

## **EXTRAORDINARY GENERAL MEETING**

**Time** Monday 4 December 2023 at 10:00 EET

**Location** The Extraordinary General Meeting was held without a meeting venue remotely using telecommunication connection and technical means in real time, in accordance with Section 9 of the company's articles of association and Chapter 5, Section 16, Subsection 3 of the Finnish Companies Act.

**Present** Attendance and the list of votes showing the shareholders remotely present or represented in the meeting, their legal representatives, proxies and aides as well as the number of shares and votes of each shareholder have been included as Appendix 1 to the minutes.

In addition, the Chair of the Board of Directors, the proposed new members of the Board of Directors and general meeting staff were present.

### **1. Opening of the meeting**

Annika Paasikivi, Chair of the Board of Directors of the company, opened the meeting and welcomed the participants to the meeting.

### **2. Calling the meeting to order**

Mikko Heinonen (Attorney-at-law) was elected as Chairman of the general meeting and called upon Reetta Härkki (Master of Laws trained on the bench) to act as Secretary.

The Chairman explained the procedures for handling agenda items.

It was noted that the general meeting was held without a meeting venue remotely via Inderes' virtual meeting platform, in accordance with the company's articles of association and the Finnish Companies Act, and that the shareholders may exercise their shareholder rights in full during the meeting.

It was noted that the meeting was conducted mainly in Finnish and interpreted into English. In addition, the meeting was recorded for Uponor Corporation's own use.

It was noted that the resolution proposals relating to the agenda of the Extraordinary General Meeting had been included in the notice to the meeting published as a stock exchange release and on the company's website on 10 November 2023.

It was noted that it had also been possible to attend the general meeting by voting in advance. An agenda item subject to advance voting is considered to have been presented unchanged to the general meeting. It was noted that representatives of nominee-registered shareholders had also voted in advance on behalf of shareholders they are representing.

It was noted that no problems regarding the advance voting, meeting procedures or logging in to the meeting platform had come to the attention of Inderes or the company and that meeting participants had been identified in connection with the registration

for the meeting. The right of shareholders to participate in the meeting and the correctness of the vote count had thus been verified in a reliable manner.

It was noted that a summary of votes cast in advance was included as Appendix 2 to the minutes.

### **3. Election of a person to scrutinise the minutes and to supervise the counting of votes**

Noora Surakka was elected to scrutinise the minutes and to supervise the counting of votes.

### **4. Recording the legality of the meeting**

It was noted that the notice to the general meeting had been published on 10 November 2023 as a stock exchange release and on the company's website.

It was noted that the general meeting had been convened in accordance with the company's articles of association and the Finnish Companies Act and that the meeting was therefore legally convened and constituted a quorum.

The notice to the general meeting was included as Appendix 3 to the minutes.

### **5. Recording the attendance at the meeting and adoption of the list of votes**

It was noted that shareholders who had duly registered for the Extraordinary General Meeting before the end of the registration period and who have the right to participate in the 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 remotely on the meeting platform were deemed as shareholders participating in the meeting.

A list of attendance at the opening of the meeting and a list of votes were presented. It was recorded that at the opening of the meeting, a total of 34 shareholders were represented in the Extraordinary General Meeting either having voted in advance or present in person, by legal representative or by proxy. It was recorded that at the opening of the meeting, 69,993,405 shares and votes were represented in the Extraordinary General Meeting, corresponding to approximately 95.6 per cent of all the shares and votes in the company.

It was recorded that Innovatics Ltd had compiled a list of shareholders registered for the meeting based on information provided by Euroclear Finland Oy.

Attendance at the opening of the meeting and the list of votes were included as Appendix 1 to the minutes. It was noted that the list of votes would be updated to reflect the attendance before a possible vote.

### **6. Amendment of the articles of association**

It was noted that it had been proposed to the general meeting that Section 4 of the company's articles of association be amended so that the minimum number of members of the Board of Directors is three (3) and the maximum number is seven (7) standing members. No other amendments had been proposed to Section 4 of the

articles of association. In its amended form, said provision of the articles of association would read as follows (unofficial translation in English below for information purposes only):

4 § Board of Directors

For the administration and proper organisation of its operations, the company shall have a Board of Directors with a minimum of three (3) and maximum of seven (7) standing members. The members of the Board of Directors shall be elected by the Annual General Meeting of Shareholders for a term of one (1) year at a time. The term of the Board members shall expire at the close of the Annual General Meeting electing the new Board of Directors.

