

ANNUAL GENERAL MEETING OF TALENOM PLC. ON 3 MARCH 2021 AT 10:00 A.M.

TIME: 3 March 2021 at 10.00 a.m.

PLACE: Töölönlahdenkatu 2, 00100 Helsinki, Finland

PRESENT: The Board of Directors of Talenom Plc has resolved on the exceptional procedure for the meeting based on the temporary legislative act to limit the spread of the Covid-19 pandemic (677/2020) approved by the Finnish Parliament on 15 September 2020, which entered into force on 3 October 2020 (the "Temporary Act"). According to the resolution, the company's shareholders and their proxy representatives may participate in the meeting and exercise shareholder rights only through voting in advance as well as by making counterproposals and presenting questions in advance.

The shareholders set out in the list of votes adopted at the meeting were represented at the meeting ([Appendix 1](#)).

In addition, the chairman of the board of directors Harri Tahkola, chief executive officer Otto-Pekka Huhtala, group controller Matti Eilonen, company's auditor's KPMG Oy's representative APA Juho Rautio, Jyrki Tähtinen, attorney at law, Rickard Sandell, lawyer and other meeting officers and company's other management were present.

1 OPENING OF THE MEETING

Harri Tahkola, chairperson of the board of directors, opened the meeting.

2 CALLING THE MEETING TO ORDER

Jyrki Tähtinen, attorney at law, was elected as the chairperson of the meeting and he called Rickard Sandell, as the secretary of the meeting.

The chairperson of the meeting explained the procedures for discussing the matters on the meeting agenda.

In order to prevent the spread of the COVID-19 pandemic, the company's board of directors has resolved on exceptional meeting procedures based on the Temporary Act. The company's shareholders and their proxy representatives may participate in the meeting and exercise shareholder rights only through voting in advance as well as by making counterproposals and presenting questions in advance.

It was noted that by the deadline on 11 February 2021 at 4.00 p.m. no counterproposals by shareholders had been made. It has been possible to present questions to the company's management referred to in Chapter 5, Section 25 of the Finnish Companies Act until 17

February 2021. It was noted that no questions by shareholders had been delivered to the company by the deadline.

As participation in the annual general meeting has been possible only in advance, all agenda items have been subject to voting. It was noted that the proposals in all agenda items may have been opposed without making a counterproposal in accordance with the Temporary Act. A summary of the votes cast in the advance voting conducted by Innovatics Ltd was attached to the minutes ([Appendix 2](#)).

It was noted that a shareholder may have refrained from providing a proper voting instruction in each particular agenda item, in which case such shareholder has not been recorded to have been represented at the annual general meeting in that specific agenda item. Therefore, the number of shareholders and shares being represented in each agenda item is not necessarily the same.

It was noted that in addition to the Finnish Companies Act and the Temporary Act, as well as the government bill thereto, recommendations of the Advisory Board of Finnish Listed Companies were adhered to in terms of the meeting arrangements. It was noted that to the company's or Innovatics Ltd's knowledge no technical or other issues or uncertainties had arisen regarding the advance voting or meeting arrangements in general, and that the shareholders' right to participate and the validity of counting of the votes had been able to be clarified in a manner equivalent to the processes adhered to in a normal general meeting.

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

Matti Eilonen was elected as the scrutiniser of the minutes and as the supervisor of counting of the votes in accordance with the notice to the meeting.

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 stock exchange release on 8 February 2021 and that the annual general meeting documents have been available on the company's website as of 8 February 2021.

It was noted that no considerations had been presented to the company regarding the legality of the meeting in the procedure concerning the annual general meeting.

It was noted that the annual general meeting was duly convened in accordance with the articles of association, the Finnish Companies Act and the Temporary Act and that the meeting therefore 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

A list recording the shareholders who had voted in advance either in person or by an authorised proxy representative during the advance voting period, and who had the right to participate in the annual general meeting pursuant to the Finnish Companies Act, was presented. It was recorded that 50 shareholders, representing 26,724,232 shares and votes in total, had participated in the advance voting. The attendance status and list of votes was attached to the minutes ([Appendix 1](#)).

6 PRESENTATION OF THE FINANCIAL STATEMENTS OF THE PARENT COMPANY, THE CONSOLIDATED FINANCIAL STATEMENTS, THE REPORT OF THE BOARD OF DIRECTORS AND THE AUDITOR'S REPORT FOR THE PREVIOUS FINANCIAL YEAR

The company's chief executive officer gave an overview in which he addressed the company's operations in 2020.

