

(Unofficial translation of the Finnish language version. In case of discrepancy, the Finnish language version is prevailing)

NURMINEN LOGISTICS PLC'S ANNUAL GENERAL MEETING

Time: 28 April 2026 at 1:00 p.m. (EEST)

Place: Gatehouse, Komentosilta 1, FI-00980 Helsinki, Finland

Present: The Annual General Meeting was attended or represented by shareholders, proxy representatives and assistants listed in the list of votes attached hereto ([Appendix 2](#)).

In addition, members of the Board of Directors Irmeli Rytkönen (Chair), Erja Sankari, Per Sandberg and Olli Pohjanvirta, who also acts as the company's President and CEO, and Juha Hilmola, the principal auditor of the company as well as members of the company's management and personnel were present. Member of the Board of Directors Karri Koskela was unable to attend the General Meeting due to prior commitments.

1. Opening of the meeting

The Chair of the Board of Directors, Irmeli Rytkönen, opened the Annual General Meeting and welcomed the shareholders to the meeting.

2. Calling the meeting to order

Riikka Rannikko, Attorney-at-law, was elected the chair of the General Meeting and they called Niklas Nordström, the company's CFO, to act as the secretary for the meeting and to record the minutes.

The chair presented the practical arrangements and proceedings related to the meeting, as well as the course of procedure.

3. Election of persons to scrutinize the minutes and to supervise the counting of votes

Angela Hedberg was elected to scrutinize the minutes and to supervise the counting of the votes.

4. Recording the legality of the meeting

In accordance with § 9 of the Articles of Association, the notice of the General Meeting shall be delivered to shareholders no later than three (3) weeks prior to the date of the General Meeting but at least nine (9) days prior to the record date of the General Meeting by publishing them in a national newspaper chosen by the Board of Directors or on the company's website.

It was noted that the notice of the General Meeting had been published on 7 April 2026 as a stock exchange release and on the company's website. The notice of the General Meeting was attached to the minutes ([Appendix 1](#)).

The notice of the General Meeting, which includes all proposals made to the General Meeting, has been available for shareholders' viewing on the company's website as of 7 April 2026. The company's Financial Statements, Consolidated Financial Statements, the report of the Board of Directors and the Auditor's report as well as the Remuneration Report for governing bodies and the Corporate Governance Statement have all been published and they have been available on the said website as of 12 March 2026.

It was noted that the notice of the General Meeting had been delivered in accordance with the Finnish Companies Act and the Articles of Association and that the General Meeting was legal and constituted a quorum.

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5. Recording the attendance at the meeting and adoption of the list of votes

It was noted that a shareholder who, on the record date of the General Meeting on 16 April 2026, is registered in the shareholders' register of the company held by Euroclear Finland Oy has the right to participate in the General Meeting.

It was noted that shareholders who had duly registered for the General Meeting before the end of the registration period and who had the right to participate in the General Meeting pursuant to Chapter 5, Sections 6 and 6a of the Finnish Companies Act and who participated in the General Meeting at the meeting venue were deemed as shareholders participating in the meeting.

The list of votes present at the General Meeting, along with proxy representatives and assistants, indicating the number of shares and votes represented at the General Meeting was enclosed to the minutes as Appendix 2.

It was noted that there were 27 shareholders represented at the beginning of the General Meeting, corresponding to 51 102 388 shares and votes in total.

It was noted that Skandinaviska Enskilda Banken AB (publ) Helsinki branch has in advance provided the company with the voting instructions of nominee-registered shareholders. The summary of the voting instructions was attached to the minutes (Appendix 3).

The list of votes was adopted, and it was noted that the list of votes will be updated to reflect the attendance when a vote commences.

It was noted that of the members of the Board of Directors, present at the General Meeting were Chairman Irmeli Rytönen, Erja Sankari, Per Sandberg and Olli Pohjanvirta, who also acts as the company's President and CEO, and Juha Hilmola, the principal auditor of the company as well as members of the company's management and personnel were present. The General Meeting was notified that member of the Board of Directors Karri Koskela was unable to attend the General Meeting.

6. Presentation of the Financial Statements, including the Consolidated Financial Statements, the report of the Board of Directors and the Auditor's report for the year 2025

It was noted that the company's Financial Statements including the Consolidated Financial Statements, the report of the Board of Directors and the Auditor's report had been available on the company's website as of 12 March 2026.

The President and CEO Olli Pohjanvirta presented an overview of the company's operations in 2025 and the most significant events thereafter. The CFO Niklas Nordström presented the Financial Statements and the report of the Board of Directors.

The principal auditor of the company, Juha Hilmola, presented the Auditor's report on the Financial Statements.

It was noted that the company's Financial Statements, the Consolidated Financial Statements, the report of the Board of Directors and the Auditor's report were presented to the General Meeting in accordance with the law and the Articles of Association.

