

Minutes No. 1/2024 of KONE Corporation's Annual General Meeting, which was held at Messukeskus Siipi in Helsinki on 29 February 2024 starting at 11:00 a.m.

*Unofficial translation of the Finnish original*

**1 §  
Opening of the meeting**

Chair of the Board of Directors Antti Herlin opened the meeting.

**2 §  
Calling the meeting to order**

Attorney-at-Law Merja Kivelä was appointed Chairperson of the General Meeting, and she summoned attorney Teresa Kauppila to act as Secretary of the meeting.

The Chairperson explained the procedures for the meeting and for covering the topics on the meeting's agenda.

It was noted that the meeting was held in Finnish and that the review by the President and CEO was given in English and interpreted into Finnish.

It was further noted that the General Meeting could be followed via a webcast and that the followers of the webcast could present questions and comments through a chat functionality. As regards the webcast, the following instructions were noted: Following the webcast or presenting written questions or comments is not considered participation in the General Meeting or using shareholders' right to request information or speak at the meeting in accordance with the Limited Liability Companies Act. Questions and comments may be combined and brought to the attention of the participants to the General Meeting and answered if the Chairperson of the meeting considers it appropriate and if the questions concern an item currently under discussion at the time.

The Chairperson noted that CitiBank Europe Plc, Danske Bank A/S, Euroclear Bank SA/NV and Skandinaviska Enskilda Banken AB (publ) Helsinki Branch had stated that they represented certain nominee registered and other shareholders and that the banks had provided the information concerning the shareholdings and voting instructions of these shareholders in advance. As regards the voting instructions, the following procedures were noted: The shareholders represented by the banks had not demanded a vote on those agenda items under which the instruction was to oppose the proposed resolution or to abstain from taking part in the decision-making if the Chairperson could clearly state based on the voting instructions provided in advance and the positions taken in the General Meeting that the majority required under the agenda item in question supports the proposal made to the General Meeting. In such situations, it was sufficient that such votes were duly recorded in the minutes. The voting instructions received for each item on the agenda will not be announced separately, but summary lists of the voting instructions of shareholders represented by the banks will be attached to the minutes (Appendices 1–4) and, furthermore, opposing or abstaining votes will be recorded in the minutes under each relevant agenda item. To the extent the summary lists included opposing votes

that had been presented without any counterproposal under such agenda items where it is not possible to vote against the proposal without presenting a counterproposal, such votes would not be acknowledged as opposing votes, and they would not be recorded under the agenda item concerned.

The procedures presented by the Chairperson concerning voting instructions were approved.

### **3 §**

#### **Election of person to scrutinise the minutes and persons to supervise the counting of votes**

Juhani Laitinen was elected as the person to scrutinise the minutes.

Jukka Ala-Mello and Heta Rönkkö were elected as persons to supervise the counting of the votes.

### **4 §**

#### **Recording the legality of the meeting**

It was noted that the Board of Directors had decided in its meeting of 25 January 2024 that the notice convening the Annual General Meeting will be published on the company's website. In addition, the company had an obligation to publish the notice convening the Annual General Meeting as a stock exchange release. The notice convening the Annual General Meeting, including the proposals by the Board of Directors and its committees relating to the agenda of the General Meeting, had been published on the company's website and as a stock exchange release on 26 January 2024.

It was noted that the General Meeting had been convened in accordance with the provisions of the Articles of Association and the Limited Liability Companies Act and that the meeting was therefore legal.

The notices convening the Annual General Meeting were attached to the minutes as Appendices 5 and 6.

### **5 §**

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

The list recording the attendance at the beginning of the meeting and the list of votes were presented, according to which three holders of class A shares and 3,239 holders of class B shares were present or represented in the meeting either in person, by legal representative or by proxy.

It was noted that each of the class A shares of the company entitled their holder to one vote. The total number of class A shares and the votes carried by the shares was 76,208,712. Each full ten class B shares entitled their holder to one vote in the General Meeting, however, each shareholder had a minimum of one vote. On the record date of the Annual General Meeting, the total number of class B shares of the company was 453,187,148. On the record date of the Annual General Meeting, the company held a total of 11,878,257 class B shares.