It was noted that as participation in the annual general meeting has been possible only in advance, the company's annual report, which the company had published on 8 February 2021, including the financial statements of the parent company and the consolidated financial statements, the report of the board of directors and the auditor's report, and which is available on the company's website, is deemed to have been presented to the annual general meeting.

The financial statements were attached to the minutes ([Appendix 4](#)).

The auditor's report was attached to the minutes ([Appendix 5](#)).

7 RESOLUTION ON THE ADOPTION OF THE FINANCIAL STATEMENTS OF THE PARENT COMPANY, THE CONSOLIDATED FINANCIAL STATEMENTS AND THE REPORT OF THE BOARD OF DIRECTORS

It was recorded, that the board of directors had proposed that the annual general meeting adopt the financial statements.

The board of director's proposal was attached to the minutes ([Appendix 6](#)).

It was recorded that 26,723,822 shares and votes, representing 61.64 per cent of all shares and votes in the company, participated in the voting. For the adoption of the financial statements 26,723,822 votes were cast, representing 100.00 per cent of the total votes cast, and no votes were cast against the adoption of the financial statements.

Based on the voting results, the annual general meeting adopted the financial statements for the financial year ended 31 December 2020, in accordance with the proposal of the board of directors.

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

It was recorded that the board of directors had proposed to the annual general meeting that a dividend of EUR 0.15 per share be paid for the financial year 1 January–31 December 2020. Undistributed profits shall remain in equity. The dividend will be paid to shareholders who on the dividend record date, 5 March 2021, are registered as shareholders in the company's shareholders' register maintained by Euroclear Finland Ltd. The board of directors has proposed that the dividend will be paid on 12 March 2021. Dividend shall not be paid to treasury shares held by the company.

The board of director's proposal was attached to the minutes ([Appendix 6](#)).

It was recorded that 26,723,822 shares and votes, representing 61.64 per cent of all shares and votes in the company, participated in the voting. For the proposal of the board of directors 26,723,822 votes were cast, representing 100.00 per cent of the total votes cast, and no votes were cast against the proposal of the board of directors.

Based on the voting results, the annual general meeting resolved that a dividend of EUR 0.15 per share will be paid for the financial year 1 January–31 December 2020 in accordance with the proposal of the board of directors and undistributed profits shall remain in equity. The dividend record date is 5 March 2021 and the payment date is 12 March 2021.

9 RESOLUTION ON THE DISCHARGE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE CHIEF EXECUTIVE OFFICER FROM LIABILITY

It was noted, that the discharge from liability for the financial year 2020 concerns all persons who have acted as a member of the board of directors or as CEO during the financial year.

It was recorded that 26,723,822 shares and votes, representing 61.64 per cent of all shares and votes in the company, participated in the voting. For the discharge from liability 26,707,379 votes were cast, representing 99.94 per cent of the total votes cast, and against the proposal of the board of directors 16,343 votes were cast, representing 0.06 per cent of the total votes cast. In addition, the number of shares and votes abstained from voting was 100.

Based on the voting result, the annual general meeting resolved to discharge from liability the persons who have served as members of the board of directors and as CEO from liability for the financial period 1 January 2020 – 31 December 2020.

10 CONSIDERATION OF THE REMUNERATION REPORT FOR GOVERNING BODIES

It was noted that as participation in the annual general meeting has been possible only in advance, the company's remuneration report published as an attachment to the notice to the annual general meeting, which had been published by a stock exchange release, which has also been available on the company's website, is deemed to have been presented to the annual general meeting.

The remuneration report was attached to the minutes ([Appendix 7](#)).

It was recorded that 26,724,232 shares and votes, representing 61.65 per cent of all shares and votes in the company, participated in the voting. For the remuneration report 22,630,631 votes were cast, representing 84.68 per cent of the total votes cast, and against the remuneration report 4,093,601 votes were cast, representing 15.32 per cent of the total votes cast.

Based on the voting result, the annual general meeting resolved to support the presented remuneration report.

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

It was recorded that the board of directors had proposed to the annual general meeting that the chairperson of the board of directors be paid a monthly remuneration of EUR 6,000 and other members of the board of directors a monthly remuneration of EUR 2,000. In addition, the travel expenses of the members of the board of directors will be compensated in accordance with the company's travel policy.

The board of director's proposal was attached to the minutes ([Appendix 6](#)).

