

**CHARTER OF THE SHAREHOLDERS' NOMINATION COMMITTEE OF
SUMMA DEFENCE PLC**

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CHARTER OF THE SHAREHOLDERS' NOMINATION COMMITTEE

1. Establishment

The General Meeting of Summa Defence Oyj (the "Company") decided on [24.4.2025] to establish a Nomination Committee consisting of shareholders or representatives of shareholders to prepare annually proposals concerning the election and remuneration of the members of the Board of Directors.

2. Tasks

The tasks of the Nomination Committee are:

- To prepare a proposal for the Annual General Meeting regarding the composition of the Board of Directors;
- To prepare a proposal for the Annual General Meeting regarding the remuneration of the Board of Directors and its possible committees in accordance with the remuneration policy presented to the General Meeting;
- To search for successor candidates for the Board of Directors;
- To present a proposal to the Annual General Meeting regarding the composition and remuneration of the Board of Directors
- To prepare the principles concerning diversity of the Board of Directors.

When planning the composition of the Board of Directors, the Nomination Committee evaluates the composition from the perspective of the Company's current and future business needs and considers the diversity of the Board of Directors in accordance with the principles concerning the diversity of the Company's Board of Directors.

In its activities, the Nomination Committee takes into account the Finnish Corporate Governance Code for listed companies, relevant regulations and recommendations, as well as the Company's remuneration principles, shareholders' expectations, and the Company's interest.

The Nomination Committee must submit its proposals to the Board of Directors by January 31st before the Annual General Meeting.

3. Composition and Nomination Process

The Nomination Committee consists of five members, each of whom is entitled to be appointed by the five largest shareholders of the Company. The Chairperson of the Board of Directors of the company may act as an expert member of the nomination board without membership or voting right. The members of the operative management or employees of the company cannot personally be members in the nomination board but can, in their capacity as shareholders, nominate member to the board.

The right to appoint a member belongs to the five shareholders who hold the largest number of votes conferred by all shares of the Company based on the Company's shareholder register on August 31st of the calendar year preceding the next Annual General Meeting. The Chairperson of the Board of Directors shall request the aforesaid five largest shareholders to each nominate one member to the Nomination Committee. In case two shareholders own an equal amount of shares and votes and representatives of both shareholders cannot be appointed to the

Nomination Committee, the decision shall be made by drawing lots.

If a shareholder does not wish to use their right to appoint a member, the right transfers to the next largest shareholder.

If a shareholder, who has an obligation under the Securities Markets Act to notify certain changes in ownership (flagging obligation), submits a written request to the Chairperson of the Board of Directors by August 30th of the calendar year preceding the Annual General Meeting, the holdings registered in various funds or registers of such a shareholder are combined when calculating the voting rights.

Should a holder of a nominee-registered shares wish to use its nomination right, he/she shall present a credible report of the number of shares held on the August 31st of the calendar year preceding the next Annual General Meeting. The report shall be presented to the Chairperson of the Board of Directors at the latest on the eight business day of September preceding the Annual General Meeting.

A shareholder has the right to change its representative during the term by notifying the Chairperson of the Nomination Committee.

If a shareholder has relinquished the shareholding that entitled the shareholder to the right to appoint a member and as a result no longer belongs to the ten largest shareholders of the Company, the representative of such a shareholder must resign on their own initiative. The Nomination Committee may, at its sole discretion, invite the next largest shareholder based on the shareholder register on the date of the invitation to appoint a new member to replace the prematurely vacated position or, at its discretion, leave the position vacant.

The first meeting of each term of the Nomination Committee board shall be convened by the Chairperson of the Board of Directors. The representative of the largest shareholder shall be elected as the Chairperson of the Nomination Committee unless the Nomination Committee expressly decides otherwise. The Chairperson of the Board of Directors cannot act as the Chairperson of the Nomination Committee. The following meetings shall be convened by the Chairperson of the Nomination Committee. When the Nomination Committee has been elected, the company shall publish the composition in a release.

The members of the Nomination Committee elect the Chairperson of the Nomination Committee at their first meeting.

The Nomination Committee shall be established for the time being, until the general meeting decides otherwise. The term of the members of the Nomination Committee expires annually when the next Nomination Committee has been appointed.

4. Meetings. Meeting Practices and Responsibilities of the Chairperson

The Nomination Committee meets at least once a year and more often if necessary. The first meeting of the Nomination Committee is convened by the Chairperson of the Board of Directors. Subsequent meetings are convened by the Chairperson of the Nomination Committee at their discretion. Meetings can also be held as remote meetings.

The agendas for the meetings must be prepared and distributed to the members in advance, along with relevant presentation materials. The secretary of the Company's Board of Directors acts as the secretary of the Nomination Committee and keeps the minutes. Minutes shall be kept of all meetings of the Nomination Committee. The minutes must be reviewed at the next

meeting of the Nomination Committee.

The minutes shall be dated, numbered and signed by the Chairperson and the secretary of the Nomination Committee. The minutes are archived in a reliable manner.

The Chairperson of the Nomination Committee shall direct the activities of the Nomination Committee in such way that the nomination board achieves its objectives and observes the expectations of the shareholders and interests of the company.

The Chairperson of the Nomination Committee supervises that the meetings of the Nomination Committee set out in the timetable are convened as scheduled. In addition, the Chairperson convenes unscheduled meetings when necessary, or in any event if requested by a Nomination Committee member, to be held within 14 days of the date of request.

5. Rights of the Nomination Committee

The Nomination Committee has the right to access the results of evaluations made on the work of the Board of Directors and assessments of the independence of each member of the Board of Directors from the Company and significant shareholders. The Company's management assists the Nomination Committee in its tasks by providing it with the necessary information and other support.

6. Decision-Making Power

The Nomination Committee is quorate when all members are present. . No decision shall be made unless all members have been reserved the possibility to consider the matter and to participate in the meeting. Decisions of the Nomination Committee are made unanimously. If unanimity is not achieved, the Nomination Committee must inform the Board of Directors that it will not make a proposal to the General Meeting.

7. Costs, Fees, and Compensation

The Company is responsible for the reasonable costs of the Nomination Committee, deemed necessary by the Company's management and the Nomination Committee. Members of the Nomination Committee are not entitled to receive fees for their membership. Members' travel expenses are reimbursed in accordance with the Company's current travel policy.

8. Confidentiality

Members of the Nomination Committee and the shareholders they represent must keep information related to the proposals to the General Meeting confidential until the Nomination Committee has made its final proposals and the Company has published these proposals.

The Nomination Committee must also keep all confidential information related to the Company or the Board of Directors, which they receive in connection with the work of the Nomination Committee, confidential. The obligation to maintain confidentiality remains in effect for each piece of information until the Company has published the information. The activities of the Nomination Committee follow, where applicable, the Company's disclosure policy and insider guidelines.

9. Amendment of the Rules of Procedure

The Nomination Committee proposes any changes it deems necessary to these rules of procedure to the General Meeting for approval. However, the Nomination Committee is entitled to make technical updates and changes to the rules of procedure as necessary. Changes to the number of members of the Nomination Committee or the criteria for their selection must always be decided at the General Meeting.

10. Miscellaneous

In case any fixed date prescribed in this charter does not fall on a working day, the charter shall be construed to refer to the working day immediately preceding such fixed date.

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