It was recorded that a total of 76,208,712 class A shares representing an equal number of votes and a total of 275,963,104 class B shares representing a total of 27,595,105 votes were represented at the beginning of the meeting.

The list of attendees at the beginning of the meeting and the list of votes represented at the meeting were approved and attached to the minutes as Appendix 7. It was noted that the list of votes would be adjusted to correspond to the attendance at the beginning of a possible vote.

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

It was noted that the following persons were also present at the General Meeting: Chair of the Board of Directors Antti Herlin, Vice Chair of the Board of Directors Jussi Herlin, Board Members Matti Alahuhta, Susan Duinhoven, Marika Fredriksson, Ravi Kant, Marcela Manubens and Krishna Mikkilineni as well as proposed new member Timo Ihamuotila. It was noted that President and CEO Philippe Delorme and CFO Ilkka Hara were also present at the meeting.

It was noted that the company's auditor Ernst & Young Oy, represented by the responsible auditor Heikki Ilkka, Authorised Public Accountant, was also present at the General Meeting.

In addition, meeting officials and other members of the company's management were present at the General Meeting, and it was also possible to follow the meeting via a webcast. It was decided to allow this.

## 6 §

### **Presentation of the annual accounts, the report of the Board of Directors and the auditor's report for the year 2023**

It was noted that the documents relating to the company's annual accounts of 2023 were available to the participants of the meeting at the General Meeting. The annual accounts had been published by a stock exchange release on 26 January 2024 and since then they had also been on display and available on the company's website.

President and CEO Philippe Delorme gave a status review and CFO Ilkka Hara presented the main points of the 2023 annual accounts.

The responsible auditor Heikki Ilkka, Authorised Public Accountant, as a representative of the company's auditor Ernst & Young Oy, presented the conducted audit and the resulting main points of the auditor's report.

The President & CEO's review was attached to the minutes as Appendix 8, the annual accounts as Appendix 9 and the auditor's report as Appendix 10.

The annual accounts, consolidated annual accounts, the report of the Board of Directors and the auditor's report were noted as having been duly presented.

## 7 §

### **Adoption of the annual accounts**

The General Meeting approved the consolidated annual accounts and the annual accounts of the parent company for the financial period of 1 January 2023 to 31 December 2023.

It was recorded that under this agenda item, there were 153,865 opposing votes and 188,766 abstaining votes from nominee registered and other shareholders who had issued voting instructions and were represented by the banks.

### 8 §

#### **Resolution on the use of the profit shown on the balance sheet and the payment of dividends**

It was noted that the parent company's non-restricted equity on 31 December 2023 was EUR 3,018,377,603.02, of which the share of net income for the financial year was EUR 1,996,263,298.83.

It was noted that the Board of Directors had proposed that for the financial year 2023 a dividend of EUR 1.7475 be paid for each class A share and a dividend of EUR 1.75 be paid for each class B share. The date of record for dividend distribution is 4 March 2024 and the dividend is paid on 11 March 2024.

The proposal of the Board of Directors was attached to the minutes as [Appendix 11](#).

The General Meeting decided to approve the proposal of the Board of Directors on the use of the profit shown on the balance sheet and the payment of dividends.

It was recorded that under this agenda item, there were 142,623 opposing votes and 1,179 abstaining votes from nominee registered and other shareholders who had issued voting instructions and were represented by the banks.

### 9 §

#### **Resolution on the discharge of the members of the Board of Directors and the President and CEO from liability for the financial period of 1 January – 31 December 2023**

It was noted that the discharge from liability for the financial year 2023 concerned all the persons who had served as members of the Board of Directors or as President and CEO during the financial year. These persons are:

Antti Herlin, Chair of the Board of Directors;  
Jussi Herlin, Vice Chair of the Board of Directors;  
Matti Alahuhta, Board Member;  
Susan Duinhoven, Board Member;  
Marika Fredriksson, Board Member;  
Iiris Herlin, Board Member;  
Ravi Kant, Board Member;  
Marcela Manubens, Board Member;  
Krishna Mikkilineni, Board Member;  
Jennifer Xin-Zhe Li, Board Member from 1 January until 28 February 2023; and  
Henrik Ehrnrooth, President and CEO.