It was recorded that 26,723,822 shares and votes, representing 61.64 per cent of all shares and votes in the company, participated in the voting. For the proposal of the board of directors 26,723,722 votes were cast, representing more than 99.99 per cent of the total votes cast, and against the proposal of the board of directors 100 votes were cast, representing less than 0.01 per cent of the total votes cast. The number of shares that was not voted with was 410 shares.

Based on the voting result, the annual general meeting resolved that a monthly remuneration of EUR 6,000 will be paid to the chairperson of the board of directors. The monthly remuneration for other members of the board of directors is EUR 2,000. In addition, the travel expenses of the members of the board of directors will be compensated in accordance with the company's travel policy.

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

It was recorded that the board of directors had proposed to the annual general meeting that the number of members of the board of directors shall be six.

The board of director's proposal was attached to the minutes ([Appendix 6](#)).

It was recorded that 26,723,822 shares and votes, representing 61.64 per cent of all shares and votes in the company, participated in the voting. For the proposal of the board of directors 26,723,822 votes were cast, representing 100.00 per cent of the total votes cast, and no votes were cast against the proposal of the board of directors. The number of shares that was not voted with was 410 shares.

Based on the voting result, the annual general meeting resolved, in accordance with the proposal of the board of directors, that the number of members of the board of directors shall be six.

13 ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS

It was recorded that the board of directors had proposed to the annual general meeting that Harri Tahkola, Mikko Siuruainen, Olli Hyypä, Johannes Karjula and Sampsa Laine, all current members of the board of directors, be re-elected as the members of the board of directors and that Elina Tourunen be elected as new member of the board of directors. Shareholders representing approximately 34.4 per cent of shares and votes in the company have announced their intention to support the board of directors' proposal. The term of the members of the board of directors will run until the end of the next annual general meeting.

The board of director's proposal was attached to the minutes ([Appendix 6](#)).

It was recorded that 26,723,822 shares and votes, representing 61.64 per cent of all shares and votes in the company, participated in the voting. For the proposal of the board of directors 24,761,299 votes were cast, representing 92.66 per cent of the total votes cast, and against the proposal of the board of directors 16,443 votes were cast, representing 0.06 per cent of the total votes cast. The number of shares that was not voted with was 410 shares. In addition, the number of shares and votes abstained from voting was 1,946,080.

Based on the voting result, the annual general meeting resolved, in accordance with the proposal of the board of directors, to elect Harri Tahkola, Mikko Siuruainen, Olli Hyypä, Johannes Karjula, Sampsa Laine and Elina Tourunen as members of the board of directors for a term of office expiring at the end of the next annual general meeting.

14 RESOLUTION ON THE REMUNERATION OF THE AUDITOR

It was recorded that the board of directors had proposed to the annual general meeting that the remuneration of the auditor be paid against a reasonable invoice approved by the company.

The board of director's proposal was attached to the minutes ([Appendix 6](#)).

It was recorded that 26,723,822 shares and votes, representing 61.64 per cent of all shares and votes in the company, participated in the voting. For the proposal of the board of directors 26,723,822 votes were cast, representing 100.00 per cent of the total votes cast, and no votes were cast against the proposal of the board of directors. The number of shares that was not voted with was 410 shares.

Based on the voting result, the annual general meeting resolved, in accordance with the proposal of the board of directors, that the auditor would be remunerated as per reasonable invoice approved by the company.

15 ELECTION OF AUDITOR

It was recorded that the board of directors had proposed to the annual general meeting that KPMG Oy Ab, authorised public accountant organisation, is elected as the auditor for the next term, with Juho Rautio, authorised public accountant, as the auditor in charge. The term of the auditor will run until the end of the next annual general meeting.

The board of director's proposal was attached to the minutes ([Appendix 6](#)).

It was recorded that 26,723,822 shares and votes, representing 61.64 per cent of all shares and votes in the company, participated in the voting. For the proposal of the board of directors 26,707,379 votes were cast, representing 99.94 per cent of the total votes cast, and against the proposal of the board of directors 16,343 votes were cast, representing 0.06 per cent of the total votes cast. The number of shares that was not voted with was 410 shares. In addition, the number of shares and votes abstained from voting was 100.

Based on the voting result, the annual general meeting resolved, in accordance with the proposal of the board of directors, that KPMG Oy Ab be elected as auditor of the company. Juha Rautio, authorised public accountant, is the auditor in charge appointed by KPMG Oy Ab. The term of the auditor will run until the end of the next annual general meeting.

