GROUP CORPORATION

Purpose of the Shareholders' Nomination Board

The Shareholders' Nomination Board (the "Nomination Board") of Tokmanni Group Corporation (the "Company") is a body established by the Company's shareholders. Its task is to prepare proposals to the Annual General Meeting concerning the election and remuneration of the members of the Board of Directors.

The primary duty of the Nomination Board is to ensure that the Board of Directors and its members jointly possess sufficient expertise, competence and experience relevant to the Company's needs.

In its work, the Nomination Board shall comply with applicable legislation and other relevant regulations, such as the rules of the stock exchange and the Finnish Corporate Governance Code for listed companies.

Appointment and Composition of the Nomination Board

The Nomination Board shall consist of representatives appointed by the four largest shareholders of the Company, and in addition, the Chair of the Board of Directors shall serve as an expert member of the Nomination Board.

The right to appoint shareholder representatives shall be vested in the four shareholders who, based on the shareholder register maintained by Euroclear Finland Oy, hold the largest number of votes conferred by all the Company's shares on the first banking day of June preceding the Annual General Meeting.

Based on the shareholdings determined in this manner, the Chair of the Board of Directors shall request each of the four largest shareholders to appoint one representative to the Nomination Board. If two or more shareholders hold an equal number of shares and voting rights and it is not possible to appoint representatives from all of them, the appointment shall be decided by drawing lots.

If a shareholder who has dispersed its shareholding, for example among several funds, and who is obliged under the Securities Markets Act to take such holdings into account when disclosing changes in ownership, submits a written request concerning this matter to the Chair of the Board of Directors no later than 31 May, the shareholder's holdings registered in different funds or registers shall be aggregated when determining the voting power relevant to the right of appointment.

If a shareholder does not wish to exercise its right of appointment, the right shall pass to the next largest shareholder who would otherwise not have such a right.

The Chair of the Board of Directors shall convene the first meeting of the Nomination Board, and the Nomination Board shall elect a Chair from among its members. Thereafter, the Nomination Board shall convene at the invitation of its Chair.

Once the Nomination Board has been appointed, the Company shall publish its composition in a stock exchange release.

A member appointed by a shareholder shall resign from the Nomination Board if the shareholder transfers more than half of its shareholding as of the first banking day of June that determined the right of appointment and, as a result of such transfer, is no longer among the ten largest shareholders of the Company. The Nomination Board may appoint a new member to fill a vacancy arising during the term, and if the number of members of the Nomination Board falls below three during the term, the Nomination Board shall decide on the appointment of new members. Vacant positions shall be offered, in descending order of voting power, to

shareholders who have not appointed a member to the Nomination Board. The order of voting power shall be determined based on ownership information recorded in the shareholder register on the date the appointment request is made.

The members of the Nomination Board are appointed annually, and their term of office ends when new members have been appointed to the Nomination Board.

Duties of the Nomination Board

The duties of the Nomination Board shall include:

- preparing and presenting to the General Meeting a proposal on the remuneration of the members of the Board of Directors;
- preparing and presenting to the General Meeting a proposal on the number of members of the Board of Directors;
- preparing and presenting to the General Meeting a proposal on the members of the Board of Directors;
- preparing and presenting to the General Meeting a proposal on the Chair of the Board of Directors;
- identifying and searching for successor candidates for the members of the Board of Directors; and
- preparing the principles concerning the diversity of the Board of Directors and monitoring their implementation in accordance with the recommendations of the Corporate Governance Code.

The members of the Nomination Board shall not receive any remuneration for their membership. Travel expenses shall be reimbursed in accordance with the Company's travel policy.

Decision-Making

The Nomination Board shall have a quorum when more than half of its members are present. No decision may be made unless all members have been given an opportunity to participate in the consideration of the matter and in the meeting.

Decisions of the Nomination Board shall be made unanimously. If unanimity cannot be reached, the members may submit their own proposals to the Annual General Meeting, either individually or jointly with other members of the Nomination Board.

Minutes shall be kept of all decisions of the Nomination Board. The minutes shall be dated, numbered and stored in a reliable manner. The Chair and at least one other member of the Nomination Board shall sign the minutes.

Duties of the Chair of the Nomination Board

The Chair of the Nomination Board shall lead the work of the Nomination Board in such a way that the Nomination Board achieves its objectives while taking into account the expectations of the shareholders and the interests of the Company.

The Chair of the Nomination Board shall:

- convene the meetings of the Nomination Board, prepare the agenda and meeting materials, and preside over the meetings;
- ensure that the meetings planned for the Nomination Board are held in accordance with the agreed schedule; and
- convene extraordinary meetings when necessary and, in any event, within 14 days of a request made by a member of the Nomination Board.

Preparation of the Proposal on the Composition of the Board of Directors

The Nomination Board shall prepare a proposal on the composition of the Board of Directors for the Company's Annual General Meeting and, if necessary, for an Extraordinary General Meeting. Notwithstanding the above, each shareholder of the Company may submit its own proposal directly to the Annual General Meeting in accordance with the Limited Liability Companies Act.

The proposal on the composition of the Board of Directors shall include the position of the Shareholders' Nomination Board on whether shareholders are to vote on the proposed composition of the Board of Directors as a whole or on each candidate separately.

In preparing the proposal, the Nomination Board shall also take into account the requirements of the applicable Corporate Governance Code, the Company's valid principles concerning the diversity of the Board of Directors, and the results of the annual evaluation of the Board of Directors conducted in accordance with the Corporate Governance Code, which shall be made available to the Nomination Board on a confidential basis. The Nomination Board may also, at the Company's expense, use external advisers approved by the Company to identify and assess suitable candidates.

Proposals to the General Meeting

The Nomination Board shall submit its proposals to the Company's Board of Directors no later than 31 January preceding the Annual General Meeting.

The proposals of the Nomination Board shall be published in a stock exchange release and included in the notice convening the General Meeting.

The Nomination Board shall also present and justify its proposals and provide a report on its activities to the Annual General Meeting. The justification shall address, where applicable, any deviations from the recommendations of the Corporate Governance Code or from the Company's principles concerning Board diversity.

If a matter falling within the remit of the Nomination Board is to be decided at an Extraordinary General Meeting, the Nomination Board shall seek to submit its proposals to the Company's Board of Directors sufficiently well in advance to allow their inclusion in the notice convening the General Meeting.

Confidentiality

The members of the Nomination Board and the shareholders they represent shall keep confidential any information concerning proposals to be presented to the Annual General Meeting until the Nomination Board has made its final proposals and the Company has publicly disclosed them.

The confidentiality obligation of the members of the Nomination Board and the shareholders they represent shall also cover any other confidential information obtained in the course of the Nomination Board's activities and shall remain in force with respect to each item of information until the Company has publicly disclosed such information.

The Chair of the Nomination Board may, if deemed necessary, propose to the Board of Directors that the Company enter into non-disclosure agreements with the representatives appointed by the shareholders.

Amendments to the Rules of Procedure

The Nomination Board shall review the content of these Rules of Procedure annually and propose any amendments, such as changes to the number of members or the appointment process, to the Annual General Meeting for approval. The Nomination Board is authorised to make technical updates and amendments to these Rules of Procedure when necessary.

Other Provisions

If a deadline referred to in these Rules of Procedure does not fall on a business day, it shall be interpreted as referring to the immediately preceding business day.
These Rules of Procedure have been prepared in both Finnish and English. In the event of any discrepancy, the Finnish version shall prevail.