EXTRAORDINARY GENERAL MEETING OF UPM-KYMMENE CORPORATION

Time: August 31, 2026 at 14:00 EEST

Place: Congress Wing of Helsinki Expo and Convention Centre (Messukeskus), Rautatieläisenkatu 3, Helsinki, Finland

Present: Shareholders present or represented at the meeting and their representatives and assistants are listed in the list of votes attached hereto (Appendix 5). The appendix also includes the power of attorneys and proxy documents.

In addition, the Chair and the Vice Chair of the company's Board of Directors, the President and CEO, the lead audit partner, members of the company's senior management and technical personnel were present at the meeting. In addition, all candidates for the Board of Directors of WISA Group Plc, with the exception of Nina Kiviranta, as well as the members of the company's Group Leadership Team and the lead audit partner were present at the meeting.

1. Opening of the meeting

The Chair of the Board of Directors, Mr. Henrik Ehrnrooth, opened the meeting and welcomed the shareholders to the meeting.

2. Calling the meeting to order

Attorney-at-law, Lagman Johan Aalto was elected to chair the Extraordinary General Meeting, and he called Markus Skrabb, Chief Compliance Officer, to act as the secretary of the meeting.

The chair of the meeting explained matters of order relating to the course of the meeting.

It was noted that the Extraordinary General Meeting was conducted mainly in Finnish and simultaneously translated into Finnish and English.

It was noted that the shareholders were able to follow the meeting through a webcast. It was not possible to ask questions, make counterproposals, otherwise speak, or vote through the webcast. Following the webcast was not considered as participation in the Extraordinary General Meeting or exercise of the shareholder rights.

It was noted that shareholders had had the opportunity to vote in advance on agenda items 6–9 of the meeting. Proposals subject to advance voting were, according to the Finnish Companies Act, considered to have been presented without amendments at the Extraordinary General Meeting.

It was recorded that if a full counting of votes is not carried out in an agenda item, the number of votes in favor, opposing and abstaining votes cast in the advance voting will be recorded in the minutes in connection with each agenda item in accordance with the summary of the votes cast in advance. To the extent that opposing votes were cast in advance without presenting a counterproposal in agenda items where the proposal could not be opposed without a counterproposal, such votes were not formally taken into account as votes opposing the proposal.

It was noted that, based on the votes cast in advance, the required majority for each agenda item is in favor of the proposals of the Board of Directors.

It was noted that a summary of the votes cast in advance was enclosed with the minutes (Appendix 2).

3. Election of persons to scrutinize the minutes and to supervise the counting of votes

Mia Mokkila was elected to scrutinize the minutes.

Hannu Petersohn was elected to supervise the counting of votes.

4. Recording the legality of the meeting

It was noted that the notice of the meeting, including the Board of Directors' proposals to the Extraordinary General Meeting, had been published as a stock exchange release on July 16, 2026, and had been available on the company's website as of the same date. The notice to the Extraordinary General Meeting had also been sent in writing to all shareholders whose address was known by the company.

It was further noted that the documents required by the Finnish Companies Act in respect of resolving on the demerger had been available, in their entirety, on the company's website for the period required under the Finnish Companies Act prior to the Extraordinary General Meeting, and they were also available at the meeting venue.

It was noted that the Extraordinary General Meeting had been convened in compliance with the Finnish Companies Act and the Articles of Association and constituted a quorum.

The notice to the meeting was attached to the minutes (Appendix 4).

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

It was recorded that shareholders who had duly registered for the Extraordinary General Meeting before the end of the registration period and who had the right to participate in the Extraordinary 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 Extraordinary General Meeting at the meeting venue were deemed as shareholders participating in the meeting.

A list of attendees as of the beginning of the meeting and a list of votes were presented, according to which 3,351 shareholders, representing a total of 297,122,050 shares and votes, were present at the beginning of the meeting either by voting in advance, attending in person, or through a legal or proxy representative.

The list of votes was attached to the minutes (Appendix 5). It was noted that the list of votes would be confirmed to correspond to the attendance at the beginning of a possible vote.

6. Approval of the Demerger Plan and resolving on the Partial Demerger

It was noted that the Board of Directors of the company had proposed to the Extraordinary General Meeting that the Extraordinary General Meeting resolves on the partial demerger of UPM-Kymmene Corporation (the "**Company**" or "**UPM**") in accordance with the demerger plan approved by the Board of Directors of the Company on April 29, 2026, and approves the demerger plan so that, as part of the demerger resolution, the General Meeting resolves as a whole on the matters presented below conditional upon the completion of the demerger.