The Financial Statements documents were attached to the minutes (Appendix 4).

7. Adoption of the Financial Statements including the Consolidated Financial Statements

The General Meeting resolved to adopt the parent company's Financial Statements and the Consolidated Financial Statements for the financial period from 1 January to 31 December 2025.

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8. Resolution on the use of the profit shown on the balance sheet and distribution of funds

It was noted that on 31 December 2025, the parent company's distributable funds amounted to EUR 33,423,109.34 of which EUR 2,493,769.32 was profit for the financial year.

It was noted that the Board of Directors had proposed to the General Meeting that, an equity repayment of no more than EUR 0.03 per share be distributed from the reserve for invested unrestricted equity for the financial year ending on 31 December 2025. It was further noted that the Board of Directors had proposed that the General Meeting authorize the Board of Directors to decide on the timing and final amount of the equity repayment, and that any remaining distributable funds be left in the Company's unrestricted equity. It was noted that the authorization would be valid until the end of 2026. The company will separately announce any decision on paying the equity repayment and, at the same time, confirm the record and payment dates. The equity repayment pursuant to the authorization would be paid to shareholders who, on the record date of the equity repayment, are recorded as shareholders in the company's shareholders register maintained by Euroclear Finland Oy.

The General Meeting resolved to accept the Board of Directors' proposal.

9. Resolution on the discharge of the members of the Board of Directors and the CEO from liability for the financial period of 2025

It was noted that the discharging of liability for the financial period from 1 January to 31 December 2025 concerned the following persons:

Irmeli Rytkönen, Chair of the Board of Directors
Karri Koskela, member of the Board of Directors
Juha Nurminen, member of the Board of Directors (until April 16 2025)
Per Sandberg, member of the Board of Directors (from 16 April 2025)
Olli Pohjanvirta, member of the Board of Directors
Erja Sankari, member of the Board of Directors

and

Olli Pohjanvirta, President and CEO.

The General Meeting resolved to discharge the Chairman of the Board of Directors, members of the Board of Directors and the President and CEO from liability for the financial period ended on 31 December 2025.

10. Presentation of the Remuneration Report for governing bodies

It was noted that the Board of Directors had proposed that the General Meeting adopts the Remuneration Report for the governing bodies. It was recorded that the Remuneration Report for governing bodies of the company for the financial year 2025 has been available on the company's website as of 12 March 2026.

The General Meeting resolved to adopt the presented Remuneration Report. It was noted that the resolution was advisory.

The Remuneration Report for governing bodies was attached to the minutes ([Appendix 5](#)).

11. Resolution on the remuneration of the members of the Board of Directors

It was noted that shareholders of Nurminen Logistics Plc, who represent in total more than 40% of the voting rights of the company's shares, had proposed to the General Meeting that the remuneration of the members of the Board of Directors elected at the Annual General Meeting for the term ending at the close of the Annual General Meeting in 2027 will be paid the following annual remuneration: EUR 60,000 for the Chair and EUR 40,000 for each other member of the Board of Directors. In addition, a meeting fee of EUR 1,500 per meeting for the Board and Board Committee meetings shall be paid for the Chair

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of the Board and EUR 1,000 per meeting for the Board and Board Committee meetings shall be paid for the other members of the Board. If a board member residing abroad attends a meeting, they shall be paid a meeting fee of 1,500 euros per meeting when the meeting is held in person in Finland. Further, the same shareholders propose that 50% of the annual remuneration will be paid in Nurminen Logistics Plc's shares and the rest in cash. A member of the Board of Directors may not dispose the shares received as annual remuneration before a period of three (3) years has elapsed from receiving shares.

The General Meeting resolved to accept the proposal by the shareholders.

12. Resolution on the number of members of the Board of Directors

It was noted that shareholders of Nurminen Logistics Plc, who represent in total over 40% of the voting rights of the company's shares, had proposed to the General Meeting that the Board of Directors shall consist of six (6) members.

The General Meeting resolved to accept the proposal by the shareholders and resolved that the number of Board members is six (6).

13. Election of members of the Board of Directors

It was noted that shareholders of Nurminen Logistics Plc, who represent in total over 40% of the voting rights of the company's shares, had proposed to the General Meeting that Irmeli Rytönen, Olli Pohjanvirta, Erja Sankari, Karri Koskela and Per Sandberg of the current members are re-elected and that Tarja Oinonen-Rouvali is elected as a new member of the Board of Directors for the term ending at the close of the Annual General Meeting in 2027.

The General Meeting resolved to accept the proposal by the shareholders and re-elected Irmeli Rytönen, Olli Pohjanvirta, Erja Sankari, Karri Koskela and Per Sandberg as Board members and elected Tarja Oinonen-Rouvali as a new member of the Board of Directors.

14. Resolution on the remuneration of the Auditor

It was noted that the Board of Directors had proposed to the General Meeting that the remuneration of the auditor to be elected shall be paid as per an invoice approved by the company.

