

CHARTER OF THE SHAREHOLDERS' NOMINATION BOARD OF PUUILO PLC

Purpose of the Shareholders' Nomination Board

Puulo Plc's (the "**Company**") Shareholders' Nomination Board (the "**Nomination Board**") is a body of the Company's shareholders responsible for preparing proposals for the election and remuneration of the members and the Chairman of the Board of Directors (the "**Board**") as well as the remuneration of Board committee members to the Annual General Meeting and, when necessary, to the Extraordinary General Meeting.

The main purpose of the Nomination Board is to ensure that the Board and its members have the expertise, knowledge and competence for the needs of the Company and enough time to fulfill the tasks of a Board member. The Nomination Board shall pay attention to achieving a balanced gender distribution and diversity on the Board considering the competence of the Board as a whole. The Nomination Board shall in its work consider the diversity principles of the Company.

In its work, the Nomination Board shall comply with applicable laws and regulations, including the rules of Nasdaq Helsinki and the Finnish Corporate Governance Code maintained by the Finnish Securities Market Association to the extent that they relate to matters concerning the Nomination Board.

This charter of the Nomination Board (the "**Charter**") regulates the nomination and the composition of the Nomination Board and defines the duties and responsibilities of the Nomination Board.

Election and composition of the Nomination Board

The Nomination Board consists of three (3) members nominated by the shareholders. The members represent the three (3) largest shareholders of the Company who (i) represent the largest number of votes out of all shares in the Company on the basis of the shareholders' register of the Company maintained by Euroclear Finland Ltd on the 1st business day of October each year (the "**Assessment Day**") and (ii) wish to nominate a member to the Nomination Board.

If two or more shareholders have the same number of shares and cannot all have the right to nominate one of the members of the Nomination Board, the right to nominate is determined by the drawing of lots among such shareholders by the Chairman of the Board.

The Chairman of the Board acts as an expert member of the Nomination Board. For the sake of clarity it is noted, that a member of the Board is not an official member of the Nomination Board and does not have voting right, but is entitled to attend the meetings of the Nomination Board and receive the relevant material for such meetings. It is the duty of the Chairman of the Board to ask each of the three largest shareholders to nominate one member to the Nomination Board.

If a shareholder does not wish to exercise his or her right to nominate a member to the Nomination Board in accordance with this Charter, the nomination right will be transferred, in accordance with the shareholders' register, to the next largest shareholder who would not otherwise be entitled to nominate a member. If, by following this procedure, the nomination right has been offered to the fifteen (15) largest shareholders, but no three (3) members has been nominated to the Nomination Board, the nomination right shall not be transferred to any further to the next biggest shareholder, but the Nomination Board may consist of less than three (3) members. However, the Nomination Board shall consist of at least two (2) members. If the nomination right has been offered to the fifteen (15) largest shareholders without at least two (2) members of the Nomination Board being nominated, the Board shall prepare proposals for the election and remuneration of the members and the Chairman of the Board as well as the remuneration of the Board committee members.

If a shareholder who would have the obligation to notify the Company of certain changes in shareholding under the Finnish Securities Markets Act (flagging obligation), presents a written request directed to the Board at the latest on the last business day of September of the year preceding the Annual General

Meeting, the holdings of a corporation or a foundation controlled by such shareholder or such shareholder's holdings in several funds or registers will be combined when calculating the nomination right. A holder of nominee-registered shares will be taken into account when determining the composition of the Nomination Board if the holder of nominee-registered shares presents a written request concerning the issue directed to the Board at the latest on the Assessment Day. The written request must be accompanied by reliable evidence of the ownership of the nominee-registered shares.

The Company cannot be a member of the Nomination Board. Representatives of the Company's operational management or employees cannot be members of the Nomination Board in person but may as a shareholder nominate a member. Each shareholder entitled to nominate a member to the Nomination Board shall endeavor to elect a person who has the qualifications and experience necessary to meet the responsibilities and duties of the Nomination Board.

The Company shall publish the composition of the Nomination Board through a stock exchange release according to the rules of Nasdaq Helsinki once the composition of the Nominations Board is known.

A shareholder who has nominated a member to the Nomination Board, has the right, for compelling reasons, to change its representative on the Nominations Board during its term of office. If the composition of the Nomination Board has already been published on the market, the replacement of the representative must also be published through a stock exchange release.

In case a shareholder who has nominated a member to the Nomination Board transfers shares so that such shareholder is no longer among the Company's fifteen (15) largest shareholders, the person representing such shareholder must resign immediately from the Nomination Board. The Nomination Board may, at its discretion, request the nomination of a new member to fill a seat that becomes vacant early and, if the number of members nominated by the shareholders to the Nomination Board falls below two (2) during the term of office, the Nomination Board shall request the nomination of a new member. The request shall be submitted in the order of the voting rights to those shareholders of the Company who have not nominated a member to the said Nomination Board. The order of magnitude of the voting rights is determined on the basis of the ownership information in the Company's shareholders' register on the date of submission of the nomination request.

