

TALENOM PLC'S EXTRAORDINARY GENERAL MEETING

Time: 27 January 2026 at 10:00 a.m.

Place: Remote meeting without a physical meeting venue through a real-time remote connection as a remote meeting in accordance with Section 7 of the Articles of Association of the Company and Chapter 5, Section 16, Subsection 3 of the Companies Act.

1 Opening of the meeting

Harri Tahkola, Chair of the Board of Directors, opened the meeting and welcomed the shareholders to the General Meeting, as well as presented the background to the proposed partial demerger of the Company as well as the main items of the meeting.

2 Calling the meeting to order

Attorney-at-law Antti Kuha was elected as the Chair of the meeting. The Chair called Linnea Lehtonen to act as the Secretary of the meeting.

The Chair explained the procedures for addressing the matters on the agenda of the meeting.

It was noted that shareholders had had the opportunity to exercise their voting rights by voting in advance. All representatives of nominee-registered shareholders had also voted in advance on behalf of shareholders they are representing. Proposals subject to advance voting were considered to have been presented unchanged at the General Meeting. A summary of votes cast in the advance voting was enclosed to the minutes ([Appendix 1](#)).

With regard to advance votes, it was noted that if a full counting of votes is not carried out in an agenda item, the number of votes against and, in the case of qualified majority decision, also the number of abstaining votes shall be recorded in the minutes. To the extent that votes against have been cast in advance voting without a counterproposal under such agenda items where it has not been possible to oppose the proposal without presenting a counterproposal, such votes have not been formally considered as votes against the proposal and are not recorded in the relevant items of the minutes. Votes cast in advance voting are included in the voting results if a full counting of votes is carried out on the item.

It was recorded that the proceedings of the meeting were recorded for Talenom Plc's own use.

It was recorded that the meeting was conducted in Finnish.

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

The Company's Chief Financial Officer Matti Eilonen was elected to scrutinize the minutes and to supervise the counting of votes.

4 Recording the legality of the meeting

It was noted that the notice to the Extraordinary General Meeting, including all the proposals, had been published on the Company's website and as a stock exchange release on 3 December 2025. The notice to the General Meeting had also been sent in writing to shareholders whose address was known by the Company on 12 December 2025.

It was further noted that the documents required by the Finnish Companies Act in respect of resolving on the demerger had been available on the Company's website for the period required under the Finnish Companies Act prior to the Extraordinary General Meeting and they were also available on the remote meeting platform.

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

The notice to the Extraordinary General Meeting was enclosed to the minutes ([Appendix 2](#)).

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

It was noted that the registration period included in the notice to the Extraordinary General Meeting had expired for shareholders registered in the shareholders' register on 20 January 2026 at 10:00 a.m. (Finnish time) and for nominee-registered shareholders on 22 January 2026 at 10:00 a.m. (Finnish time).

It was noted that shareholders who had duly registered for the Extraordinary General Meeting before the end of the registration period and who had the right to participate in the Extraordinary General Meeting pursuant to Chapter 5, Sections 6 and 6 a of the Finnish Companies Act and who had either voted in advance during the advance voting period or participated in the General Meeting via remote connection were deemed as shareholders participating in the meeting.

A list recording the attendance at the opening of the meeting and a list of votes were presented, according to which 145 shareholders were represented in the Extraordinary General Meeting either having voted in advance or present in person via remote meeting or by legal representative or by proxy. It was recorded that, in total, 20,450,396 shares and votes were represented at the opening of the meeting, which corresponds to approximately 44.8 percent of all shares in the Company.

A list recording the attendance at the beginning of the meeting and a list of votes was enclosed to the minutes ([Appendix 3](#)). It was noted that the list of votes would be updated to correspond to the attendance at the beginning of a possible vote.

6 Approval of the demerger plan and resolving on the partial demerger

It was noted that Harri Tahkola, the Chair of the Board of Directors of the Company, had presented the background to the proposed partial demerger of the Company in his opening speech.

It was noted that the Board of Directors of Talenom Plc ("Talenom") had proposed to the Extraordinary General Meeting that the General Meeting resolves on the partial demerger of the Company in accordance with the demerger plan approved by the Board of Directors and signed on 24 October 2025 and approves the demerger plan so that, as part of the demerger resolution, the Extraordinary General Meeting resolves as a whole on the matters presented below conditional upon the completion of the demerger.

