

EXTRAORDINARY GENERAL MEETING OF SPINNOVA PLC ON 28 SEPTEMBER 2026 AT 3:00 P.M.

TIME: 28 September 2026 at 3:00 p.m. (Finnish time)

PLACE: The General Meeting was held without a meeting venue as a virtual meeting in accordance with Chapter 5, Section 16 (3) of the Finnish Limited Liability Companies Act (624/2006, as amended), at which the shareholders had the opportunity to exercise their rights fully and in real time via remote access during the meeting.

PRESENT: The shareholders set out in the list of votes adopted at the General Meeting (Appendix 1) were present at the meeting.

Present were also the company's Chair of the Board of Directors and CEO Janne Poranen, the members of the Board of Directors Petri Kalliokoski, Hanna Liiri, Vesa Silaskivi, Sebastian Vinsten and Jari Vähäpesola, General Counsel Johanna Valkama and Attorney-at-Law Juha Koponen as well as other meeting officials.

1 OPENING OF THE MEETING

The Chair of the Board of Directors and CEO, Janne Poranen, opened the Extraordinary General Meeting.

2 CALLING THE MEETING TO ORDER

Juha Koponen, Attorney-at-Law, was elected as the Chair of the Extraordinary General Meeting, and he called Johanna Valkama, the company's General Counsel, to act as secretary.

The Chair explained the procedures for considering the items on the agenda of the General Meeting and the meeting procedures.

It was noted that the General Meeting was held without a meeting venue via real-time remote access as a virtual meeting in accordance with Chapter 5, Section 16 (3) of the Finnish Limited Liability Companies Act and that shareholders were able to fully exercise their rights during the meeting.

It was noted that shareholders registered in the shareholders' register on the record date of the General Meeting had had the opportunity to vote in advance on items on the agenda of the General Meeting. A custodian bank representing a certain holder of nominee-registered shares had also voted in advance on behalf of the shareholder it represents.

The summary list of advance votes was attached to the minutes (Appendix 2).

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

Edith Kankkunen was elected to scrutinise the minutes and verify the counting of votes.

4 RECORDING THE LEGALITY OF THE MEETING

It was recorded that the notice to the Extraordinary General Meeting had been published on the company's website and through a company release on 4 September 2026. It was recorded that the company's annual report had been published on the company's website and through a company release on 12 February 2026, and that the company's half-year financial report had been published on the company's website and through a company release on 31 August 2026. The Report by the Board of Directors on events with an essential effect on the state of the company that have occurred after the half-year financial report had been made available on 4 September 2026. The meeting documents had also been available at the General Meeting.

The notice to the General Meeting was attached to the minutes ([Appendix 3](#)).

It was noted that the Extraordinary General Meeting had been convened in accordance with the Articles of Association and in compliance with the provisions of the Finnish Limited Liability Companies Act, and that the General Meeting therefore was legally convened and constituted a quorum.

5 RECORDING THE ATTENDANCE AT THE MEETING AND ADOPTION OF THE LIST OF VOTES

It was recorded that shareholders who had duly registered for the General Meeting before the end of the registration period and who had had the right to attend the General Meeting under Chapter 5, Sections 6 and 6a of the Finnish Limited Liability Companies Act and who had either voted in advance during the advance voting period or participated in the General Meeting via remote access were recorded to have attended the meeting.

It was noted that real-time participation in the virtual meeting had required shareholders to provide an email address or telephone number in connection with the registration during the registration period, so that the shareholders could be sent a participation link and password to participate in the virtual meeting. The Chair noted that no technical or other problems related to the advance voting, meeting procedure or login had been raised. It was noted that the voting list would be finalised separately to reflect the attendance status at the start of any potential vote.

The Chair noted, due to the advance voting, that if a full vote count is not conducted on a particular item, the number of opposing and abstaining votes shall be recorded in the minutes for each item. The Chair further noted that, to the extent that the summary lists show opposing votes without a counterproposal on items where a proposal cannot be opposed without a

counterproposal, such votes would not be formally counted as votes against the proposed resolution, nor will they be recorded in the relevant sections of the minutes.