The General Meeting decided to grant discharge from liability to the aforementioned persons who served as Board Members and the President & CEO for the financial year 2023.

It was recorded that under this agenda item, there were 402,723 opposing votes and 748,097 abstaining votes from nominee registered and other shareholders who had issued voting instructions and were represented by the banks.

### 10 §

#### **Consideration of the Remuneration Report for governing bodies**

It was noted that the Remuneration Report for governing bodies for the financial year 2023 was on display at the General Meeting for the participants. The Remuneration Report was published by a stock exchange release on 26 January 2024, and since that date the report had also been on display and available on the company's website.

Vice Chair of the Board of Directors Jussi Herlin presented the main points of the company's Remuneration Report and Remuneration Policy for governing bodies.

The Remuneration Report for governing bodies was attached to the minutes as [Appendix 12](#).

It was recorded that the approval of the Remuneration Report was opposed by OP-Finland Fund and OP-Finland Index, represented by Eero Tarvainen, and OP Life Assurance Company Ltd and Pohjola Insurance Ltd, represented by Joel Varpasuo.

It was further recorded that the funds represented by Nordea Funds Ltd had notified the company in advance that they would oppose the approval of the Remuneration Report.

It was recorded that a vote was not required.

The General Meeting decided to approve the presented Remuneration Report for governing bodies. The decision was advisory.

It was recorded that under this agenda item, there were 14,424,122 opposing votes and 653,738 abstaining votes from nominee registered and other shareholders who had issued voting instructions and were represented by the banks.

### 11 §

#### **Consideration of the Remuneration Policy for governing bodies**

It was noted that the Remuneration Policy for governing bodies was on display at the General Meeting for the participants. The Remuneration Policy was published by a stock exchange release on 26 January 2024, and since that date the report had also been on display and available on the company's website.

The Remuneration Policy for governing bodies was attached to the minutes as [Appendix 13](#).

It was recorded that the Remuneration Policy was not supported by OP-Finland Fund and OP-Finland Index, represented by Eero Tarvainen, and OP Life Assurance Company Ltd and Pohjola Insurance Ltd, represented by Joel Varpasuo.

It was recorded that a vote was not required.

The General Meeting decided to support the proposed Remuneration Policy for governing bodies. The decision was advisory.

It was recorded that under this agenda item, there were 13,032,520 opposing votes and 424,940 abstaining votes from nominee registered and other shareholders who had issued voting instructions and were represented by the banks.

## 12 §

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

Vice Chair of the Board of Directors Jussi Herlin presented the proposals of the Nomination and Compensation Committee of the Board of Directors before the discussion of items 12–14.

It was noted that the Nomination and Compensation Committee of the Board of Directors had proposed to the General Meeting that the annual compensation for the board members to be elected for the term that starts at the end of this Annual General Meeting and expires at the end of the 2025 Annual General Meeting remain unchanged:

Chair of the Board of Directors: EUR 220,000;  
Vice Chair of the Board of Directors: EUR 125,000; and  
board members each: EUR 110,000.

It was noted that the Nomination and Compensation Committee of the Board of Directors had further proposed that 40 percent of the annual remuneration of the board members be paid in class B shares of KONE Corporation and the rest in cash. It was noted that the Nomination and Compensation Committee of the Board of Directors had also proposed that a separate annual compensation be paid to the members of the board committees:

Audit Committee:  
Chair: EUR 20,000; and  
members of the committee each: EUR 10,000; and

Nomination and Compensation Committee:  
Chair: EUR 20,000; and  
members of the committee each: EUR 10,000.

The annual compensation of the members of the board committees had been proposed to be paid in cash.

In addition, the Nomination and Compensation Committee of the Board of Directors had proposed that annual compensation is not paid to a board member who is employed by the company.

Possible travel expenses had been proposed to be reimbursed according to the travel policy of the company.

