

# sunborn

## INTERNATIONAL

### NOTICE TO THE ANNUAL GENERAL MEETING OF SUNBORN INTERNATIONAL PLC

26.5.2026 22:00:00 EEST | Sunborn International Oyj | Notice to general meeting

The shareholders of Sunborn International Plc are invited to the Annual General Meeting to be held on Tuesday, 16 June 2026 at 10:00 a.m. at the company's head office at Juhana Herttuan puistokatu 23, 20100 Turku. Reception of registered participants and distribution of voting tickets at the meeting venue will begin at 9:30 a.m.

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

#### A. Matters to be Considered at the General Meeting

The following matters will be considered at the General Meeting:

1. Opening of the meeting
2. Organisation of the meeting
3. Election of persons to verify the minutes and to supervise the counting of votes
4. Determining the legality of the meeting
5. Verification of attendance and confirmation of the voting list
6. Presentation of the financial statements for 2025, including the consolidated financial statements, the report of the Board of Directors and the auditor's report

Presentation of the CEO's review.

The financial statements, including the financial statements, the report of the Board of Directors and the auditor's report, are available on the company's website at <https://www.sbih.group/agm-2026>

7. Adoption of the financial statements and the consolidated 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 no dividend be paid on the basis of the balance sheet to be adopted for the financial year 2025 and that the result for the financial year be recorded in retained earnings.

9. Resolution on the discharge of the members of the Board of Directors and the CEO from liability
10. Resolution on the number of members of the Board of Directors

The Board of Directors proposes that the number of members of the Board of Directors of the company be four.

11. Election of the members of the Board of Directors

The Board of Directors proposes that Jakob Eliasson, Jussi Majamaa, Hans Niemi and Xavier Valero be re-elected as members of the Board of Directors.

The term of office of the Board of Directors will continue until the end of the next Annual General Meeting. Of the proposed members, Jakob Eliasson is independent of the company, its management and its significant shareholders. Jussi Majamaa is independent of the company's management and its significant shareholders, but not of the company. Valero is independent of the company's significant shareholders, but not of the company or its management. Hans Niemi is not independent of the company, its management or its significant shareholders.

Further information on the proposed members of the Board of Directors is available on the company's website at <https://www.sbih.group/board-of-directors>.

12. Resolution on the remuneration of the members of the Board of Directors

The Board of Directors proposes that the annual remuneration payable to the members of the Board of Directors remain unchanged:

- EUR 48,000 to the Chairman of the Board of Directors; and
- EUR 24,000 to each member of the Board of Directors.

The annual remuneration is paid to a member of the Board of Directors in proportion to the length of his/her term of office, such that for each calendar month commencing until the next Annual General Meeting, the remuneration accrued shall correspond to the annual remuneration divided by twelve (12). No separate Board remuneration is paid to members of the Board of Directors who are in an employment or service relationship with the company.

In addition, the Board of Directors proposes that the reasonable travel expenses and other costs directly related to the Board work of the members of the Board of Directors be reimbursed in accordance with the company's policy in force from time to time.

#### 13. Choosing of the auditor

The Board of Directors proposes that the audit firm Grant Thornton Oy be elected as the company's auditor for a term of office ending at the end of the next Annual General Meeting.

Grant Thornton Oy has announced that, if elected as auditor, Riku Vuorinen, APA (Authorised Public Accountant), will continue as the principal auditor.

#### 14. Resolution on the remuneration of the auditor

The Board of Directors proposes that the auditor be paid remuneration on the basis of a reasonable invoice approved by the company.

#### 15. Authorising the Board of Directors to decide on the repurchase of the company's own shares

The Board of Directors proposes to the Annual General Meeting that the Board of Directors be authorised to decide on the repurchase of the company's own shares on the following terms:

On the basis of the authorisation, the Board of Directors is entitled to decide on the repurchase of a maximum of 150,000,000 of the company's own shares, corresponding to approximately 26.4 per cent of all shares in the company at the date of publication of the notice of the General Meeting.