It was recorded that the demerger plan with its appendices had been available on the Company's website as of April 29, 2026, and was also available at the meeting venue. The demerger plan was attached to the minutes (Appendix 6). The Company's demerger and listing prospectus had been published on July 16, 2026, and had been available on the Company's website as of the same date.

According to the demerger plan, the Company will demerge so that all assets and liabilities of the Company relating to the UPM Plywood business area, or predominantly serving the UPM Plywood business area, are transferred to WISA Group Plc ("**WISA Group**"), a company to be established in the demerger.

The planned date of registration of the completion of the demerger (the "**Effective Date**") is on or about October 31, 2026. The actual Effective Date may change in accordance with the demerger plan.

Despite the resolution of the Extraordinary General Meeting, the Board of Directors of the Company may, at any time prior to the completion of the demerger, resolve not to complete the demerger if the Board of Directors concludes that the completion of the demerger would no longer be in the best interest of the Company and its shareholders due to a change in circumstances that has occurred or arisen after the demerger plan was signed.

In accordance with the demerger plan, the shareholders of the Company will, as demerger consideration, receive one (1) new share in WISA Group for each share owned in the Company (the "**Demerger Consideration**"), that is, the Demerger Consideration will be issued to the Company's shareholders in proportion to their shareholdings with a ratio of 1:1. The Demerger Consideration will be issued through the book-entry securities system maintained by Euroclear Finland Oy and will be distributed automatically, meaning that no action is required from the shareholders of the Company in relation thereto. The allocation of the Demerger Consideration is based on the shareholding in the Company on the Effective Date.

The Company intends to apply for admitting the shares of WISA Group for trading on the official list of Nasdaq Helsinki Ltd ("**Nasdaq Helsinki**"). Trading in the shares of

WISA Group on Nasdaq Helsinki is expected to commence on or about November 2, 2026, or as soon as possible thereafter.

As part of the resolution on the demerger, the Extraordinary General Meeting decided on the following matters, conditionally upon the completion of the demerger:

a) *The incorporation of WISA Group and approval of its Articles of Association*

WISA Group will be incorporated in connection with the registration of the completion of the demerger on the Effective Date. It has been proposed that the company name of WISA Group be WISA Group Plc (in Finnish WISA Group Oyj), and WISA Group's proposed Articles of Association are included in full as an appendix to the demerger plan.

b) *The number of members of the Board of Directors and election of the members of the Board of Directors of WISA Group*

According to the proposed Articles of Association of WISA Group, the Board of Directors of WISA Group comprises a minimum of four (4) and a maximum of eight (8) members. The term of office of the members of the Board of Directors of WISA Group shall commence on the Effective Date and expire at the end of the Annual General Meeting of WISA Group following the Effective Date.

The Board of Directors of the Company had proposed that the number of members of the Board of Directors of WISA Group shall be six (6).

The Board of Directors of the Company had proposed that Tapio Korpeinen be elected as Chair of the Board of Directors, and that Sakari Ahdekivi, Frank Herrmann, Nina Kiviranta, Mats Nordlander and Emmanuelle Picard be elected as other members of the Board of Directors of WISA Group. All candidates had given their consent to the election.

All candidates except Tapio Korpeinen are expected to be independent of WISA Group and its significant shareholders, once WISA Group has been registered. Tapio Korpeinen currently serves as the Chief Financial Officer of UPM and is a member of its Group Executive Team, and he therefore belongs to UPM's operative management. In assessing independence, it has been taken into account that UPM will be a significant raw material supplier to WISA Group under a wood supply agreement to be entered into between the companies. UPM has announced in its stock exchange release on March 16, 2026, that Korpeinen will step down from the Group Executive Team of UPM on December 31, 2026, upon reaching his contractual retirement age, and will thereafter no longer belong to the Company's management. Accordingly, all candidates to the Board of Directors of WISA Group, including Korpeinen, are expected to be independent of the company and its significant shareholders after December 31, 2026.

c) *Authorization to decide on the issuance of shares and special rights entitling to shares in WISA Group*

As set out in detail in Section 18.1 of the demerger plan, the Board of Directors of WISA Group had been proposed to be authorized to decide, following the completion of the demerger, on the issuance of WISA Group shares, option rights and other special rights referred to in Chapter 10, Section 1 of the Finnish Companies Act entitling to shares in one or more instalments so that a maximum of 25,000,000 shares in WISA Group in total may be issued or transferred under the authorization.

The authorization had been proposed to be used for the financing or implementation of potential acquisitions or other arrangements or investments relating to WISA Group's business, the developing of the capital structure of WISA Group, the implementation of WISA Group's incentive plans, or for other purposes as decided by the Board of Directors of WISA Group.