The proposal of the Nomination and Compensation Committee of the Board of Directors was attached to the minutes as Appendix 14.

The General Meeting decided to approve the proposal of the Nomination and Compensation Committee of the Board of Directors for the remuneration of the members of the Board of Directors.

It was recorded that under this agenda item, there were 340 986 opposing votes and 4,402 abstaining votes from nominee registered and other shareholders who had issued voting instructions and were represented by the banks.

### **13 §**

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

It was noted that in accordance with the Articles of Association, the Board of Directors shall comprise a minimum of five and a maximum of ten regular members and a maximum of three deputy members. In the Annual General Meeting held on 28 February 2023, nine regular members were elected to the Board of Directors.

It was noted that the Nomination and Compensation Committee of the Board of Directors had proposed to the General Meeting that nine regular board members be elected.

The proposal of the Nomination and Compensation Committee of the Board of Directors was attached to the minutes as Appendix 15.

It was recorded that Kati Jakobsson, represented by Kristian Jakobsson, made a counterproposal to the effect that ten regular members be elected to the Board of Directors.

It was recorded that shareholders whose shares represented more than a half of the votes of all shares held by the shareholders represented at the meeting had notified the company in advance that they supported the proposal of the Nomination and Compensation Committee of the Board of Directors.

The General Meeting decided in accordance with the proposal of the Nomination and Compensation Committee of the Board of Directors that the number of members of the Board of Directors be confirmed as nine regular members.

It was recorded that under this agenda item, there were 1,479 abstaining votes from nominee registered and other shareholders who had issued voting instructions and were represented by the banks.

### **14 §**

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

It was noted that pursuant to the Limited Liability Companies Act and the Articles of Association of the company, the members of the Board of Directors must be elected in the Annual General Meeting. The meeting had decided to elect nine regular members of the Board of Directors.

It was noted that the Nomination and Compensation Committee of the Board of Directors had proposed that the following persons be elected to the Board of Directors for a term that starts at the end of this Annual General Meeting and expires at the end of the 2025 Annual General Meeting so that in case of possible election each candidate shall be considered separately:

- a) Matti Alahuhta (present member);
- b) Susan Duinhoven (present member);

- c) Marika Fredriksson (present member);
- d) Antti Herlin (present member);
- e) Iris Herlin (present member);
- f) Jussi Herlin (present member);
- g) Timo Ihamuotila (new member);
- h) Ravi Kant (present member); and
- i) Krishna Mikkilineni (present member).

It was noted that all proposed members of the Board of Directors had given their consent for their election.

The proposal of the Nomination and Compensation Committee of the Board of Directors was attached to the minutes as Appendix 16.

The General Meeting decided to elect the persons proposed by the Nomination and Compensation Committee of the Board of Directors as members of the Board of Directors for a term that starts at the end of the 2024 Annual General Meeting and expires at the end of the 2025 Annual General Meeting.

It was recorded that under this agenda item, there were abstaining votes as follows from nominee registered and other shareholders who had issued voting instructions and were represented by the banks: a) 52,268, b) 29,972, c) 29,622, d) 56,301, e) 30,250, f) 23,725, g) 35,737, h) 30,600 and i) 29,622 votes, in total 318,097 votes.

### **15 §**

#### **Resolution on the remuneration of the auditors**

It was noted that the Audit Committee of the Board of Directors had proposed to the General Meeting that the auditor to be appointed be reimbursed as per their invoice approved by the company.

The proposal of the Audit Committee of the Board of Directors was attached to the minutes as Appendix 17.

The General Meeting decided in accordance with the proposal of the Audit Committee of the Board of Directors that the auditor be reimbursed as per their invoice approved by the company.

It was recorded that under this agenda item, there were 33,252 opposing votes and 1,489 abstaining votes from nominee registered and other shareholders who had issued voting instructions and were represented by the banks.

### **16 §**

#### **Resolution on the number of auditors**

It was noted that in accordance with the Articles of Association, the company shall have a minimum of one and a maximum of three auditors.

It was noted that the Audit Committee of the Board of Directors had proposed to the General Meeting that one auditor be elected for the company for a term ending at the conclusion of the following Annual General Meeting.

