

## PROPOSALS OF THE BOARD OF DIRECTORS OF FORTUM CORPORATION FOR THE ANNUAL GENERAL MEETING 2026

### **ITEM 7. ADOPTION OF THE FINANCIAL STATEMENTS AND CONSOLIDATED FINANCIAL STATEMENTS**

The Board of Directors proposes that the Annual General Meeting adopt the financial statements and the consolidated financial statements. The Company's auditor has supported the adoption of the financial statements.

### **ITEM 8. PROPOSAL BY THE BOARD OF DIRECTORS FOR THE USE OF THE PROFIT SHOWN ON THE BALANCE SHEET AND THE DISTRIBUTION OF DIVIDEND**

The distributable funds of Fortum Corporation as at 31 December 2025 amounted to EUR 6,769,857,747 including the profit for the financial year 2025 of EUR 253,472,257.

The Board of Directors proposes that a dividend of EUR 0.74 per share be paid for the financial year 2025, which corresponds to 90 % payout of the Group's comparable earnings per share (EPS) of EUR 0.82.

In Fortum's dividend policy, the payout ratio is 60-90 % of the Group's comparable EPS. In situations with strong balance sheet and low investments, Fortum applies the upper end of the range of the payout ratio.

Based on the number of shares registered as at 2 February 2026, the total amount of dividend would be EUR 663,975,704. The Board of Directors proposes that the remaining part of the distributable funds be retained in the unrestricted equity of the Company.

The dividend would be paid to shareholders who on the record date of the dividend payment 2 April 2026 are recorded in the Company's shareholders' register held by Euroclear Finland Oy. The Board of Directors proposes that the dividend be paid on 14 April 2026.

### **ITEM 10. PROPOSAL BY THE BOARD OF DIRECTORS REGARDING THE PRESENTATION OF THE REMUNERATION REPORT FOR THE COMPANY'S GOVERNING BODIES**

The Board of Directors proposes that the Remuneration Report for the Company's governing bodies for 2025 be approved. The resolution of the Annual General Meeting on the approval of the Remuneration Report is advisory.



**ITEM. 14. PROPOSAL BY THE BOARD OF DIRECTORS FOR AUDITOR AND SUSTAINABILITY REPORTING ASSURANCE PROVIDER REMUNERATION**

On the recommendation of the Audit and Risk Committee, the Board of Directors proposes that the fees of the auditor and the sustainability reporting assurance provider to be elected for the financial year 2027 be paid pursuant to the invoices approved by the Company.

The fee paid to the auditor and the sustainability reporting assurance provider for services rendered and invoiced in 2025 totalled approximately EUR 2.2 million. In addition, the audit firm was paid a total of approximately EUR 0.0 million in fees for non-audit and advisory services rendered and invoiced.

**ITEM 15. PROPOSAL BY THE BOARD OF DIRECTORS FOR ELECTION OF THE AUDITOR AND THE SUSTAINABILITY REPORTING ASSURANCE PROVIDER FOR THE FINANCIAL YEAR 2027**

On the recommendation of the Audit and Risk Committee, the Board of Directors proposes that KPMG Oy Ab be re-elected as the Company's auditor and sustainability reporting assurance provider for the financial year 2027. In addition, it is proposed that the Annual General Meeting request the auditor to give a statement on the granting of discharge from liability to the members of the Board of Directors, the President and CEO and the possible Deputy President and CEO, on the Board of Directors' proposal for the distribution of funds, and on the adoption of the financial statements.

KPMG Oy Ab has notified the Company that in the event it is elected as auditor and sustainability reporting assurance provider for the financial year 2027, Kirsi Jantunen, APA, ASA, would be the principal auditor and the principal authorised sustainability auditor.

***RECOMMENDATION TO THE BOARD OF DIRECTORS FOR THE APPOINTMENT OF A STATUTORY AUDITOR***

*This recommendation has been prepared and submitted in accordance with Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC (the "Audit Regulation"). Under paragraph 2 of Article 16 of the Audit Regulation, Fortum Corporation's ("Fortum") Audit and Risk Committee shall submit a recommendation to Fortum's Board of Directors for the appointment of a statutory auditor.*

*The Audit and Risk Committee recommends to the Board of Directors that the engagement of KPMG Oy Ab as statutory auditor of Fortum be renewed, and KPMG Oy Ab be re-elected as the statutory auditor of Fortum for the financial year 2027.*

*As required by the Audit Regulation, the Audit and Risk Committee hereby confirms that this recommendation is free from influence by a third party and that no clause of the kind referred to in paragraph 6 of Article 16 of the Audit Regulation, which would restrict the choice by the Annual General Meeting as regards the appointment of the auditor, has been imposed upon it.*