The Nomination Board is established for the time being until the General Meeting decides otherwise. The members of the Nomination Board are nominated annually and the term of office for the members of the Nomination Board ends when the new Nomination Board has been nominated in accordance with this Charter.

Duties of the Nomination Board

The Nomination Board shall have the power and authority to perform the following duties and to fulfil the following responsibilities:

- (a) preparing and presenting a proposal to the General Meeting concerning the number of the members of the Board within the limits of the Articles of Association;
- (b) preparing and presenting to the General Meeting, in consideration of the Company's diversity principles, a proposal concerning the members of the Board and the Chairman and the Vice Chairman of the Board;
- (c) preparing and presenting proposals to the General Meeting concerning the remuneration of the members of the Board and any Board committees in accordance with the remuneration policy of the Company's governing bodies; and
- (d) to seek for prospective successors for the members of the Board.

(sections (a)-(d) together the "**Proposals**")

The Board conducts an annual evaluation of its activities and working methods, and presents the results of such evaluation to the Nomination Board for consideration while it prepares a proposal for the new

composition of the Board. The Nomination Board shall receive an assessment of the independence of each member of the Board from the Company and from significant shareholders of the Company. In its work, the Nomination Board shall consider the results of the Board's evaluation and the requirements regarding the independence of the members.

The Company's management assists the Nomination Board by providing information and recommendations when requested by the Nomination Board. The Nomination Board may also use the services of external consultants in its search for suitable candidates for members of the Board.

The Nomination Board may not take on any other duties or responsibilities than those specified in this Charter.

Duties of the Chairman

The Chairman of the Nomination Board shall manage the operations of the Nomination Board so that the Nomination Board carries out its duties and responsibilities efficiently and achieves the objectives set for it taking into account the expectations of the shareholders and the interests of the Company.

The Chairman of the Board convenes the first meeting of the Nomination Board. The Nomination Board elects a Chairman among its members (by majority of votes). The Nomination Board meets at the call of its Chairman who is also responsible for preparing the agenda and materials for the meetings.

The Chairman convenes additional meetings at its discretion or at the request of a member of the Nomination Board.

Decision-making and minutes

The Nomination Board constitutes a quorum when more than half of its members are present. The Nomination Board is not entitled to make a decision unless all members have been reserved the possibility to consider the matter and to participate in the meeting.

The Nomination Board shall make the decisions on the Proposals unanimously. If consensus cannot be reached, the members of the Nomination Board may, individually or jointly with other members of the Nomination Board, submit their proposals to the General Meeting.

The secretary of the Board shall act as the secretary to the Nomination Board, unless the Nomination Board appoints the secretary from among its members or otherwise. All decisions of the Nomination Board shall be recorded in the minutes. The secretary shall date, number and keep the minutes in a secure manner. The minutes shall be signed by all members of the Nomination Board present at the meeting and by the secretary.

Proposals and reporting

The Nomination Board shall submit its Proposals to the Board no later than on the last business day in February preceding the Annual General Meeting. Should a matter that is to be prepared by the Nomination Board come up for decision-making in the Extraordinary General Meeting, the Nomination Board shall submit its Proposals to the Board well in advance for them to be included in the notice to the General Meeting.

The Proposals of the Nomination Board will be published in the Company's release and included in the notice to the General Meeting.

The Chairman of the Nomination Board informs the Board regularly of significant events in the work of the Nomination Board.

The Nomination Board shall present the Proposals at the General Meeting. Information on the Nomination Board's election process, composition and operations as well as the Proposals shall be published on the

Company's website and in the Company's Corporate Governance Statement.

Remuneration; expenses and costs

The members of the Nomination Board shall not be entitled to remuneration on the basis of their membership in the Nomination Board, unless otherwise decided by the General Meeting. The members' travel expenses shall be reimbursed in accordance with the Company's travel policy. When necessary, the Nomination Board may in order to carry out its duties use external experts at a cost approved by the Company.

Confidentiality

The members of the Nomination Board and the shareholders represented by them must keep the information concerning the Proposals as well as any other information received in connection with performing the duties of the Nomination Board confidential for as long as such information has been disclosed by the Company. Relevant rules and regulations concerning market abuse in the financial markets shall be applied to any inside information that the members of the Nomination Board may receive.

Amending the Charter

Material amendments to this Charter, such as amendments to the number of members of the Nomination Board and their election criteria, shall be decided by a General Meeting. This Charter shall be reviewed by the Nomination Board annually and, if necessary, the Nomination Board shall propose amendments to the General Meeting. The Nomination Board is authorized to make technical updates and amendments to this Charter.

This Charter has been drafted in Finnish and English. In the event of any discrepancies, the Finnish language version shall prevail.