The proposal of the Audit Committee of the Board of Directors was attached to the minutes as Appendix 18.

The General Meeting decided in accordance with the proposal of the Audit Committee of the Board of Directors that one auditor be elected for the company for the term ending at the conclusion of the following Annual General Meeting.

It was recorded that under this agenda item, there were 1,489 abstaining votes from nominee registered and other shareholders who had issued voting instructions and were represented by the banks.

### **17 § Election of auditors**

It was noted that in accordance with the Articles of Association, the term of the current auditor shall expire at the end of this Annual General Meeting. In accordance with the Articles of Association, the auditor must be an authorised public accountant or an authorised public accounting firm, of which the principal auditor must be an authorised public accountant.

It was noted that during the term that started at the end of the 2023 Annual General Meeting, audit firm Ernst & Young Oy, with Heikki Ilkka, Authorised Public Accountant, as the principal auditor, had been acting as the company's auditor.

It was noted that the Audit Committee of the Board of Directors had proposed to the General Meeting that the audit firm Ernst & Young Oy be elected as the auditor of the company for a term ending at the conclusion of the following Annual General Meeting.

It was further noted that if Ernst & Young Oy is elected as the auditor of the company, it will, pursuant to the transitional provision laid down in the Act amending the Limited Liability Companies Act (1252/2023), also carry out the assurance of the company's sustainability reporting for the financial year 2024 and be reimbursed for this task as per their invoice approved by the company.

The proposal of the Audit Committee of the Board of Directors was attached to the minutes as Appendix 19.

The General Meeting decided in accordance with the proposal of the Audit Committee of the Board of Directors to elect the audit firm Ernst & Young Oy as the auditor of the company for the term ending at the conclusion of the following Annual General Meeting.

It was recorded that under this agenda item, there were 1,489 abstaining votes from nominee registered and other shareholders who had issued voting instructions and were represented by the banks.

### **18 § Authorising the Board of Directors to decide on the repurchase of the company's own shares**

It was noted that the Board of Directors had proposed to the General Meeting that the General Meeting authorise the Board of Directors to decide on the repurchase of no more than 52,930,000 treasury shares with funds from the company's unrestricted equity, so that a maximum of 7,620,000 class A shares and a maximum of 45,310,000 class B shares may be repurchased. The proposed maximum

number of shares corresponds to approximately 10 percent of the company's registered number of shares and votes for each share class at the time of the proposal. The consideration to be paid for the repurchased shares with respect to both class A and class B shares will be determined based on the trading price determined for class B shares on public trading on the date of repurchase.

Class A shares will be repurchased in proportion to holdings of class A shareholders at a price equivalent to the average price paid for the company's class B shares on public trading on the date of repurchase. Any shareholder wishing to offer their class A shares for repurchase by the company must state their intention to the company's Board of Directors in writing. The company may deviate from the obligation to repurchase shares in proportion to the shareholders' holdings if all the holders of class A shares give their consent. Class B shares may be repurchased other than in proportion to the shareholders' holdings. Class B shares will be repurchased at the price determined on public trading at the time of repurchase.

It was noted that the Board of Directors had proposed that the authorisation be valid until the conclusion of the following Annual General Meeting, however, at the latest until 30 June 2025. The authorisation terminates the authorisation to decide on the repurchase of the company's own shares given to the Board of Directors by the Annual General Meeting on 28 February 2023.

The proposal of the Board of Directors was attached to the minutes as [Appendix 20](#).

The General Meeting decided to authorise the Board of Directors to decide on the repurchase of the company's own shares in accordance with the proposal of the Board of Directors.

It was recorded that under this agenda item, there were 144,039 opposing votes and 4,794 abstaining votes from nominee registered and other shareholders who had issued voting instructions and were represented by the banks.