It was noted that the demerger plan with its appendices had been available on Talenom's website as of 24 October 2025 and was also available on the meeting platform. The demerger plan was enclosed to the minutes

(Appendix 4). The Company's demerger and listing prospectus had been published on 15 December 2025 and had been available on Talenom's website as of the same date and was also available on the meeting platform.

Pursuant to the demerger plan, Talenom will demerge by way of a partial demerger so that all assets, debts, and liabilities of the Company relating to Talenom's software business area or mainly serving the software business area be transferred without a liquidation procedure to a new independent company to be named Easor Plc ("Easor") and to be incorporated in the demerger.

It was noted that despite the resolution of the General Meeting, the Board of Directors of Talenom may, at any time prior to the completion of the demerger, resolve not to complete the demerger if the Board of Directors of the Company considers that completion would no longer be in the best interest of the Company and its shareholders due to a change in circumstances that has occurred or arisen after the demerger plan was signed.

In accordance with the demerger plan, the shareholders of the Company shall receive as demerger consideration one (1) new share in Easor for each share owned in the Company (the "Demerger Consideration"), that is, the Demerger Consideration will be issued to the shareholders of the Company in proportion to their existing shareholding with a ratio of 1:1. The Demerger Consideration will be issued on the Effective Date, or as soon as possible thereafter. The Demerger Consideration will be issued through the book-entry securities system maintained by Euroclear Finland Oy and will be distributed automatically, meaning that no action is required from the shareholders of the Company in relation thereto. The allocation of the Demerger Consideration is based on the shareholding in the Company on the Effective Date.

Easor will apply for the listing of all its shares on the official list of Nasdaq Helsinki Ltd. The trading in Easor's shares on the official list of Nasdaq Helsinki is expected to commence on 2 March 2026 or as soon as reasonably possible thereafter.

As part of the resolution on the demerger, the Extraordinary General Meeting decided on the following matters, conditionally upon the completion of the demerger:

a) *The incorporation of Easor and approval of its Articles of Association*

Easor will be incorporated in connection with the registration of the completion of the demerger on the Effective Date. It had been proposed that the company name be Easor Plc (in Finnish Easor Oyj), and Easor's proposed Articles of Association are included in full as an appendix to the demerger plan.

b) *The number of the members of the Board of Directors and election of the members of the Board of Directors of Easor*

According to the proposed Articles of Association of Easor, Easor shall have a Board of Directors consisting of at least three (3) and at most eight (8) regular members. According to the proposed Articles of Association of Easor, the term of the Board of Directors ends at the closing of the next Annual General Meeting after the election.

The Board of Directors of Talenom had proposed that the number of members of the Board of Directors shall be four (4).

The Board of Directors of Talenom had proposed that Harri Tahkola be elected as Chair of the Board of Directors, and that Johannes Karjula, Saara Kauppila and Taina Sipilä be elected as members of the Board of Directors of Easor. The term of the members of the Board of Directors shall commence

on the Effective Date and expire at the end of the first Annual General Meeting of Easor following the Effective Date.

Subject to the completion of the demerger, the terms of office of Harri Tahkola, Johannes Karjula and Saara Kauppila as members of the Board of Directors of the Company will end on the Effective Date.

All candidates had given their consent to the election and are expected to be independent of Easor and its significant shareholders once Easor has been incorporated, with the exception of Harri Tahkola, who is neither independent of Easor nor significant shareholders.

Otto-Pekka Huhtala, the current Chief Executive Officer of Talenom, has been proposed to be appointed as CEO of Easor, should the demerger be completed.

c) *Amendment of the Articles of Association of the Company*

The Board of Directors of Talenom had proposed that the Articles of Association of Talenom shall not be amended upon the registration of the completion of the demerger.

d) *Authorisation to issue shares and special rights entitling to shares in Easor*

As set out in detail in Section 19.1 of the demerger plan, the Board of Directors of Easor had been proposed to be authorised to decide, following the completion of the demerger, on the issuance of shares, as well as the issuance of option rights and other special rights entitling to shares, so that altogether 2,200,000 shares in Easor may be issued and/or conveyed under the authorisation.

The authorisation had been proposed to be used for the financing or execution of potential acquisitions or other arrangements or investments relating to Easor's business, for the implementation of Easor's share-based incentive plan or for other purposes resolved by the Board of Directors of Easor.

The authorisation had been proposed to entitle the Board of Directors of Easor to decide on all terms and conditions. The authorisation thus includes the right to issue shares also in a proportion other than that of the shareholders' current shareholdings in Easor under the conditions provided in law, the right to issue shares against payment or without charge, as well as the right to decide on a share issue without payment to Easor itself.