The General Meeting resolved to accept the Board of Directors' proposal.

15. Election of the Auditor

It was noted that the Board of Directors had proposed that Ernst & Young Oy be elected as the auditor for the company for the term ending at the close of the Annual General Meeting 2027. Ernst & Young Oy has notified that Juha Hilmola, Authorised Public Accountant, would act as the principal auditor.

The General Meeting resolved to accept the Board of Directors' proposal and elected Ernst & Young Oy as the auditor for the company for the term ending at the close of the Annual General Meeting 2027.

16. Authorising the Board of Directors to decide on the repurchase of the company's own shares

It was noted that the Board of Directors had proposed to the General Meeting that the General Meeting would authorise the Board of Directors to decide on the repurchase of the company's own shares.

Based on the aforesaid authorisation, the Board of Directors would be entitled to decide to repurchase up to 800,000 of the company's own shares in one or more instalments using funds belonging to the company's unrestricted equity, taking into account, however, that pursuant to the Finnish Companies Act, no resolution on the repurchase, redemption or acceptance as pledge of own shares may be made such that the aggregate number of own shares held by or pledged to the company and its subsidiaries would exceed one tenth (1/10) of all shares.

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Based on the aforesaid authorisation, shares may be repurchased on any marketplace or outside a marketplace at the prevailing market conditions and market price at the time of repurchase, or otherwise at the price prevailing in the market at the time of repurchase. Shares may be repurchased for the purpose of developing the company's capital structure, for financing or implementing acquisitions and other arrangements, for implementing the company's potential incentive and remuneration schemes, or to be otherwise further transferred, retained by the company, or cancelled.

It is proposed that the authorisation includes the right to resolve on a directed repurchase or acceptance as pledge, if there is a weighty financial reason for the company to do so in accordance with Chapter 15, Section 6 of the Finnish Companies Act. The Board of Directors shall resolve on all other terms and conditions relating to the repurchase and/or acceptance as pledge of own shares.

It is proposed that the authorization be valid until the closing of the Annual General Meeting 2027, however, no longer than for 18 months from the resolution of the General Meeting.

The General Meeting resolved to authorise the Board of Directors to decide on the repurchase of the company's own shares in accordance with the Board of Director's proposal.

17. Authorising the Board of Directors to decide on the issuance of shares as well as the issuance of options 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 would authorise the Board of Directors to decide on an issuance of shares and/or special rights entitling to shares as referred to in Chapter 10, Section 1 of the Finnish Companies Act.

Based on the aforesaid authorisation, the Board of Directors would be entitled to issue or transfer, either by one or several resolutions, shares and/or special rights up to a maximum equivalent of 15,000,000 new shares so that aforesaid shares and/or special rights could be used, e.g., for financing of company and business acquisitions or for financing of other business arrangements and investments, for the expansion of the ownership structure, paying of remuneration of the Board members and/or for creating incentives for, or encouraging commitment in, personnel.

The authorisation would entitle the Board of Directors to decide on the share issuance with or without consideration. The authorisation for deciding on a share issuance without payment would also include the right to decide on the share issuance for the company itself, so that the authorisation may be used in such a way that in total no more than one tenth (1/10) of all shares in the company may from time to time be in the possession of the company and its subsidiaries.

It is proposed that the authorisation includes the Board of Director's right to decide on all other terms and conditions of the share issuances and the issuances of special rights. The authorisation would entitle the Board of Directors to decide on share issuances, issuances of option rights and other special rights entitling to shares in every way to the same extent as could be decided by the General Meeting, including the Board of Director's right to decide on directed share issuances and/or issuance of special rights.

It is proposed that the authorisation be valid until the closing of the Annual General Meeting 2027, however, no longer than until 30 June 2027. The authorisation revokes the previous share issue authorisations in force.

The General Meeting resolved to authorise the Board of Directors to decide on the issuance of shares in accordance with the Board of Directors' proposal.

18. Closing of the meeting

It was recorded that all decisions of the General Meeting had been supported by all present shareholders.

The chair recorded that all of the matters on the agenda had been addressed and the minutes would be available on the company's website at the latest by 12 May 2026.

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The chair thanked the shareholders and the management of the company and closed the meeting at 2:00 p.m. (EEST).

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Chair of the General Meeting:

RIIKKA RANNIKKO

Riikka Rannikko

In witness whereof:

NIKLAS NORDSTRÖM

Niklas Nordström

Minutes reviewed and confirmed by:

ANGELA HEDBERG

Angela Hedberg

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APPENDICES

- Appendix 1 Notice to the General Meeting (includes all the proposals made to the General Meeting)
- Appendix 2 List of votes
- Appendix 3 Summary of the voting instructions
- Appendix 4 Financial Statements documents
- Appendix 5 The Remuneration Report for governing bodies