The Board of Directors shall appoint one (1) Vice Chairman from among its members for a term of one (1) year at a time. If the Chairman of the Board of Directors resigns in the middle of his/her term or is permanently unable to carry out his/her duties, the Board of Directors may elect a new Chairman from among its members for the remaining term of office.

A quorum is present at the meetings of the Board of Directors when more than half of the members are in attendance.

The general meeting resolved to amend Section 4 of the articles of association in accordance with the proposal of the shareholder Georg Fischer AG.

**7. Resolution on the remuneration of the members of the Board of Directors**

It was noted that it had been proposed to the general meeting that no remuneration be paid to the members of the Board of Directors.

It was noted that 10 advance votes were cast against the proposal.

The general meeting resolved, in accordance with the proposal of the shareholder Georg Fischer AG, that no remuneration be paid to the members of the Board of Directors.

**8. Resolution on the number of the members of the Board of Directors**

It was noted that according to the amended Section 4 of the articles of association, the Board of Directors comprises a minimum of three (3) and a maximum of seven (7) standing members. The Board of Directors currently comprises seven (7) members.

It was noted that it had been proposed to the general meeting that the number of members of the Board of Directors shall be seven (7).

The general meeting resolved, in accordance with the proposal of the shareholder Georg Fischer AG, that the number of members of the Board of Directors shall be seven (7).

**9. Election of the members and chair of the Board of Directors**

It was noted that in accordance with the resolution just made by the Extraordinary General Meeting, seven (7) members of the Board of Directors must be elected. The term of the Board members shall expire at the close of the next Annual General Meeting electing the new Board of Directors.

It was noted that it had been proposed to the general meeting that Andreas Müller, Mads Joergensen, Joost Geginat, Helmut Elben, Thomas Hary, César Sayegh and Marc Lahusen be elected as members of the Board of Directors for a term of office commencing at the closing of the Extraordinary General Meeting and ending at the closing of the next Annual General Meeting. The term of office of Uponor Corporation's current Board members would end upon the commence of the term of the above-mentioned Board members.

It had further been proposed to the general meeting that Andreas Müller be elected as Chair of the Board of Directors.

The general meeting resolved, in accordance with the proposal of the shareholder Georg Fischer AG, to elect Andreas Müller as the Chair of the Board of Directors and the following persons as members of the Board of Directors: Mads Joergensen, Joost Geginat, Helmut Elben, Thomas Hary, César Sayegh and Marc Lahusen. The term of the Board members commences at the close of this meeting and shall expire at the close of the Annual General Meeting of 2024.

#### **10. Resolution on the abolition of the Nomination Board**

It was noted that Uponor Corporation has a permanent Shareholders' Nomination Board, which was established by its Annual General Meeting in March 2012.

It was noted that it had been proposed to the general meeting that it resolves that the Nomination Board is abolished so that the resolution would become effective immediately upon having been taken by the Extraordinary General Meeting.

The general meeting resolved, in accordance with the proposal of the shareholder Georg Fischer AG, to abolish the Nomination Board.

#### **11. Closing of the meeting**

It was recorded that all resolutions of the Extraordinary General Meeting were made unanimously, unless otherwise indicated in the minutes.

The Chairman noted that the items on the agenda of the meeting had been duly considered.

The minutes of the Extraordinary General Meeting will be available to shareholders on the company's website at <https://www.uponorgroup.com/en-en/investors/governance/egm-2023> no later than 18 December 2023.

The Chairman announced the meeting closed at 10:24 EET.

**UPONOR CORPORATION**  
(Business ID 0148731-6)

**MINUTES 2/2023** 5(5)  
Extraordinary General Meeting 4 December 2023

**In fidem:**

\_\_\_\_\_  
Mikko Heinonen  
Chairman

\_\_\_\_\_  
Reetta Härkki  
Secretary

**Approved:**

\_\_\_\_\_  
Noora Surakka

#### APPENDICES

- Appendix 1 Attendance and list of votes
- Appendix 2 Summary of votes cast in advance
- Appendix 3 Notice to the Extraordinary General Meeting