

Unofficial translation from the original Finnish-language document.

Tokmanni Group Corporation's Annual General Meeting 2026

Time: 28 April 2026 at 10:00 a.m.

Place: Tokmanni Group Corporation's administrative and logistics centre, Isolammintie 1, Mäntsälä, Finland.

Present: The shareholders recorded on the list of votes confirmed at the meeting were present either in person, by voting in advance, or represented by a statutory representative or an authorised proxy (Appendix x).

In addition, the current members of the Board of Directors, with the exception of Ulla Serlenius, the proposed new members of the Board of Directors, the CEO, members of the Executive Team, the principal auditor, the principal sustainability assurance provider, as well as technical personnel, were present.

1. OPENING THE MEETING

Erkki Järvinen, Chair of the Board of Directors, opened the meeting.

2. CALLING THE MEETING TO ORDER

Attorney-at-law Mårten Knuts was elected as Chair of the meeting. The Chair appointed Virpi Ojanen to act as the Secretary of the meeting.

The Chair explained the procedures for handling the matters on the agenda and noted that the proposals of the Shareholders' Nomination Board to the Annual General Meeting had been published by means of a stock exchange release on 9 January 2026 and in their entirety on the company's website on the same date.

In addition, the Chair noted that the proposals of the Board of Directors to the Annual General Meeting had been included in the notice of the Annual General Meeting published by means of a stock exchange release on 1 April 2026 and had also been available in their entirety on the company's website.

The Chair stated that shareholders with a Finnish book-entry account had been able to exercise their voting rights by voting in advance. Nominee-registered shareholders had also been able to participate in advance voting through their custodians.

The summary list of advance votes was attached to the minutes (Appendix x). It was established that, based on the advance votes cast, each proposal submitted to the Annual General Meeting in accordance with the notice of the meeting had received the majority required by law.

The Chair further stated that, if no full vote count is carried out at the meeting on an item on the agenda, the minutes shall record, in connection with that item, the number of opposing and abstaining votes cast in the advance voting in accordance with the summary of advance votes.

The Chair also noted that any opposing votes cast in advance voting without a counterproposal in items where a proposal could not be opposed without a counterproposal have not been formally considered as votes opposing the proposal and have therefore not been recorded as such in the relevant sections of the minutes.

3. ELECTION OF THE PERSON TO SCRUTINISE THE MINUTES AND THE PERSON TO SUPERVISE THE COUNTING OF VOTES

It was decided to elect Petteri Kauppinen as the inspector of the minutes and the official to supervise the counting of votes.

4. RECORDING THE LEGALITY OF THE MEETING

The Chair stated that the notice of the meeting had been published by means of a stock exchange release on 1 April 2026 and on the company's website on the same date.

The Annual General Meeting had been convened in accordance with the Articles of Association and the Limited Liability Companies Act and was therefore legally convened and quorate.

The notice of the meeting was annexed to the minutes (Appendix x).

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

The list of votes corresponding to the situation at the beginning of the meeting was confirmed and attached to the minutes. According to the list, 299 shareholders were present either by voting in advance, in person, or represented by a statutory representative or an authorised proxy (Appendix x).

At the beginning of the meeting, a total of 24,249,069 shares and votes were represented, corresponding to approximately 41 per cent of the company's shares.

6. PRESENTATION OF THE FINANCIAL STATEMENTS, REPORT BY THE BOARD OF DIRECTORS, INCLUDING SUSTAINABILITY STATEMENT AND THE AUDITOR'S REPORT AS WELL AS THE ASSURANCE REPORT ON THE SUSTAINABILITY STATEMENT

It was noted that the documents relating to the company's financial statements for the financial year 2025, including the complete financial statements and the report of the Board of Directors, had been available on the company's website as of 2 April 2026. It was further noted that the financial statement documents had been published by means of a stock exchange release on 2 April 2026. The financial statement documents were annexed to the minutes (Appendix x).

Mika Rautiainen, the CEO, presented the CEO's review, which was annexed to the minutes (Appendix x). The principal auditor of PricewaterhouseCoopers Oy, APA Ylva Eriksson, presented the auditor's report, which was annexed to the minutes (Appendix x).

The sustainability assurance provider of BDO Oy, Authorised Sustainability Auditor APA Vesa Vuorinen, presented the sustainability assurance report, which was annexed to the minutes (Appendix x).

7. ADOPTION OF THE FINANCIAL STATEMENTS AND THE CONSOLIDATED FINANCIAL STATEMENTS

It was resolved to approve the financial statements for the financial year 1 January–31 December 2025.

It was recorded that, in this item, the number of opposing votes cast by shareholders who voted in advance was 0 and the number of abstentions was 18,880.