A list of attendees at the beginning of the meeting and a list of votes were presented, according to which 24 shareholders, representing a total of 19,878,842 shares and votes and thus approximately 38.00 per cent of all outstanding shares and votes, were represented in the General Meeting either in the form of advance voting or via a remote connection either personally or by legal representative or proxy.

The list of attendees at the beginning of the General Meeting and the list of votes was confirmed (Appendix 1).

It was noted that the company's shareholders' register was also available at the General Meeting.

It was noted that present at the Extraordinary General Meeting were members of the Board of Directors of the company, the company's CEO, General Counsel Johanna Valkama and Attorney-at-Law Juha Koponen. Present at the meeting were also other meeting officials.

6 RESOLUTION ON THE DUAL LISTING OF THE SHARES

It was noted that the Board of Directors had proposed to the Extraordinary General Meeting that the General Meeting resolves to approve the U.S. initial public offering and dual listing on Nasdaq Capital Market (the "**Listing**"), as described in the company releases published on 13 August 2026 and 27 August 2026. The targeted gross proceeds to be raised through the offering would preliminarily be at least USD 15 million (approximately EUR 13 million).

It was noted that subject to completion of the offering, the company currently intends to use the net proceeds to support the ramp-up of its Eteläportti demo facility, advance commercialisation of its technology, and for general corporate purposes. The company had estimated that the offering would take place in September or October 2026, although the timing remains subject to market and other conditions and may change or may not occur at all.

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

It was recorded that there were 1,120,007 opposing votes from shareholders who had voted in advance on this agenda item.

7 AUTHORISING THE BOARD OF DIRECTORS TO RESOLVE ON A SHARE ISSUE IN CONNECTION WITH THE LISTING

It was noted that the Board of Directors had proposed to the Extraordinary General Meeting that the Board of Directors be authorised to resolve on a share issue (the "**Share Issue**") in connection with the implementation of the Listing as follows.

The total number of shares that may be issued under the authorisation may not exceed 45,900,000 shares, which corresponds to approximately 87.7 per cent of the total number of all shares in the company on the date of the Extraordinary General Meeting's notice, 4 September 2026.

The Board of Directors resolves upon all terms and conditions of the Share Issue. The authorisation covers both the issuance of new shares and the transfer of treasury shares. The Share Issue may be carried out without payment or at a subscription price determined by the Board of Directors. The Share Issue may, subject to the conditions set out in the Finnish Limited Liability Companies Act, be made in deviation from the shareholders' pre-emptive subscription rights (directed issue). Under the authorisation, the Board of Directors may resolve on a share issue without payment to the company itself.

The authorisation also includes the right to resolve on whether the subscription price for the shares is recorded in full or in part in the reserve for invested unrestricted equity or as an increase in the share capital.

The authorisation does not cancel the authorisation granted by the Annual General Meeting in April 2026 to resolve on the issuance of shares and special rights entitling to shares. The authorisation is valid until 28 February 2027.

The Extraordinary General Meeting resolved to authorise the Board of Directors to resolve on the Share Issue in accordance with the proposal of the Board of Directors.

It was recorded that there were 1,122,444 opposing votes from shareholders who had voted in advance on this agenda item.

8 ELECTION OF A NEW AUDITOR

It was noted that the Board of Directors had, based on the recommendation of the Audit Committee, proposed to the Extraordinary General Meeting that the General Meeting resolves to elect audit firm BDO Ltd as the company's new statutory auditor for a term of office ending at the close of the next Annual General Meeting. BDO Ltd has informed that Joonas Selenius, APA, ASA, would act as the auditor with principal responsibility.

As a result of this resolution, the term of office of the previous auditor, audit firm PricewaterhouseCoopers Oy, will end pursuant to Chapter 2, Section 9 (1) of the Auditing Act (1141/2015, as amended) upon the new audit firm commencing as the company's auditor.

