

# Notice to the Annual General Meeting of Kalmar Corporation

With this notice ("Notice"), the shareholders of Kalmar Corporation ("Kalmar" or "Company") are invited to the Annual General Meeting ("AGM") to be held on Tuesday 31 March 2026 at 16:00 (EEST) in the Grand Events area of Scandic Grand Central Helsinki, Vilhonkatu 13, 00100 Helsinki, Finland. The reception of those who have registered for the meeting, distribution of voting tickets, and coffee service preceding the meeting will start at 15:00 (EEST).

Shareholders can also exercise their voting rights by voting in advance. Instructions for advance voting are set out in Section C of this Notice.

It is possible to follow the AGM via a webcast. Instructions on how to follow the webcast are available on the Company's website [www.kalmarglobal.com/AGM2026](http://www.kalmarglobal.com/AGM2026). It is not possible to ask questions, make counterproposals, make other interventions, or vote via webcast. Following the meeting via webcast shall not be considered as participation in the AGM or as the exercise of shareholders' rights.

At the coffee service, before the AGM, an interview session with Kalmar's President and CEO will be held. Shareholders who have registered to the meeting will have the opportunity to participate in the discussion and ask questions.

## A. MATTERS TO BE CONSIDERED AT THE ANNUAL GENERAL MEETING

Information and proposals concerning the formal organisational matters in agenda items 1 to 5 are included in a separate organisational document published on the Company's website [www.kalmarglobal.com/AGM2026](http://www.kalmarglobal.com/AGM2026). The document also constitutes a part of this Notice to the AGM. The document may be supplemented at the meeting with such information that is not available before the AGM.

The AGM will consider the following matters:

- 1. Opening of the meeting**
- 2. Calling the meeting to order**
- 3. Election of the persons to scrutinise the minutes and to supervise the counting of votes**
- 4. Recording the legality of the meeting**
- 5. Recording the attendance at the meeting and adoption of the list of votes**
- 6. Presentation of the Financial statements, the Board of Directors' report, the Auditor's report, and the Sustainability reporting assurance provider's report for the financial year 2025**

Review of the President and CEO, presentation of the Auditor's report by the Auditor, and presentation of the Sustainability reporting assurance provider's report by the Sustainability reporting assurance provider.

The Company's Financial statements, the Board of Directors' report, the Auditor's report, and the Sustainability reporting assurance provider's report for the financial year 2025 will be available on the Company's website [www.kalmarglobal.com/AGM2026](http://www.kalmarglobal.com/AGM2026) during week 9.

## **7. Adoption of the Financial statements**

## **8. Resolution on the use of the profit shown on the balance sheet and the payment of dividend**

The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 1.09 per each class A share and a dividend of EUR 1.10 per each outstanding class B share be paid for the financial year 2025.

The dividend is proposed to be paid to a shareholder who on the record date of the dividend payment, 2 April 2026, is registered in the shareholder register of Kalmar Corporation maintained by Euroclear Finland Oy.

The Board of Directors proposes that the dividend be paid on 13 April 2026.

## **9. Resolution on the discharge of the members of the Board of Directors and the President and CEO from liability for the financial year 2025**

## **10. Consideration of the Remuneration report for Governing bodies**

The Board of Directors proposes that the Annual General Meeting approves the Company's remuneration report for governing bodies for the financial year 2025. The resolution of the Annual General Meeting on the remuneration report is advisory.

The remuneration report for governing bodies will be available on the Company's website [www.kalmarglobal.com/AGM2026](http://www.kalmarglobal.com/AGM2026) during week 9.

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

The Shareholders' Nomination Board proposes to the Annual General Meeting fixed annual remuneration to the Board members as follows:

- Chair of the Board: EUR 168,000 (EUR 160,000 in 2025)
- Vice Chair of the Board: EUR 100,000 (EUR 95,000 in 2025)
- Members of the Board: EUR 84,000 (EUR 80,000 in 2025)

An additional fixed remuneration is proposed to be paid to the Board members that are elected as members of committees as follows:

- Chair of the Audit and Risk Management Committee: EUR 21,000 (EUR 20,000 in 2025)
- Members of the Audit and Risk Management Committee: EUR 10,500 (EUR 10,000 in 2025)
- Chair of the Personnel and Remuneration Committee: EUR 16,000 (EUR 15,000 in 2025)
- Members of the Personnel and Remuneration Committee: EUR 10,500 (EUR 10,000 in 2025)
- Chair of any other committee possibly constituted by the Board in accordance with a separate decision by the Board: EUR 16,000 (EUR 15,000 in 2025)

- Members of any other committee possibly constituted by the Board: EUR 5,500 (EUR 5,000 in 2025)

In addition to the fixed annual fee, a meeting fee of EUR 1,000 would be paid to the Board member participating in a Board or Committee meeting when the meeting takes place in the member's country of residence. For meetings held in a different country than where the Board member is domiciled, the meeting fee would be EUR 2,000 and for meetings held on a different continent than where the Board member is domiciled, the meeting fee would be EUR 3,000. For remote and telephone meetings or when attending a regular meeting remotely, the meeting fee would be EUR 1,000.

Approximately 40% of the fixed yearly remuneration would be paid in Kalmar's class B shares and the rest in cash. The aim is that the purchase of the shares from the market at a price formed in public trading would be commenced after the Q1 2026 interim result publication. Kalmar would cover the transfer taxes related to the remuneration paid in shares.

The expenses of Board members related to travel and accommodation as well as other costs directly related to board and committee work would be reimbursed in accordance with Kalmar's policies.

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

The Shareholders' Nomination Board proposes to the Annual General Meeting that the number of members of the Board of Directors to be eight (currently 8 members).

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

The Shareholders' Nomination Board proposes that the current members Mr. Jaakko Eskola, Mr. Lars Engström, Mr. Marcus Hedblom, Mr. Vesa Laisi, Mr. Casimir Lindholm, Mrs. Sari Pohjonen and Mrs. Emilia Torttila-Miettinen would be re-elected as members of the Board. The Nomination Board further proposes that Mrs. Carita Himberg would be elected as a new member of the Board.

Carita Himberg is an experienced people and culture executive with a background from several different companies and industries.

Furthermore, the Nomination Board recommends that the Board of Directors re-elects from among themselves Jaakko Eskola as the Chair of the Board of Directors and Casimir Lindholm as the Vice Chair.

All the proposed Board members have given their consent to be elected and have been assessed to be independent of the Company and its significant shareholders.

The CVs of all persons proposed as Board members are available at Kalmar's website [www.kalmarglobal.com/AGM2026](http://www.kalmarglobal.com/AGM2026).

With regard to the selection procedure for the members of the Board of Directors, the Nomination Board recommends that shareholders take a position on the proposal as a whole at the General Meeting. This recommendation is based on the fact that in Kalmar Corporation, in line with a good Nordic governance model, the Nomination Board is separate from the Board of Directors. The Nomination Board, in addition to ensuring that individual nominees for membership of the Board of Directors possess the required competencies, is also responsible for ensuring that the proposed Board of Directors as a whole has the best possible expertise and experience for the Company and that the composition of the Board of Directors meets other requirements of the Finnish Corporate Governance Code for listed companies.

#### **14. Resolution on the remuneration of the Auditor and the Sustainability reporting assurance provider**

The Board of Directors, in accordance with the recommendation of the Audit and Risk Management Committee, proposes to the Annual General Meeting that the Auditors' and the Sustainability reporting assurance provider's fees be paid according to an invoice approved by the Company.

#### **15. Election of the Auditor and the Sustainability reporting assurance provider**

The Board of Directors, in accordance with the recommendation of the Audit and Risk Management Committee, proposes to the Annual General Meeting that audit firm Ernst & Young Oy be re-elected as the Company's auditor for a term ending at the end of the Annual General Meeting 2027. Ernst & Young Oy has notified the Company that, in the event it is elected as the Company's auditor, Kristina Sandin, APA, would act as the responsible auditor.

The Board of Directors, in accordance with the recommendation of the Audit and Risk Management Committee, further proposes to the Annual General Meeting that authorised sustainability audit firm Ernst & Young Oy be re-elected as the Company's Sustainability reporting assurance provider for a term ending at the end of the Annual General Meeting 2027. Ernst & Young Oy has notified the Company that, in the event it is elected as the Company's Sustainability reporting assurance provider, Kristina Sandin, APA, Authorised Sustainability Auditor (ASA), would act as the responsible sustainability reporting assurance provider. The election of Ernst & Young Oy as the sustainability reporting assurance provider of the Company is conditional on Ernst & Young Oy being elected as the Company's auditor.