8. RESOLUTION ON THE USE OF THE PROFIT SHOWN ON THE BALANCE SHEET AND THE PAYMENT OF DIVIDENDS

It was resolved that, based on the adopted balance sheet for the financial year ended 31 December 2025, a dividend of a maximum of EUR 0.34 per share, totalling EUR 19,904,455.78, be distributed in two instalments.

The first instalment of EUR 0.17 per share shall be paid to shareholders who are registered in the company's shareholder register maintained by Euroclear Finland Ltd on the record date of the first dividend instalment, 30 April 2026. The payment date of the first dividend instalment is 13 May 2026.

It was further resolved to authorise the Board of Directors to decide later, at its discretion, on the distribution of a maximum dividend of EUR 0.17 per share in autumn 2026. The authorisation is valid until 31 December 2026. The company will announce any decision taken by the Board of Directors on the distribution of the dividend and confirm the record date and payment date of the dividend. The dividend based on the authorisation shall be paid to shareholders registered in the company's shareholder register maintained by Euroclear Finland Ltd on the dividend record date.

It was recorded that, in this item, the number of opposing votes cast by shareholders who voted in advance was 214,695 and the number of abstentions was 0.

9. RESOLUTION ON THE DISCHARGE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE CEO FROM LIABILITY FOR THE FINANCIAL YEAR 2025

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

It was recorded that, in this item, the number of opposing votes cast by shareholders who voted in advance was 0 and the number of abstentions was 19,866.

10. CONSIDERATION OF THE REMUNERATION REPORT FOR GOVERNING BODIES

It was noted that the Remuneration Report for the governing bodies had been published by means of a stock exchange release and on the company's website on 2 April 2026.

It was resolved, in accordance with the proposal of the Board of Directors, to approve the Remuneration Report for the governing bodies, which was annexed to the minutes (Appendix x). The resolution was advisory.

It was recorded that, in this item, the number of opposing votes cast by shareholders who voted in advance was 35,885 and the number of abstentions was 0.

11. RESOLUTION ON THE FEES OF THE MEMBERS OF THE BOARD OF DIRECTORS

It was resolved, in accordance with the proposal of the Shareholders' Nomination Board, that the following annual fees be paid to the members of the Board of Directors:

- the Chair of the Board: EUR 70,000,
- the Vice Chair of the Board: EUR 47,000, and
- each other Board member: EUR 33,000.

In addition, the Chair and the members of the Board of Directors shall be paid an attendance fee for each meeting of the Board of Directors as follows:

- EUR 1,000 for members whose place of residence is in Finland,
- EUR 2,000 for members whose place of residence is in another European country, and
- EUR 3,000 for members whose place of residence is outside Europe.

The Chair of the Finance and Audit Committee and the Chair of the Sustainability and Personnel Committee shall additionally be paid a monthly fee of EUR 1,000.

The Board members' annual fee will be paid in company shares and in cash. Around 40 per cent of the annual fee will be used to purchase company shares for the Board member, and the rest of the annual fee will be paid in cash. The company will be responsible for the expenses and transfer tax arising from the acquisition of shares. Board members may not transfer shares acquired for them until three years have passed from the date of acquisition or before their retirement from the Board, depending on which comes earlier.

The meeting fees of the Board members and the fees of the Chairs of the Finance and Audit Committee and the Sustainability and Personnel Committee shall be paid in cash.

It was recorded that, in this item, the number of opposing votes cast by shareholders who voted in advance was 3,507 and the number of abstentions was 0.

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

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 seven.

It was recorded that, in this item, the number of abstentions cast by shareholders who voted in advance was 0.

13. ELECTION OF THE MEMBERS OF THE BOARD OF DIRECTORS

It was resolved, in accordance with the proposal of the Shareholders' Nomination Board, to elect Mikko Bergman, Katarina Gabrielson, Erja Hyrsky, Erkki Järvinen, Jari Latvanen, Seppo Saastamoinen and Eja Tuominen as members of the Board of Directors.

It was further resolved, in accordance with the proposal of the Shareholders' Nomination Board, that Erkki Järvinen shall continue as Chair of the Board of Directors.

It was recorded that, in this item, the number of abstentions cast by shareholders who voted in advance was 13,164.

14. RESOLUTION ON THE AUDITOR'S REMUNERATION AND THE GROUNDS FOR REIMBURSEMENT OF EXPENSES

It was resolved, in accordance with the proposal of the Board of Directors, that the Auditor shall be paid a fee in accordance with a reasonable invoice approved by the company.

It was recorded that, in this item, the number of opposing votes cast by shareholders who voted in advance was 44,355 and the number of abstentions was 6,400.

15. ELECTION OF THE AUDITOR

It was resolved, in accordance with the proposal of the Board of Directors, to re-elect PricewaterhouseCoopers Oy as the company's Auditor. PricewaterhouseCoopers Oy had announced that APA Ylva Eriksson would act as the principal Auditor.