The Extraordinary General Meeting resolved in accordance with the proposal of the Board of Directors to elect audit firm BDO Ltd as the company's new statutory auditor for a term of office ending at the close of the next Annual General Meeting. Joonas Selenius, APA, ASA, will act as the auditor with principal responsibility.

It was recorded that there were 1,108,600 abstaining votes from shareholders who had voted in advance on this agenda item.

9 RESOLUTION ON THE REMUNERATION OF THE AUDITOR

It was noted that the Board of Directors had proposed to the Extraordinary General Meeting that the remuneration for the auditor will be paid against the auditor's reasonable invoice.

The Extraordinary General Meeting resolved in accordance with the proposal of the Board of Directors that the remuneration for the auditor will be paid against the auditor's reasonable invoice.

It was recorded that there were 1,103,093 abstaining votes from shareholders who had voted in advance on this agenda item.

10 AMENDMENTS TO THE AUTHORISATION OF THE BOARD OF DIRECTORS

It was noted that the company's Annual General Meeting held on 15 April 2026 resolved to authorise the Board of Directors to resolve on the issuance of shares and special rights entitling to shares.

Under the authorisation concerning the issuance of shares and special rights entitling to shares, the Board of Directors has the right to resolve on the issuance of a maximum of 5,220,000 shares, which corresponds to approximately 10 per cent of the total number of shares in the company on the date of the Extraordinary General Meeting's notice, 4 September 2026.

It was noted that the Board of Directors had proposed to the Extraordinary General Meeting that the General Meeting resolves to amend the authorisation resolved by the Annual General Meeting as follows.

The Board of Directors proposes to the General Meeting that the Board of Directors be authorised to resolve on a share issue and on the issuance of special rights entitling to shares referred to in Chapter 10, Section 1 of the Finnish Limited Liability Companies Act as follows.

The total number of shares that may be issued under the authorisation may not exceed 9,822,000 shares, which corresponds to approximately 10 per cent of the total number of all shares in the company, if the Share Issue were to be implemented in accordance with the proposed maximum amount.

The Board of Directors resolves upon all terms and conditions of the share issue and the issuance of special rights entitling to shares. The authorisation covers both the issuance of new shares and the transfer of treasury shares. The issuance of shares and special rights may be carried out without payment or at a subscription price determined by the Board of Directors. The share issue and the issuance of special rights entitling to shares referred to in Chapter 10, Section 1 of the Finnish Limited Liability Companies Act may, subject to the conditions set out in the Finnish Limited Liability Companies Act, be made in deviation from the shareholders' pre-emptive subscription rights (directed issue). Under the authorisation, the Board of Directors may resolve on a share issue without payment to the company itself. The authorisation may be used, for example, to implement share-based incentive schemes and also to finance or implement

acquisitions or arrangements (including for payment of share-based or special rights-based remuneration or advisory fees related to the Listing referred to in item 6 above), to strengthen the company's balance sheet and financial position, or for other purposes determined by the Board of Directors.

The authorisation is valid until 30 June 2027. The amendment of the authorisation does not cancel the authorisation concerning the Share Issue proposed in item 7 above.

The Extraordinary General Meeting resolved to amend the authorisation of the Board of Directors in accordance with the proposal of the Board of Directors.

It was recorded that there were 1,100,000 opposing votes and 5,094 abstaining votes from shareholders who had voted in advance on this agenda item.

11 CLOSING OF THE MEETING

The Chair stated that all items on the agenda had been considered and that the minutes of the Extraordinary General Meeting are available on the company's website as of 12 October 2026 at the latest.

The Chair closed the Extraordinary General Meeting at 3:32 p.m. (Finnish time).

Chair of the Extraordinary General Meeting:

Name: _____
Juha Koponen

In fidem:

Name: _____
Johanna Valkama

Minutes reviewed and approved:

Name: _____
Edith Kankkunen

Appendices

Appendix 1	List of attendees at the beginning of the meeting and list of votes
Appendix 2	Summary list of advance votes
Appendix 3	Notice to the General Meeting