#### **16. Authorising the Board of Directors to decide on repurchase and/or on the acceptance as pledge of the Company's own shares**

The Board of Directors proposes to the Annual General Meeting that the Annual General Meeting authorises the Board of Directors to decide on the repurchase and/or on the acceptance as pledge of the Company's own shares in one or several instalments as follows:

A maximum of 6,400,000 shares in the Company may be repurchased and/or accepted as pledge on the basis of the authorisation, of which no more than 952,000 are class A shares and 5,448,000 are class B shares which would correspond to approximately 10 percent of Kalmar's registered class A shares and approximately 10 percent of class B shares. The shares acquired on the basis of the authorisation may only be purchased with unrestricted equity of the Company.

The purchase price of class A and class B shares shall be based on the market price of class B share formed in public trading on Nasdaq Helsinki Ltd on the date of purchase: the lowest market price of the Company's class B share quoted in public trading during the authorisation period shall be the minimum consideration and the highest market price quoted during the authorisation period shall be the maximum consideration. The shares may be repurchased and/or accepted as pledge through a directed purchase as defined in Chapter 15, Section 6 of the Finnish Limited Liability Companies Act.

The Board of Directors shall decide on any other terms and conditions related to the repurchase and/or the acceptance as pledge of the Company's own shares.

The authorisation cancels the authorisation given by the Annual General Meeting on 27 March 2025 to decide on the repurchase and/or acceptance as pledge of the Company's own shares. The authorisation is effective until the end of the next Annual General Meeting, however no longer than 18 months.

**17. Authorising the Board of Directors to decide on the issuance of shares as well as the issuance of option rights and other special rights entitling to shares**

The Board of Directors proposes to the Annual General Meeting that the Annual General Meeting authorises the Board of Directors to decide on the issuance of shares as well as the issuance of option rights and other special rights entitling to shares, as referred to in Chapter 10, Section 1 of the Finnish Limited Liability Companies Act, as follows: the number of shares to be issued based on this authorisation in one or more instalments shall not exceed 952,000 class A shares and 5,448,000 class B shares which would correspond to approximately 10 percent of Kalmar's registered class A shares and approximately 10 percent of class B shares. The authorisation covers 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 provided that the issuance is based on weighty financial reasons. The Board of Directors is authorised to decide on all conditions of the issuance of shares and of special rights entitling to shares.

The authorisation cancels the authorisation given by the Annual General Meeting on 27 March 2025 to decide on the issuance of shares and special rights entitling to shares. The authorisation is effective until the end of the next Annual General meeting, however no longer than 18 months.

**18. Authorising the Board of Directors to decide on donations**

The Board of Directors proposes to the Annual General Meeting that the Annual General Meeting authorises the Board of Directors to decide on donations in the total aggregate maximum amount of EUR 200,000 for university collaboration, charity or similar purposes, and to decide on the recipients, purposes and other terms of the donations. The donations can be made in one or more instalments.

The authorisation shall be effective until the end of the next Annual General Meeting.

**19. Closing of the meeting**

**B. DOCUMENTS OF THE ANNUAL GENERAL MEETING**

This Notice, which contains all proposals for resolutions on the matters on the agenda of the AGM, as well as the organisational document are available on the Company's website [www.kalmarglobal.com/AGM2026](http://www.kalmarglobal.com/AGM2026). Kalmar's Financial statements, the Board of Directors' report, the Auditor's report, the Sustainability reporting assurance provider's report, as well as the Remuneration report for Governing bodies for the financial year 2025 are available on the Company's website [www.kalmarglobal.com/AGM2026](http://www.kalmarglobal.com/AGM2026) during week 9. All above mentioned documents will also be available at the meeting.

The minutes of the meeting will be available on the Company's website [www.kalmarglobal.com/AGM2026](http://www.kalmarglobal.com/AGM2026) latest on 14 April 2026.

**C. INSTRUCTIONS FOR MEETING PARTICIPANTS**

**1. Shareholders registered in the shareholder register**

Shareholders who are registered in the shareholder register of Kalmar held by Euroclear Finland Oy on the record date of the AGM on 19 March 2026 are entitled to participate in the AGM. A

shareholder whose shares in the Company are registered in their personal Finnish book-entry account is registered in the Company's shareholder register. Changes in the shareholding after the record date of the AGM do not affect the right to participate in the AGM or the shareholder's voting rights.