The company's own shares shall be repurchased otherwise than in proportion to the shareholdings of the shareholders, using the company's unrestricted equity, at the market price of the shares at the time of repurchase in trading organised on the regulated market of Nasdaq Helsinki Ltd. The shares shall be repurchased and paid for in accordance with the rules of Nasdaq Helsinki Ltd and Euroclear Finland Ltd.

The shares are repurchased for use in the company's share-based incentive schemes, for the payment of Board membership remuneration, as consideration for acquisitions relating to the business or to be held by the company, otherwise transferred or cancelled, or for other purposes decided by the Board of Directors. The Board of Directors shall decide on the other terms relating to the repurchase of the company's own shares.

It is proposed that the repurchase authorisation be valid for 18 months from its granting. The authorisation does not revoke previous authorisations to repurchase the company's own shares.

#### 16. Authorising the Board of Directors to decide on a share issue and on the granting of option rights and other special rights entitling to shares

The Board of Directors proposes to the Annual General Meeting that the Board of Directors be authorised to decide on the issuance of new shares, the transfer of the company's own shares held by the company and/or the granting of option rights and other special rights entitling to shares referred to in Chapter 10, Section 1 of the Finnish Limited Liability Companies Act.

Under the proposed authorisation, the Board of Directors may, by one or more resolutions, issue a maximum of 150,000,000 shares, corresponding to approximately 26.4 per cent of all the company's shares at the time of publication of the notice of the General Meeting. Shares issued on the basis of option rights and other special rights entitling to shares are included in the above maximum amount.

Shares or special rights entitling to shares may be issued in deviation from the shareholders' pre-emptive subscription rights under the conditions provided by law. The authorisation may be used to develop the company's capital structure, to broaden the ownership base, to finance or implement acquisitions or other arrangements, to implement the company's share-based incentive schemes or for other purposes decided by the Board of Directors. The Board of Directors would be entitled to decide on all the terms of the share issue and of the granting of special rights entitling to shares referred to in Chapter 10, Section 1 of the Finnish Limited Liability Companies Act. However, for the implementation of the company's share-based incentive schemes, a maximum of 10,000,000 shares

or special rights entitling to shares may be issued, corresponding to approximately 1.8 per cent of all the company's shares at the time of publication of the notice of the General Meeting.

It is proposed that the authorisation be valid until 30 June 2027. The authorisation does not revoke previous authorisations regarding share issues and the granting of special rights entitling to shares.

## 17. Closing of the meeting

### B. Documents of the General Meeting

This notice, which contains all the resolution proposals on the agenda of the General Meeting, is available on Sunborn International Plc's website at <https://www.sbih.group/agm-2026>. Sunborn International Plc's financial statements, consolidated financial statements, report of the Board of Directors and the auditor's report are available on the said website.

The minutes of the General Meeting will be available on the above website as of 30 June 2026 at the latest.

### C. Instructions for Participants in the Annual General Meeting

#### 1. Shareholder registered in the shareholders' register

The right to participate in the General Meeting is reserved to a shareholder who is registered as a shareholder in the company's shareholders' register held by Euroclear Finland Ltd on the record date of the General Meeting, 4 June 2026. A shareholder whose shares are registered in his/her personal Finnish book-entry account is registered in the company's shareholders' register.

A shareholder registered in the company's shareholders' register who wishes to participate in the Annual General Meeting must register by 9 June 2026 at 4:00 p.m. at the latest, by which time the registration must have been received.

Registration for the General Meeting can be made via the company's website at <https://www.sbih.group/agm-2026>.

Upon registration, the shareholder's name, date of birth or business ID, address, telephone number and/or e-mail address must be provided, as well as the name of any assistant or proxy representative and the date of birth of the proxy representative. The personal data provided by shareholders to Sunborn International Plc will be used only in connection with the General Meeting and the necessary registrations relating thereto.

The shareholder, his/her representative or proxy must, if necessary, be able to prove his/her identity and/or right of representation at the meeting venue.