16 AUTHORISING THE BOARD OF DIRECTORS TO DECIDE ON THE REPURCHASE OF OWN SHARES

It was recorded that the board of directors had proposed to the annual general meeting that the board of directors be authorised to resolve on the repurchase of a maximum of 150,000 own shares in the company in one or several tranches using the company's unrestricted shareholders' equity.

The shares will be repurchased otherwise than in proportion to the shareholdings of the shareholders in public trading arranged by Nasdaq Helsinki Ltd for the market price at the moment of purchase.

It is proposed that the authorisation remain valid until the closing of the next annual general meeting, but no longer than until 30 June 2022. The authorisation replaces the previous authorisation to repurchase own shares granted by the annual general meeting on 25 February 2020.

The board of director's proposal was attached to the minutes ([Appendix 6](#)).

It was recorded that 26,723,822 shares and votes, representing 61.64 per cent of all shares and votes in the company, participated in the voting. For the proposal of the board of directors 26,707,379 votes were cast, representing 99.94 per cent of the total votes cast and 99.94 per cent of the shares represented at the annual general meeting, and against the proposal of the board of directors 16,443 votes were cast, representing 0.06 per cent of the total votes cast and

0.06 per cent of the shares represented at the annual general meeting. The number of shares that was not voted with was 410 shares.

Based on the voting result, the annual general meeting resolved, in accordance with the proposal of the board of directors, to authorise the board of directors to resolve on the repurchase of the company's own shares.

17 **AUTHORISING THE BOARD OF DIRECTORS TO RESOLVE ON SHARE ISSUES AND ISSUES OF OPTION RIGHTS AND OTHER SPECIAL RIGHTS ENTITLING TO SHARES**

It was recorded that the board of directors had proposed to the annual general meeting that the board of directors be authorised to resolve on the issuance of shares and the issuance of special rights entitling to shares as referred to in Chapter 10, Section 1 of the Finnish Companies Act in one or several tranches, either against payment or without payment.

The aggregate amount of shares to be issued, including the shares to be received based on special rights, must not exceed 2,100,000 shares.

The board of directors may resolve to issue new shares or to transfer own shares possibly held by the company. The proposed maximum amount of the authorisation corresponds to approximately 4.8 per cent of all shares in the company.

The board of directors is authorised to decide on all other matters related to the issuance of shares and special rights entitling to shares, including the right to deviate from the pre-emptive right of shareholders to subscribe for shares to be issued. The authorisation is proposed to be used for the purposes of paying purchase prices of corporate acquisitions, share issues directed to personnel or share award schemes or to issue share options or for other purposes decided by the board of directors.

The authorisation is valid until the closing of the next annual general meeting, but no longer than until 30 June 2022. The authorisation revokes all previous unused authorisations to resolve on the issuance of shares, option rights and other special rights entitling to shares.

The board of director's proposal was attached to the minutes ([Appendix 6](#)).

It was recorded that 26,724,232 shares and votes, representing 61.65 per cent of all shares and votes in the company, participated in the voting. For the proposal of the board of directors 26,723,722 votes were cast, representing more than 99,99 per cent of the total votes cast and more than 99,99 per cent of the shares represented at the annual general meeting, and against the proposal of the board of directors 510 votes were cast, representing less than 0.01 per cent of the total votes cast and less than 0.01 per cent of the shares represented at the annual general meeting.

Based on the voting result, the annual general meeting resolved, in accordance with the proposal of the board of directors, to authorise the board of directors to resolve on the issuance of shares and the granting of special rights entitling to shares.

18 CLOSING OF THE MEETING

The chairperson stated that all items on the agenda had been considered, that no other matters had been presented for consideration and that the minutes of the meeting would be available on the company's website as from 17 March 2021 at the latest.

The chairperson closed the meeting at 10:58 a.m.

Chairperson of the Annual General Meeting:

Name: [Signature]
Jyrki Tähtinen

In Fidem

Name: [Signature]
Rickard Sandell

The Minutes scrutinised and approved:

Name: [Signature]
Matti Eilonen

Appendices

Appendix 1	Attendance status and list of votes
Appendix 2	Summary of votes cast in the advance voting
Appendix 3	Notice to the Annual General Meeting
Appendix 4	Financial Statements
Appendix 5	Auditor's Report
Appendix 6	Proposals to the Annual General Meeting by the Board of Directors
Appendix 7	Remuneration Report for governing bodies