Registration for the AGM starts on 13 February 2026 at 09:30 (EET). A shareholder who is registered in the Company's shareholder register and wishes to participate in the AGM must register for the meeting no later than 23 March 2026 at 16:00 (EET), by which time the registration must be received.

A shareholder can register for the AGM:

- a) via the Company's website at [www.kalmarglobal.com/AGM2026](http://www.kalmarglobal.com/AGM2026). Electronic registration requires strong identification of the shareholder or their legal representative or proxy with a Finnish, Swedish, or Danish bank ID, or a mobile certificate;
- b) by email. Shareholders registering by email shall submit the registration and advance voting form (if applicable) available on the Company's website [www.kalmarglobal.com/AGM2026](http://www.kalmarglobal.com/AGM2026) or equivalent information to Innovatics Ltd at [agm@innovatics.fi](mailto:agm@innovatics.fi);
- c) by mail. Shareholders registering by mail shall submit the registration and advance voting form (if applicable) available on the Company's website [www.kalmarglobal.com/AGM2026](http://www.kalmarglobal.com/AGM2026) or equivalent information to Innovatics Ltd by mail to Innovatics Ltd, General Meeting / Kalmar Corporation, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland.

**Registration must be received by 16:00 (EET) on 23 March 2026 irrespective of the method of registration.**

When registering, the shareholder and their representative must provide the requested information, such as the shareholder's name, date of birth or business ID, contact details, the name of any assistant or proxy, as well as contact details and date of birth of proxy. The personal data provided by shareholders to Kalmar and Innovatics Ltd will only be used in connection with the AGM and the processing of the necessary registrations related thereto. For further information on the handling of personal data, please visit the Company's website [www.kalmarglobal.com/AGM2026](http://www.kalmarglobal.com/AGM2026).

**The shareholder, their representative or proxy must be able to prove their identity and/or right of representation at the meeting.**

Further information on registration is available by telephone during the registration period of the AGM by calling Innovatics Ltd at +358 10 2818 909 on weekdays from 9:00–12:00 and from 13:00–16:00 (EET).

## **2. Holders of nominee-registered shares**

A holder of nominee-registered shares is entitled to participate in the AGM on the basis of the shares which would entitle them entry into the shareholder register held by Euroclear Finland Oy on the record date for the AGM on 19 March 2026. Participation also requires that the shareholder is temporarily registered in the shareholder register held by Euroclear Finland Oy by 26 March 2026 by 10:00 (EET) at the latest. In the case of nominee-registered shares, this is considered as registration for the AGM. Changes in the shareholding after the record date of the AGM do not affect the right to participate in the AGM or the shareholder's voting rights.

A holder of nominee-registered shares is advised to request well in advance the necessary instructions from their custodian bank regarding temporary registration in the register of shareholders, the issuing of proxy documents and voting instructions, registration, and attendance

at the AGM and advance voting. The account manager of the custodian bank shall register the holder of nominee-registered shares who wishes to participate the AGM temporarily in the register of shareholders of the Company by the aforementioned date and time at the latest and, if necessary, arrange for advance voting on behalf of the holder of nominee-registered shares before the end of the registration period for holders of nominee-registered shares.

### **3. Proxy representatives and powers of attorney**

A shareholder may participate in the AGM and exercise their rights there by way of proxy representation. A shareholder's proxy may also vote in advance as described in this Notice. The proxy representative must authenticate to the electronic registration and advance voting service personally with strong authentication, after which they will be able to register and vote in advance on behalf of the shareholder who they represent. The shareholder's proxy must present a dated proxy document, or otherwise in a reliable manner prove that they are entitled to represent the shareholder at the AGM. Proving the right to represent can be done by using the Suomi.fi service "Representation at the General Meeting" at [www.suomi.fi/e-authorizations](http://www.suomi.fi/e-authorizations) available in the electronic registration service.

A model for proxy document and voting instructions is available on the Company's website [www.kalmarglobal.com/AGM2026](http://www.kalmarglobal.com/AGM2026). If a shareholder participates in the AGM through several proxies representing the shareholder with shares held in different securities accounts, the shares on the basis of which each proxy represents the shareholder shall be identified in connection with the registration.