The authorization had been proposed to entitle the Board of Directors of WISA Group to decide on all terms and conditions of the share issue and issuance of special rights. The authorization includes the right to issue shares also otherwise than in proportion to the shareholdings of WISA Group's shareholders under the conditions provided in the law, the right to issue shares with or without payment, and the right to decide on a share issue without payment to WISA Group itself.

The authorization had been proposed to be valid until the conclusion of the first Annual General Meeting held by WISA Group.

d) *Authorization to decide on the acquisition of WISA Group's own shares and on the acceptance as pledge of WISA Group's own shares*

As set out in detail in Section 18.2 of the demerger plan, the Board of Directors of WISA Group had been proposed to be authorized to decide, following the completion of the demerger, on the acquisition of WISA Group's own shares and on the acceptance as pledge of WISA Group's own shares in one or more instalments. The authorization covers in total a maximum of 50,000,000 of WISA Group's own shares.

The consideration payable for shares under the authorization shall be based on the price formed on the securities markets or otherwise in a competitive process. The authorization includes the right, subject to the prerequisites of the Finnish Companies Act being fulfilled, to acquire shares through a tender offer made to all shareholders on equal terms, but also otherwise than in proportion to the shareholders' shareholdings (directed acquisition).

Own shares may be acquired to be cancelled, to be held by WISA Group, to be transferred further, or for other purposes determined by the Board, or they may be accepted as pledge. The Board of Directors of WISA Group decides on all other terms and conditions of the acquisition of own shares or their acceptance as pledge.

The authorization had been proposed to be valid until the conclusion of the first Annual General Meeting held by WISA Group.

It was recorded that Massimo Reynaudo, President and CEO of the Company, Tapio Korpeinen, the proposed Chair of the Board of WISA Group, and Tuija Suur-Hamari, President and CEO designate of WISA Group had presented the background of the proposed demerger, WISA Group and its operations, as well as the proposed Board of Directors and Group Leadership Team of WISA Group.

It was recorded that resolutions conditional upon the completion of the demerger will enter into force in connection with the registration of the completion of the demerger.

Shareholder Raimo Granberg (voting ticket number 1013) requested, without demanding a vote, that it be recorded in the minutes that he had proposed a clarification to Article 9 of WISA Group’s proposed Articles of Association, according to which the Board of Directors of WISA Group may resolve that a General Meeting be held without a meeting venue only in circumstances where holding the General Meeting at a meeting venue would be in non-compliance with gathering restrictions imposed pursuant to a decision of a public authority or another administrative decision.

The Extraordinary General Meeting resolved to approve the demerger plan in accordance with the proposal of the Board of Directors and resolved on the partial demerger of the Company in accordance with the demerger plan as well as approved the other resolution proposals in subsections a–d as part of the demerger resolution in accordance with the proposal of the Board of Directors.

It was recorded that, in this agenda item, the advance votes were distributed as follows: there were 296,544,519 votes in favor of the adoption of the Board of Directors’ proposal (approximately 99.99 percent of the shares represented in the advance voting), 19,701 votes against the Board of Directors’ proposal, and 1,341 abstaining votes.

7. Resolution on the remuneration of the members of the Board of Directors of WISA Group

It was recorded that the Board of Directors of the Company had proposed to the Extraordinary General Meeting that for the term commencing on the Effective Date and ending at the conclusion of the Annual General Meeting of WISA Group in 2027, the Chair of the Board of Directors of WISA Group be paid a base fee of EUR 50,000, the possible Deputy Chair of the Board of Directors a base fee of EUR 35,000 and each of the other members of the Board of Directors a base fee of EUR 25,000. In addition, the Board of Directors of the Company had proposed that the Chair of the Board of Directors of WISA Group be paid an additional fee of EUR 30,000, the possible Deputy Chair of the Board of Directors an additional fee of EUR 20,000 and each of the other members of the Board of Directors an additional fee of EUR 15,000 as compensation for preparatory work carried out prior to the Effective Date in connection with the listing of WISA Group. The fee is a one-time compensation for work conducted prior to the listing.

The Board of Directors of the Company had further proposed that the members of WISA Group’s Board committees be paid the committee fees for the term commencing on the Effective Date and ending at the conclusion of the Annual General Meeting of WISA Group in 2027 as follows:

- Audit Committee: Chair EUR 8,000 and each member EUR 4,000
- Remuneration Committee: Chair EUR 5,000 and each member EUR 4,000
- Nomination and Governance Committee: Chair EUR 5,000 and each member EUR 4,000.

