

## **THE BOARD OF DIRECTORS'S PROPOSALS TO THE ANNUAL GENERAL MEETING OF SUMMA DEFENCE PLC**

### **1. Resolution on the use of the profit or loss shown on the balance sheet and on the payment of dividends**

The Board of Directors proposes that the loss of 21,355,491.37 euros shown in the financial statements for 2025 be recorded in the Company's profit/loss account and that no dividend be distributed to shareholders for the financial year 2025.

### **2. Resolution on the remuneration of the members of the Board of Directors**

The Shareholders' Nomination Committee proposes to the Annual General Meeting that the following annual remuneration be paid to the members of the Board of Directors:

- Chair of the Board of Directors: EUR 72,000 per year
- Member of the Board of Directors: EUR 36,000 per year
- Chair of the Audit Committee: EUR 15,000 as additional remuneration
- Member of the Audit Committee: EUR 7,500 as additional remuneration

Members of any other possible committees will be paid a meeting fee of EUR 300 per meeting.

Of the annual remuneration, 60% would be paid in cash and 40% in shares of Summa Defence Plc. The share portion would be paid at the beginning of the board term and the cash portion monthly. No meeting fees would be paid.

The proposed remuneration structure has been set at a level comparable to board remuneration paid by Finnish listed companies of similar size and takes into account the expertise and time requirements that the defence sector and the Company's growth phase place on board work. The share component (40%) aligns the financial interests of the board members with those of the shareholders. The overall cash-flow impact of the proposal on the Company's board remuneration is close to the current level.

### **3. Resolution on the number of members of the Board of Directors**

The Shareholders' Nomination Committee proposes that 6 members be elected to the Board of Directors for a term expiring at the end of the Annual General Meeting following the election.

### **4. Election of members of the Board of Directors**

The Shareholders' Nomination Committee proposes, in accordance with the consents received, that the following persons be elected to the Board of Directors for a term expiring at the end of the Annual General Meeting following the election: from among the current members, Arto Rätty and Sirpa-Helena Sormunen, and as new members of the Board of Directors, Ville Jaakonsalo, Ville Heikkinen, Juha Pinomaa and Tapani Kiiski.

Information on the proposed members of the Board of Directors is available on the Company's website at <https://summadefence.fi/en/investors/governance/general-meeting/>.

All proposed members of the Board of Directors are independent of the Company and its major shareholders.

**5. Resolution on the remuneration of the auditor**

The Board of Directors proposes that the auditor's fee be paid in accordance with a reasonable invoice approved by the Company.

**6. Election of the auditor**

The Board of Directors proposes that the audit firm KPMG Oy Ab be re-elected as the Company's auditor, having notified the Company that it will designate Authorised Public Accountant Henry Maarala as the principal responsible auditor. The auditor's term of office expires at the end of the first Annual General Meeting following the election.

**7. Authorizing the Board of Directors to resolve a rights issue**

The Board of Directors proposes that the Annual General Meeting authorise the Board of Directors to resolve on a share issue against payment in accordance with the pre-emptive subscription rights of shareholders (rights issue) in one or more tranches so that a maximum of 75,000,000 new shares in the Company may be issued under the authorisation.

The large maximum number of the authorisation is based on the fact that the final subscription price of the shares will only be determined at a later stage, and the Company wishes to ensure sufficient flexibility to implement the rights issue in all market conditions.

The Board of Directors is authorised to decide on all other terms and conditions of the rights issue, and the Board of Directors shall have the right to decide to offer shares that shareholders have not subscribed for in accordance with their pre-emptive rights to other shareholders or to other parties determined by the Board of Directors, in the proportion and on the terms it deems best.

The authorisation is proposed to be valid until 31 October 2026. The authorisation does not replace any other authorisations granted to the Board of Directors to resolve on the issuance of shares or special rights or option rights entitling to shares.

**8. Authorising the Board of Directors to resolve on share issues and on the issuance of option rights and other special rights entitling to shares**

The Board of Directors proposes that the General Meeting authorise the Board of Directors to resolve, in one or more tranches, on share issues and on the issuance of option rights and other special rights entitling to shares referred to in Chapter 10, Section 1 of the Finnish Limited Liability Companies Act. The maximum number of new shares that may be issued and/or own shares held by the Company that may be delivered under the authorisation is 110,000,000 shares.

The Board of Directors shall decide on all terms and conditions of the share issues and the issuance of option rights and other special rights entitling to shares. Share issues and the issuance of option rights and other special rights entitling to shares may be carried out in deviation from the shareholders' pre-emptive subscription rights (directed issue) if there is a weighty financial reason for doing so from the Company's perspective.

In share issues, shares may be issued either against payment or without consideration. A directed share issue may be without consideration only if there is an especially weighty financial reason for doing so from the Company's perspective, taking into account the interests of all shareholders.

The authorisation is proposed to be valid until the end of the Annual General Meeting to be held in 2027, however no later than 30 June 2027. The authorisation does not replace any other authorisations granted to the Board of Directors to resolve on the issuance of shares or special rights or option rights entitling to shares.

#### **9. Authorising the Board of Directors to resolve on the acquisition and/or pledging of the Company's own shares**

The Board of Directors proposes that the General Meeting authorise the Board of Directors to resolve on the acquisition or pledging of a maximum of 4,500,000 own shares using the Company's distributable funds, representing approximately 9.85 per cent of all shares in the Company at the time of the notice to the Annual General Meeting. The acquisition may take place in one or more tranches. The maximum acquisition price per share shall be the highest price paid for the share in public trading at the time of acquisition.

In implementing the acquisition of own shares, customary derivative, share lending or other agreements may be entered into in the capital markets within the limits of laws and regulations. The authorisation entitles the Board of Directors to resolve on the acquisition otherwise than in proportion to the shares held by the shareholders (directed acquisition).

The shares may be acquired for use in connection with acquisitions or other arrangements related to the Company's business, for improving the Company's capital structure, or for further transfer or cancellation.

The authorisation is proposed to include the Board of Directors' right to decide on all other matters relating to the acquisition of shares. The authorisation is proposed to be valid until end of the Annual General Meeting to be held in 2027, however no later than 30 June 2027.

#### **SUMMA DEFENCE PLC**

Board of Directors