The authorisation had been proposed to be valid until the conclusion of the first Annual General Meeting held by Easor following the completion of the demerger.

e) *Authorisation to decide on acquisition of Easor's own shares and on acceptance as pledge of Easor's own shares*

As set out in detail in Section 19.2 of the demerger plan, the Board of Directors of Easor had been proposed to be authorised to decide, following the completion of the demerger, on the acquisition of Easor's own shares and on the acceptance as pledge of Easor's own shares. The authorisation covers in total a maximum of 150,000 of Easor's own shares. Easor's own shares will be repurchased otherwise than in proportion to the existing shareholdings of Easor's shareholders at the market price quoted at the time of the repurchase through trading organised by Nasdaq Helsinki Ltd on a regulated market.

The purpose of the acquisitions of Easor's own shares and/or acceptances as pledge of Easor's own shares is to develop Easor's capital structure and/or to use the shares as consideration in Easor's potential corporate acquisitions, in other business arrangements, as part of Easor's share-based incentive plan, or to finance investments. The repurchased shares may either be held by Easor or be cancelled or conveyed. The Board of Directors of Easor decides on all other terms and conditions related to the share repurchases and/or acceptances as pledge.

The authorisation had been proposed to be valid until the conclusion of the first Annual General Meeting held by Easor following the completion of the demerger.

It was noted that resolutions conditional upon the completion of the demerger will enter into force in connection with the registration of the completion of the demerger.

The Extraordinary General Meeting resolved to approve the demerger plan in accordance with the proposal of the Board of Directors and resolved on the partial demerger of Talenom in accordance with the demerger plan as well as approved the other resolution proposals in subsections a-e as part of the demerger resolution in accordance with the proposal of the Board of Directors.

It was recorded that there were 54,212 opposing votes and 1 abstaining vote from shareholders who had voted in advance on this agenda item.

7 Resolution on the remuneration of the members of the Board of Directors of Easor

It was noted that the Board of Directors of Talenom had proposed that the remuneration of the members of the Board of Directors of Easor be as follows:

- Chair EUR 3,500 per month; and
- members EUR 1,850 per month.

It had been proposed that all fees be paid in cash. Additionally, the travel expenses of the members of the Board of Directors would be compensated in accordance with the travel policy to be drafted for Easor.

It was noted that the resolution on the remuneration of the members of the Board of Directors of Easor is conditional upon the completion of the demerger, i.e., the resolution will enter into force in connection with the registration of the completion of the demerger on the Effective Date.

The Extraordinary General Meeting resolved to approve the remuneration of the members of the Board of Directors of Easor in accordance with the proposal.

8 Election of the auditor of Easor

It was noted that, according to the proposed Articles of Association of Easor, an auditing firm approved by the Central Chamber of Commerce must be selected for Easor.

It was noted that the Board of Directors of the Company had proposed that KPMG Oy Ab, Authorised Public Accountants, be elected as Easor's auditor. KPMG Oy Ab had informed the Company that Juho Rautio, Authorised Public Accountant (in Finnish: *KHT-tilintarkastaja*), would act as Easor's auditor with principal responsibility.

It was recorded that the resolution on the election of the auditor of Easor is conditional upon the completion of the demerger, i.e., the resolution will enter into force in connection with the registration of the completion of the demerger on the Effective Date.

The Extraordinary General Meeting resolved, in accordance with the proposal of the Board of Directors, that KPMG Oy Ab, Authorised Public Accountants, is elected as Easor's auditor. KPMG Oy Ab had announced that it will appoint Juho Rautio, Authorised Public Accountant, as Easor's auditor with principal responsibility.

9 Resolution on the remuneration of Easor's auditor

It was noted that the Board of Directors of Talenom had proposed that the remuneration of Easor's auditor be paid in accordance with an invoice approved by Easor.

It was recorded that the resolution on the remuneration of Easor's auditor is conditional upon the completion of the demerger, i.e., the resolution will enter into force in connection with the registration of the completion of the demerger on the Effective Date.

The Extraordinary General Meeting resolved that the remuneration of Easor's auditor will be paid in accordance with an invoice approved by Easor.

10 Adoption of the remuneration policy for governing bodies of Easor

It was noted that the Board of Directors of the Company had proposed that the remuneration policy for the governing bodies of Easor be adopted. It was noted that Easor's remuneration policy for governing bodies had been available on Talenom's website as of 3 December 2025.

The remuneration policy for the governing bodies of Easor was enclosed to the minutes ([Appendix 5](#)).

