

MINUTES 3/2022

SkartaNYAB Plc (2393685–6)

(Unofficial translation of the Finnish original)**SKARTANYAB PLC'S EXTRAORDINARY GENERAL MEETING**

Time	22 November 2022 at 10:00 am.
Place	Studio K at Klaus K Hotel, Bulevardi 2–4, Helsinki
Present	Shareholders and their representatives, who are recorded in the voting list confirmed in the meeting, were present or represented in the meeting. In addition, some employees of the company, as well as Attorney-at law Samuli Koskela, who had been invited as Chairman of the meeting, were present.

1 Opening of the meeting

Markku Kankaala, Chairman of the Board, opened the meeting.

2 Calling the meeting to order

Attorney-at-law Samuli Koskela was elected to chair the meeting. He invited Marko Peltonen to act as the secretary of the meeting.

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

Riku Lindström was elected as scrutinizer of the minutes and supervisor of voting.

4 Recording the quorum of the meeting

It was noted that the Board of Directors had, on 31 October 2022, decided to convene an Extraordinary General Meeting to be held on 22 November 2022 to process matters that have been included in the notice to the meeting.

It was noted that according to Section 8 of the Articles of Association, "The invitation to the General Meeting must be delivered no earlier than three months prior to the record date of the General Meeting and no later than three weeks prior to the General Meeting, and no later than nine (9) days prior to the record date of the General Meeting on the Company's official website and with a stock exchange release."

It was noted that the meeting had been convened on 31 October 2022, when the notice, including proposals for the meeting, had been published on the company website and as a Company Announcement. It was noted that the invitation, where matters on the agenda of the meeting had been mentioned, had been delivered in accordance with the Limited Liability Companies Act and the Articles of Association. The notice to the meeting was attached to the minutes (**Attachment 1**).

Extraordinary General Meeting was noted to be legal and to represent a quorum.

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5 Recording the attendance and the list of votes

It was noted that in accordance with the voting list, 41 shareholders, who represent 585 558 320 shares and votes, were represented in the beginning of the meeting. It was recorded that the number of shares and votes represents 82.86 percent of all shares and votes in the company.

It was noted that the voting list shall be confirmed to correspond to the participation status in case a voting begins.

Voting list and powers of attorney were attached to the minutes (**Attachment 2**).

It was noted, and the General Meeting approved, that in addition to shareholders and their representatives, attendees of the meeting included some employees of the company, as well as Attorney-at-law Samuli Koskela.

6 Amendment of the articles of association

As proposed by the Board of Directors, it was decided to amend Section 1 of the Articles of Association of the Company as follows:

The Company's name is NYAB Oyj, in Swedish NYAB Abp, and in English NYAB Plc.

As proposed by the Board of Directors, it was decided to amend Section 3 of the Articles of Association of the Company as follows:

The Company's field of activity is to offer services regarding construction, maintenance, engineering, and the development of energy and construction projects. The Company may carry out its activities through its subsidiaries. Additionally, the Company may engage in securities trading and the ownership, sale, and rental of real estate.

As proposed by the Board of Directors, it was decided to amend Section 4 of the Articles of Association of the Company as follows:

The Company has a Board of Directors consisting of a minimum of three and a maximum of seven ordinary members whose term of office expires at the end of the first Annual General Meeting following the election.

As proposed by the Board of Directors, it was decided to amend Section 9 of the Articles of Association of the Company as follows:

General Meeting may be held in Helsinki, in Oulu, or as a remote meeting without a physical venue so that all participants of the General Meeting participate using a remote connection and technical means. Shareholders participating in a remote meeting may exercise all their rights in a way that corresponds to participating in a physical venue. The Board of Directors may also decide that a General Meeting that is held in a physical venue may be participated so that a shareholder exercises their decision-making powers by using a remote connection and technical means.

The Annual General Meeting must be held annually on a date determined by the Board of Directors within six months of the end of the financial period. At the Annual General Meeting, the following shall be presented:

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1. *the annual accounts and the annual report;*
 2. *the audit report;*
- the following things must be decided on:*
1. *the confirmation of the financial statements, including the confirmation of the consolidated financial statements;*
 2. *the use of the profit shown in the confirmed balance sheet;*
 3. *the discharge from liability for the members of the Board of Directors and the Managing Director;*
 4. *the number and remuneration of the Members of the Board and auditors; and*
- the following positions must be selected:*
1. *members of the Board of Directors; and*
 2. *auditor(s).*

As proposed by the Board of Directors, it was decided that the amendments to the Articles of Association shall come into force on 14 December 2022.

7 Supplementing the Board of Directors

It was noted that Shareholders' Nomination Board had submitted in advance a proposal for the General Meeting, according to which the Board of Directors elected in the Annual General Meeting on 3 May 2022 would be supplemented as follows:

1. the number of members of the Board of Directors would be decided to be eight; and
2. Lars-Eric Aaro would be elected to the Board of Directors as a new member in addition to the current members until the close of the following Annual General Meeting

Johan Larsson, Chairman of the Shareholders' Nomination Board, presented and argued the proposal. Lars-Eric Aaro, who had been proposed to be a new member of the Board of Directors, introduced himself to the general meeting through remote connection.

In accordance with the proposal presented, the number of members of the Board of Directors was decided to be eight, and Lars-Eric Aaro was elected as a new member. It was noted that the change in the Board of Directors shall come into force, as amendments to the Articles of Association on item 6 of the agenda have been registered in the trade register.

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(Unofficial translation of the Finnish original)**8 Closing of the meeting**

It was noted that all matters on the agenda had been processed, and all decisions had been done unanimously. It was noted that in accordance with the provision of the Limited Liability Companies Act regarding availability of the minutes, minutes shall be available for shareholders in company headquarters or company website in no later than two weeks of the meeting. Therefore, the minutes shall be available no later than 6 December 2022.

Chairman closed the meeting at 10.24

Signatures

Chairman of the General Meeting

Secretary of the General Meeting

Samuli Koskela

Marko Peltönen

Minutes scrutinized and approved

Riku Lindström

ATTACHMENTS:*Attachment 1 / Notice to the meeting**Attachment 2 / Voting list in the beginning of the meeting and powers of attorney*