The term of office of the Auditor ends at the close of the Annual General Meeting following the election.

It was recorded that, in this item, the number of abstentions cast by shareholders who voted in advance was 6,400.

16. RESOLUTION ON THE SUSTAINABILITY AUDITOR'S REMUNERATION AND REIMBURSEMENT OF EXPENSES

It was resolved, in accordance with the proposal of the Board of Directors, that the Sustainability Auditor shall be paid a fee and compensation for expenses in accordance with a reasonable invoice approved by the company.

It was recorded that, in this item, the number of opposing votes cast by shareholders who voted in advance was 51 and the number of abstentions was 4,700.

17. ELECTION OF THE SUSTAINABILITY AUDITOR

It was resolved, in accordance with the proposal of the Board of Directors, to elect sustainability audit firm BDO Oy as the Sustainability Auditor. BDO Oy had announced that Authorised Sustainability Auditor APA Vesa Vuorinen would act as the principal Sustainability Auditor.

The term of office of the Sustainability Auditor ends at the close of the Annual General Meeting following the election.

It was recorded that, in this item, the number of abstentions cast by shareholders who voted in advance was 0.

18. AUTHORISING THE BOARD OF DIRECTORS TO DECIDE ON THE REPURCHASE AND/OR ACCEPTANCE AS PLEDGE OF THE COMPANY'S OWN SHARES

It was resolved, in accordance with the proposal of the Board of Directors, to authorise the Board of Directors to decide on the repurchase and/or acceptance as pledge of the company's own shares, under the conditions set out in the notice of the Annual General Meeting, so that no more than a total of 2,940,000 shares may be repurchased and/or accepted as pledge in one or more tranches.

The authorisation revokes the authorisation granted by the Annual General Meeting on 7 May 2025 regarding the repurchase and/or acceptance as pledge of the company's own shares. The authorisation is valid until the Annual General Meeting to be held in 2027, but no longer than until 30 June 2027.

It was recorded that, in this item, the number of opposing votes cast by shareholders who voted in advance was 214,298 and the number of abstentions was 4,700.

19. AUTHORISING THE BOARD OF DIRECTORS TO DECIDE ON A SHARE ISSUE AND THE ISSUE OF OPTIONS AND OTHER SPECIAL RIGHTS ENTITLING TO SHARES

It was resolved, in accordance with the proposal of the Board of Directors, to authorise the Board of Directors to decide on the issuance of a maximum of 2,940,000 new shares or shares held by the company in one or more tranches through a share issue and/or by issuing options or other special rights entitling to shares as referred to in Chapter 10, Section 1 of the Finnish Limited Liability Companies Act. The number of shares corresponds to approximately five per cent of the company's current total number of registered shares.

The authorisation may be used for the implementation of the company's incentive scheme, the execution of possible acquisitions or other arrangements or investments relating to the company's business, or for other purposes decided by the Board of Directors. However, no more than 300,000 shares may be used for the implementation of the incentive scheme.

A share issue may be without consideration only if the shares are issued for the implementation of the company's incentive scheme or to the company itself, subject to the provisions of the Limited Liability Companies Act regarding the maximum number of treasury shares.

The authorisation includes the right of the Board of Directors to decide on all terms and conditions of the share issue and the issue of the special rights referred to above and thus also the right to issue shares in deviation from the shareholders' pre-emptive rights under the conditions provided by law.

The authorisation revokes the authorisation granted by the Annual General Meeting on 7 May 2025 to issue shares and to issue options and other special rights entitling to shares. The authorisation is valid until the Annual General Meeting to be held in 2027, but no longer than until 30 June 2027.

It was recorded that, in this item, the number of opposing votes cast by shareholders who voted in advance was 1,243,722 and the number of abstentions was 0.

20. AMENDMENT OF THE CHARTER OF THE SHAREHOLDERS' NOMINATION BOARD

It was resolved, in accordance with the proposal of the Shareholders' Nomination Board, to amend the charter of the Shareholders' Nomination Board so that the largest shareholders of the company are determined based on the company's shareholder register as at the first business day of June on Nasdaq Helsinki, and that the term of office of the members of the Nomination Board ends when new members have been appointed.

In addition, certain other technical amendments to the charter were approved.

It was recorded that, in this item, the number of opposing votes cast by shareholders who voted in advance was 5,700 and the number of abstentions was 906.

21. CLOSING THE MEETING

The Chair stated that all matters on the agenda had been dealt with and that the minutes would be available at the company's head office and on the company's website no later than 12 May 2026.

The Chair closed the meeting.

In witness thereof:

Mårten Knuts

Virpi Ojanen

The minutes have been inspected and approved:

Petteri Kauppinen