## 19 §

### **Authorising the Board of Directors to decide on the issuance of shares as well as the issuance of options and other special rights entitling to shares**

It was noted that the Board of Directors had proposed to the General Meeting that the General Meeting authorise the Board of Directors to decide on the issuance of shares as well as the issuance of options and other special rights entitling to shares referred to in chapter 10, section 1 of the Limited Liability Companies Act as follows:

The number of shares to be issued based on this authorisation shall not exceed 7,620,000 class A shares and 45,310,000 class B shares. The Board of Directors decides on all the conditions of the issuance of shares and of special rights entitling to shares. The authorisation concerns both the issuance of new shares as well as the transfer of treasury shares. The issuance of shares and of special rights entitling to shares may be carried out in deviation from the shareholders' pre-emptive rights (directed issue).

It was noted that the Board of Directors had proposed that the authorisation be valid until the conclusion of the following Annual General Meeting, however, at the latest until 30 June 2025. The authorisation terminates the authorisation to decide on the issuance of shares given to the Board of Directors by the Annual General Meeting on 28 February 2023.

The proposal of the Board of Directors was attached to the minutes as Appendix 21.

The General Meeting decided to authorise the Board of Directors to decide on the issuance of shares as well as the issuance of options and other special rights entitling to shares referred to in chapter 10, section 1 of the Limited Liability Companies Act in accordance with the proposal of the Board of Directors.

It was recorded that under this agenda item, there were 9,369,549 opposing votes and 184,212 abstaining votes from nominee registered and other shareholders who had issued voting instructions and were represented by the banks.

**20 §**  
**Closing of the meeting**

The Chairperson noted that the matters on the agenda had been dealt with and that the minutes of the meeting would be available on the company's website as from 14 March 2024 at the latest.

The Chairperson closed the meeting at 12:35 p.m.

Chairperson of the General Meeting:

\_\_\_\_\_   
Merja Kivelä

In fidem:

\_\_\_\_\_   
Teresa Kauppila

The minutes have been scrutinised and approved by: \_\_\_\_\_

Juhani Laitinen

**APPENDICES**

<u>Appendix 1</u>	Summary list of the voting instructions provided by CitiBank Europe Plc
<u>Appendix 2</u>	Summary list of the voting instructions provided by Danske Bank A/S
<u>Appendix 3</u>	Summary list of the voting instructions provided by Euroclear Bank SA/NV
<u>Appendix 4</u>	Summary list of the voting instructions provided by Skandinaviska Enskilda Banken AB (publ) Helsinki branch
<u>Appendix 5</u>	Notice convening the Annual General Meeting published on the company's website on 26 January 2024
<u>Appendix 6</u>	Notice convening the Annual General Meeting published by stock exchange release on 26 January 2024
<u>Appendix 7</u>	List of attendees and list of votes at the beginning of the meeting
<u>Appendix 8</u>	President & CEO Philippe Delorme's review
<u>Appendix 9</u>	Annual accounts KONE 2023
<u>Appendix 10</u>	Auditor's report 25 January 2024
<u>Appendix 11</u>	Proposal of the Board of Director's on the use of the profit shown on the balance sheet and the resolution on the payment of dividend
<u>Appendix 12</u>	Remuneration Report KONE 2023
<u>Appendix 13</u>	Remuneration Policy of KONE Corporation (25 January 2024)
<u>Appendix 14</u>	Proposal of the Nomination and Compensation Committee of the Board of Directors on the remuneration of the members of the Board of Directors
<u>Appendix 15</u>	Proposal of the Nomination and Compensation Committee of the Board of Directors on the number of the members of the Board of Directors
<u>Appendix 16</u>	Proposal of the Nomination and Compensation Committee of the Board of Directors on the election of the members of the Board of Directors
<u>Appendix 17</u>	Proposal of the Audit Committee of the Board of Directors on the remuneration of auditors
<u>Appendix 18</u>	Proposal of the Audit Committee of the Board of Directors on the number of auditors
<u>Appendix 19</u>	Proposal of the Audit Committee of the Board of Directors on the election of auditors
<u>Appendix 20</u>	Proposal of the Board of Directors on authorising the Board of Directors to decide on the repurchase of the company's own shares
<u>Appendix 21</u>	Proposal of the Board of Directors on authorising the Board of Directors to decide on the issuance of shares as well as the issuance of options and other special rights entitling to shares