

Decisions of the Annual General Meeting and decisions of the constitutive meeting of the Board of Directors of Nurminen Logistics Plc

Nurminen Logistics Plc

Stock Exchange Release

April 16, 2025, at 5.40. p.m.

Nurminen Logistics Plc's Annual General Meeting held today adopted the Financial Statements, including the Consolidated Financial Statements for the financial year 2024, approved the remuneration report for the company's governing bodies, and discharged the members of the board of directors and the CEO from liability. In addition, the Annual General Meeting resolved the following:

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

The General Meeting approved the Board's proposal to authorize the Board of Directors to determine distribution of equity repayments from the company's reserve for invested unrestricted equity of no more than EUR 0.06 per share, corresponding to a maximum of EUR 4,833,175.20.

Composition and remuneration of the Board of Directors

In accordance with the amended proposals presented at the Annual General Meeting, the General Meeting resolved the following:

- The Board of Directors is composed of five members.
- The following members were re-elected to the Board of Directors: Irmeli Rytönen, Olli Pohjanvirta, Erja Sankari and Karri Koskela. In addition, Per Sandberg was elected as a new member of the Board of Directors.
- For the members of the Board of Directors elected at the General Meeting for the term expiring at the close of the Annual General Meeting in 2026, annual remuneration is paid as follows: EUR 60,000 for the Chair and EUR 40,000 for each other member of the Board of Directors. In addition, the Chair of the Board is paid a meeting fee of EUR 1,500 per meeting for the Board and Board Committee meetings and other Board members are paid a meeting fee of EUR 1,000 per meeting for meetings of the Board and Committee meetings. If a board member residing abroad participates in the meeting, a meeting fee of EUR 1,500 per meeting will be paid to them when the meeting is held physically in Finland. 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 the shares.

Election of the auditor and resolution on their remuneration

Ernst & Young Oy was elected the auditor of the company for the term ending at the close of the Annual General Meeting 2025. Juha Hilmola, Authorised Public Accountant, acts as the principal auditor. It was further noted that in accordance with the transitional provisions of the Act Amending the Limited Liability Companies Act (1252/2023) the company's auditor, Authorised Sustainability Auditor Juha Hilmola will verify the company's sustainability report for the financial year 2025.

The auditor's fee will be paid in accordance with the auditor's invoice accepted by the company.

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

Annual General Meeting authorised the Board to decide on 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 authorisation, the Board of Directors is 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 the aforesaid shares and/or special rights could be used 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 members of the Board of Directors and/or for the creating incentives for, or encouraging commitment in, personnel.

The authorisation entitles the Board of Directors to decide on the share issuance with or without payment. The authorisation for deciding on a share issuance without payment includes also 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.

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 entitles 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.

The authorisation is valid until the close of the Annual General Meeting in 2026, however, no longer than until 30 June 2026. The authorization revokes previous authorizations still in force.

The minutes of the Annual General Meeting

The minutes of the Annual General Meeting will be available on the company's website on 30 April 2025, at the latest.

Decisions of the constitutive meeting of the Board of Directors

In its constitutive meeting convened after the Annual General Meeting, the Board of Directors of Nurminen Logistics Plc elected Irmeli Rytönen the Chairperson of the Board of Directors.

The Board of Directors appointed from among its members the following members to the Board's Audit Committee: Karri Koskela, Irmeli Rytönen, and Erja Sankari. Karri Koskela was elected the Chairman of the Board's Audit Committee.

Nurminen Logistics Plc

Board of Directors

For more information, please contact: Olli Pohjanvirta, CEO and Member of the Board of Directors, Tel. +358 40 900 6977

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Nurminen Logistics is a Finnish listed company established in 1886. The company offers high-quality rail transport, terminal, and multimodal solutions between Asia and Europe and in the Nordic and Baltic countries.