Any proxy documents are requested to be submitted preferably as an attachment with the electronic registration or alternatively by mail to Innovatics Ltd, General Meeting / Kalmar Corporation, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland or by email to [agm@innovatics.fi](mailto:agm@innovatics.fi) before the end of the registration period. In addition to submitting the proxy documents, the shareholder or their proxy shall register for the AGM in the manner described above in this Notice.

### **4. Advance voting**

A shareholder whose shares in the Company are registered in their personal Finnish book-entry account may vote in advance between 13 February 2026 at 09:30 (EET) and 23 March 2026 at 16:00 (EET) on certain items on the agenda of the AGM as follows:

- a) via the Company's website [www.kalmarglobal.com/AGM2026](http://www.kalmarglobal.com/AGM2026). Login to the service is done in the same way as for registration in Section C.1. of this Notice.
- b) by email by submitting the advance voting form available on the Company's website [www.kalmarglobal.com/AGM2026](http://www.kalmarglobal.com/AGM2026) or equivalent information to Innovatics Ltd at [agm@innovatics.fi](mailto:agm@innovatics.fi).
- c) by mail by submitting the advance voting form available on the Company's website [www.kalmarglobal.com/AGM2026](http://www.kalmarglobal.com/AGM2026) or equivalent information to Innovatics Ltd at Innovatics Ltd, General Meeting / Kalmar Corporation, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland.

Advance votes must be received by the time the advance voting ends. The submission of votes by mail or email before the end of the registration and advance voting period shall be considered as registration for the AGM, provided that it contains the above information required for registration.

A shareholder who has voted in advance cannot exercise the right to ask questions or demand a vote under the Finnish Limited Liability Companies Act unless they participate in the AGM in person or by proxy at the meeting venue. It is not possible to make counterproposals in an advance vote. Therefore, in matters where the AGM is required under the Finnish Limited Liability Companies Act or the Company's Articles of Association to take a decision and where, due to the

nature of the matter, the proposal cannot be opposed without a counterproposal (e.g. election of members of the Board of Directors), it is not possible to cast an opposing vote in the advance vote, and any opposing votes potentially cast in the advance vote will not be counted as votes cast.

With respect to nominee registered shareholders, the advance voting is carried out by the account manager. The account manager may vote in advance on behalf of the holders of nominee-registered shares whom they represent in accordance with the voting instructions given by them during the registration period set for the nominee-registered shareholders.

Proposals for resolution that are subject to advance voting are deemed to have been made at the AGM without any changes.

Further information on advance voting is available by telephone during the registration period of the AGM by calling Innovatics Ltd at +358 10 2818 909 on weekdays from 9:00–12:00 and from 13:00–16:00 (EET).

## 5. Other instructions/information

The meeting language is Finnish. There will be simultaneous interpretation into English at the AGM.

Shareholders present at the AGM have the right to ask questions about the matters considered at the meeting in accordance with Chapter 5, Section 25 of the Finnish Limited Liability Companies Act.

On the date of this Notice, 13 February 2026, the total number of Kalmar's class A shares is 9,526,089 and the total number of class B shares is 54,798,029. Pursuant to the Company's Articles of Association, each class A share represents one vote and each full set of ten class B shares represents one vote, however, each shareholder has a minimum of one vote.

On the date of this Notice, 13 February 2026, the Company holds a total of 181,389 own class B shares that do not carry a right to participate in the AGM. Changes in shareholding after the record date of the AGM do not have any impact on the right to participate in the AGM nor on the number of votes.

Coffee will be served prior to the AGM at 15:00-16:00 (EEST). In connection with the coffee service, before the AGM, an interview session with Kalmar's President and CEO will be held. Shareholders who have registered to the meeting have the opportunity to participate in the discussion and ask questions. It should, however, be noted that the event is not part of the AGM, and that the questions presented in it are therefore not questions pursuant to Chapter 5, Section 25 of the Finnish Limited Liability Companies Act. The event will be in Finnish and open to those who have registered to and are attending the AGM.

We welcome all Shareholders to Kalmar's Annual General Meeting!

In Helsinki on 13 February 2026

KALMAR CORPORATION  
Board of Directors