It was recorded that the resolution on the remuneration policy for the governing bodies of Easor is conditional upon the completion of the demerger, i.e., the resolution will enter into force in connection with the registration of the completion of the demerger on the Effective Date.

The Extraordinary General Meeting resolved to adopt the remuneration policy for the governing bodies of Easor. The resolution of the General Meeting is advisory.

It was recorded that there were 3,486,828 opposing votes from shareholders who had voted in advance on this agenda item.

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

It was noted that the Board of Directors of Talenom had proposed that the remuneration of the members of the Board of Directors of the Company, to be elected conditionally upon the completion of the demerger, be as follows:

- Chair EUR 4,500 per month; and
- members EUR 2,200 per month.

It had been proposed that all fees be paid in cash. Additionally, the travel expenses of the members of the Board of Directors would be compensated in accordance with the Company's travel policy.

It was noted that the resolution on the remuneration of the members of the Board of Directors of the Company is conditional upon the completion of the demerger, i.e., the resolution will enter into force in connection with the registration of the completion of the demerger on the Effective Date.

The Extraordinary General Meeting resolved to approve the remuneration of the members of the Board of Directors of Talenom in accordance with the proposal.

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

It was noted that, according to the current Articles of Association of Talenom, the Board of Directors shall consist of no less than four (4) and no more than eight (8) members. It was noted that the Annual General Meeting 2025 of the Company resolved that the number of members of the Board of Directors shall be six (6).

It was noted that the Board of Directors of Talenom had proposed that the number of members of the Board of Directors of the Company, as of the Effective Date, shall be five (5).

It was recorded that the resolution on the number of members of the Board of Directors of Talenom is conditional upon the completion of the demerger, i.e., the resolution will enter into force in connection with the registration of the completion of the demerger on the Effective Date.

The Extraordinary General Meeting resolved that the number of the members of the Board of Directors of Talenom is five (5) in accordance with the proposal.

13 Election of members of the Board of Directors of the Company

It was noted that the Board of Directors of Talenom had proposed that Mikko Siuruainen, Elina Tourunen and Erik Tahkola continue to serve as members of the Board of Directors of the Company, and that Lauri Lipsanen and Henriikka Pakarinen be elected as new members of the Board of Directors of the Company for a term commencing on the Effective Date and expiring at the end of the next Annual General Meeting of the Company.

It was also noted that the Board of Directors of Talenom had further proposed that, as of the Effective Date, Mikko Siuruainen be elected Chair of the Board of Directors of the Company.

It was noted that the resolution on the election of the members of the Board of Directors of Talenom is conditional upon the completion of the demerger, i.e., the resolution will enter into force in connection with the registration of the completion of the demerger on the Effective Date.

All candidates had given their consent to the election and are independent of the Company and its significant shareholders, with the exception of Erik Tahkola, who is not independent of significant shareholders and Henriikka Pakarinen, who is neither independent of the Company nor significant shareholders.

The Chair presented Lauri Lipsanen and Henriikka Pakarinen to the General Meeting.

The Extraordinary General Meeting resolved to elect the members of the Board of Directors and the Chair of the Board of Directors of Talenom in accordance with the proposal for a term commencing on the Effective Date and expiring at the end of the next Annual General Meeting of the Company.

14 Closing of the Meeting

It was recorded that the decisions made at the Extraordinary General Meeting had been supported by all shareholders present, unless otherwise indicated in the minutes.

The Chair of the meeting noted that all of the items on the agenda had been addressed and that the minutes would be available on the Talenom's website as of 10 February 2026 at the latest.

The Chair of the meeting thanked the shareholders and the Company's management and announced the General Meeting closed at 10:41 a.m.

[Signatures on the following page]

TALENOM PLC

Business ID: 2551454-2

Minutes 1/2026

Extraordinary General Meeting

27 January 2026

Unofficial translation of the original Finnish minutes

Chair of the meeting:

ANTTI KUHA

Antti Kuha

In fide:

LINNEA LEHTONEN

Linnea Lehtonen, secretary

Minutes reviewed and confirmed by:

MATTI EILONEN

Matti Eilonen

TALENOM PLC

Business ID: 2551454-2

Minutes 1/2026

Extraordinary General Meeting

27 January 2026

Unofficial translation of the original Finnish minutes

APPENDICES

Appendix 1	Summary of the advance votes
Appendix 2	Notice to the Extraordinary General Meeting
Appendix 3	Attendance and list of votes
Appendix 4	Demerger plan with its appendices
Appendix 5	Remuneration Policy for the governing bodies of Easor