According to the proposal the base fees and additional fees are proposed to be paid in WISA Group shares and cash so that approximately 40 percent will be payable in WISA Group shares to be purchased on the Board members’ behalf, and the rest in cash. WISA Group will pay any costs and transfer tax related to the purchase of the company’s shares. Shares thus purchased may not be transferred within two years from the purchase date or until the director’s membership of the Board has ended, whichever occurs first. The committee fees were proposed to be paid in cash. If the term of a member of the Board terminates before the Annual General Meeting of 2027, the Board has a right to resolve upon potential reclaim of the annual fees as it deems fit.

In addition, the Board of Directors of the Company had proposed that the members of the Board of Directors and Board committees of WISA Group be paid, from the date of the Extraordinary General Meeting resolving on the election of members of the Board of Directors, a meeting fee of EUR 1,000 per meeting and that members of the Board of Directors are compensated for actual travel and accommodation expenses related to Board and Committee work against invoices.

It was recorded that the resolution on the remuneration of the members of the Board of Directors of WISA Group is conditional upon the completion of the demerger, i.e., the resolution will enter into force in connection with the registration of the completion of the demerger on the Effective Date.

It was noted that the remuneration policy of WISA Group will be presented to the general meeting for adoption at the company’s first Annual General Meeting to be held in spring 2027. The Board of Directors of WISA Group will consider and approve the company’s remuneration policy following the completion of the demerger. The remuneration policy will be available on WISA Group’s website after it has been approved by the Board of Directors of the company.

The Extraordinary General Meeting resolved to approve the remuneration of the members of the Board of Directors of WISA Group in accordance with the proposal.

It was recorded that, in this agenda item, the advance votes were distributed as follows: there were 295,567,760 votes in favor of the Board of Directors' proposal (approximately 99.67 percent of the shares represented in the advance voting), 939,320 votes against the Board of Directors' proposal, and 41,498 abstaining votes.

8. Resolution on the remuneration of the auditor of WISA Group

It was noted that the Board of Directors of the Company had proposed to the Extraordinary General Meeting that the remuneration and reimbursements of the auditor to be elected to WISA Group be paid against invoices approved by WISA Group.

It was recorded that the resolution on the remuneration of the auditor of WISA Group is conditional upon the completion of the demerger, i.e., the resolution will enter into force in connection with the registration of the completion of the demerger on the Effective Date.

The Extraordinary General Meeting resolved in accordance with the Board of Directors' proposal that the remuneration and reimbursements of the auditor to be elected to WISA Group be paid against invoices approved by WISA Group.

It was recorded that, in this agenda item, the advance votes were distributed as follows: there were 296,321,448 votes in favor of the Board of Directors' proposal (approximately 99.92 percent of the shares represented in the advance voting), 54,888 votes against the Board of Directors' proposal, and 176,214 abstaining votes.

9. Election of the auditor of WISA Group

It was recorded that, according to the Articles of Association of WISA Group approved above, an audit firm approved by the Finnish Patent and Registration Office shall be appointed as the auditor of WISA Group.

It was noted that the Board of Directors of the Company had proposed to the Extraordinary General Meeting that Ernst & Young Oy, a firm of authorized public accountants, be elected as WISA Group's auditor.

It was noted that Ernst & Young Oy had informed that Authorized Public Accountant (KHT) Kristina Sandin would act as the lead audit partner.

It was recorded that the resolution on the election of the auditor of WISA Group is conditional upon the completion of the demerger, i.e., the resolution will enter into force in connection with the registration of the completion of the demerger on the Effective Date.

The Extraordinary General Meeting resolved in accordance with the Board of Directors' proposal to elect Ernst & Young Oy, a firm of authorized public accountants, as WISA Group's auditor.

It was recorded that, in this agenda item, the advance votes were distributed as follows: there were 296,366,919 votes in favor of the Board of Directors' proposal (approximately 99.94 percent of the shares represented in the advance voting), 5,942 votes against the Board of Directors' proposal, and 174,229 abstaining votes.

10. Closing of the meeting

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

It was noted that all the matters on the agenda of the Extraordinary General Meeting had been dealt with and that the minutes of the meeting would be available on the Company's website as of September 14, 2026, at the latest.

The Chair of the meeting declared the meeting closed at 15:22 EEST.

Chair of the Extraordinary General Meeting:	JOHAN AALTO Johan Aalto
In fidem:	MARKUS SKRABB Markus Skrabb
The minutes scrutinized and approved by:	MIA MOKKILA Mia Mokkila