#### 2. Holder of nominee-registered shares

A holder of nominee-registered shares is entitled to participate in the General Meeting by virtue of such shares on the basis of which he/she would be entitled to be registered in the shareholders' register held by Euroclear Finland Ltd on the record date of the General Meeting, 4 June 2026. Participation also requires that the shareholder has been temporarily registered, by virtue of such shares, in the shareholders' register held by Euroclear Finland Ltd by 11 June 2026 at 10:00 a.m. (EET) at the latest. With respect to nominee-registered shares, this constitutes registration for the General Meeting. Any changes in shareholdings after the record date of the General Meeting do not affect the right to participate in the General Meeting or the shareholder's number of votes.

Holders of nominee-registered shares are advised to request well in advance from their custodian the necessary instructions regarding temporary registration in the shareholders' register, the issuance of proxies and voting instructions, registration for the General Meeting and advance voting. The account operator of the custodian must register a holder of nominee-registered shares who wishes to participate in the General Meeting temporarily in the company's shareholders' register by the above-mentioned time at the latest and, if necessary, arrange for advance voting on behalf of the holder of nominee-registered shares before the registration deadline for holders of nominee-registered shares.

#### 3. Use of proxy representatives and powers of attorney

A shareholder may participate in the General Meeting and exercise his/her rights thereat through a proxy representative. The shareholder's proxy representative may also, if desired, vote in advance in the manner described in this notice. The shareholder's proxy representative must present a dated power of attorney or otherwise reliably demonstrate that he/she is entitled to represent the shareholder at the General Meeting. If a shareholder participates in the General Meeting through several proxy representatives representing the shareholder with shares on different securities accounts, the shares on the basis of which each proxy representative represents the shareholder must be indicated upon registration.

Any powers of attorney are requested to be delivered by e-mail to [agm@sbih.group](mailto:agm@sbih.group) before the end of the registration period. In addition to submitting the power of attorney, the shareholder or his/her proxy representative must register for the General Meeting in the manner described above in this notice.

#### 4. Advance voting

A shareholder whose shares in the company are registered in his/her personal Finnish book-entry account may vote in advance by 9 June 2026 at 4:00 p.m. on certain items on the agenda of the General Meeting by submitting the advance voting form available on the company's website at <https://www.sbih.group/agm-2026> or corresponding information to the company by e-mail to [agm@sbih.group](mailto:agm@sbih.group). Advance votes must be received by the deadline for advance voting. In addition to advance voting, the shareholder must register for the General Meeting before the end of the registration period.

A shareholder who has voted in advance may not exercise the right to ask questions or the right to demand a vote under the Finnish Limited Liability Companies Act, unless he/she participates in the General Meeting at the meeting venue in person or through a proxy representative.

For a holder of nominee-registered shares, advance voting is carried out through the account operator. The account operator may vote in advance on behalf of the holders of nominee-registered shares represented by it, in accordance with the voting instructions given by them, within the registration period set for nominee-registered shares.

A resolution proposal subject to advance voting shall be deemed to have been submitted unchanged at the General Meeting.

#### 5. Other instructions and information

The language of the meeting is Finnish.

A shareholder present at the General Meeting has the right to ask questions at the General Meeting regarding the matters to be considered at the meeting in accordance with Chapter 5, Section 25 of the Finnish Limited Liability Companies Act.

Any changes in shareholdings after the record date of the General Meeting do not affect the right to participate in the General Meeting or the shareholder's number of votes.

On the date of the notice of the General Meeting, Sunborn International Plc has a total of 568,596,697 shares, representing an equal number of votes.

Turku, 26 May 2026  
SUNBORN INTERNATIONAL PLC  
Board of Directors

#### **Further information:**

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#### **Sunborn International**

Sunborn International (Nasdaq: SBI) is an innovative developer, owner and operator of high-quality yacht hotels and other floating real estate with global operations. Yacht hotels and floating real estate offer an opportunity to utilise unused water space in city harbours and prestigious waterfront locations.

Sunborn International currently owns two yacht hotels located in London and Gibraltar, which combine exclusive accommodation, restaurant services, conference and event venues. Sunborn International is an industry pioneer, with extensive experience in shipbuilding and vessel design as well as developing waterfront areas and harbours and tackling permitting processes in various countries. The company is actively expanding into new markets, with yacht hotel development projects in London, Vancouver and around the world.

[www.sbih.group](http://www.sbih.group)

#### **Attachments**

- [Download announcement as PDF.pdf](#)