***RECOMMENDATION TO THE BOARD OF DIRECTORS FOR THE APPOINTMENT OF THE SUSTAINABILITY REPORTING ASSURANCE PROVIDER***

*Fortum's Audit and Risk Committee has a task to submit a recommendation to Fortum's Board of Directors for the appointment of a sustainability reporting assurance provider.*



*The Audit and Risk Committee recommends to the Board of Directors that KPMG Oy Ab be re-elected as the sustainability reporting assurance provider of Fortum for the financial year 2027.*

*These recommendations are included in the Board of Directors' proposal to the Annual General Meeting 2026.*

*Audit and Risk Committee of the Board of Directors of Fortum Corporation.*

**ITEM 16. PROPOSAL BY THE BOARD OF DIRECTORS TO AMEND CERTAIN ARTICLES OF THE COMPANY'S ARTICLES OF ASSOCIATION**

The Board of Directors proposes that certain articles of the Company's Articles of Association be amended to reflect recent legislative changes concerning sustainability reporting. The amendments proposed are of technical nature and will not have any impact on the Company's operations.

The Board of Directors proposes the following amendments to be made to the Company's Articles of Association:

Current wording:	Proposed new wording (amendments in bold):
IV FINANCIAL STATEMENTS AND AUDIT	<b>IV FINANCIAL STATEMENTS, AUDIT AND SUSTAINABILITY REPORTING ASSURANCE</b>
Article 11. The Company has one regular auditor, which must be a firm of auditors referred to in the Auditing Act.	Article 11. The Company has one regular auditor, which must be a firm of auditors referred to in the Auditing Act <b>and one sustainability reporting assurance provider</b> .
The term of the auditor shall be one financial period.	The term of the auditor <b>and the sustainability reporting assurance provider</b> shall be one financial period.
Article 16. The Annual General Meeting of shareholders shall:  be presented with  1. the financial statements, including consolidated financial statements, and a report by the Board of Directors;  2. the auditors' report;	Article 16. The Annual General Meeting of shareholders shall:  be presented with  1. the financial statements, including consolidated financial statements, and a report by the Board of Directors;  2. <b>the auditors' report and the sustainability reporting assurance report</b> ;



<p>decide on</p> <ul style="list-style-type: none"> <li>3. the adoption of the financial statements and consolidated financial statements;</li> <li>4. the use of the profit shown on the balance sheet;</li> <li>5. the discharge from liability for the members of the board of Directors and the Managing Director and his/her deputy, if there is one;</li> <li>6. the remuneration policy, if necessary;</li> <li>7. the adoption of the remuneration report;</li> <li>8. the remuneration of the Board members and the auditor;</li> <li>9. the number of the members of the Board of Directors;</li> </ul> <p>elect</p> <ul style="list-style-type: none"> <li>10. the chairperson, deputy chairperson and members of the Board of Directors; and</li> <li>11. the auditor; and</li> </ul>	<p>decide on</p> <ul style="list-style-type: none"> <li>3. the adoption of the financial statements and consolidated financial statements;</li> <li>4. the use of the profit shown on the balance sheet;</li> <li>5. the discharge from liability for the members of the Board of Directors and the Managing Director and his/her deputy, if there is one;</li> <li>6. the remuneration policy, if necessary;</li> <li>7. the adoption of the remuneration report;</li> <li>8. the remuneration of the Board members and the auditor <b>and the sustainability reporting assurance provider</b>;</li> <li>9. the number of the members of the Board of Directors;</li> </ul> <p>elect</p> <ul style="list-style-type: none"> <li>10. the chairperson, deputy chairperson and members of the Board of Directors; and</li> <li>11. the auditor <b>and the sustainability reporting assurance provider</b>; and</li> </ul>
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#### **ITEM 17. PROPOSAL BY THE BOARD OF DIRECTORS TO AUTHORISE THE BOARD TO DECIDE ON CONTRIBUTIONS**

The Board of Directors proposes that the Board of Directors be authorised to decide on contribution in the total maximum amount of EUR 1,500,000 to Aalto University for the purpose of establishment of a full-time endowed professorship in the energy strategy area. The contribution to Aalto University to be made pursuant to a decision under the authorisation would be paid in several instalments, tentatively during the years 2026-2030.



The Board of Directors further proposes that the Board of Directors be authorised to decide on contributions in the total maximum amount of EUR 500,000 for charitable or similar purposes, and to decide on the recipients, purposes and other terms of the contributions.

In addition, the Board of Directors proposes that the Board of Directors be authorised to decide on contributions in the total maximum amount of EUR 1,000,000 for incidental emergency relief or similar purposes as needed, and to decide on the recipients, purposes and other terms of the contributions.

The authorisations would be effective until the next Annual General Meeting.

In Espoo, 2 February 2026

FORTUM CORPORATION

The Board of Directors