



## NOTICE OF THE ANNUAL GENERAL MEETING

The shareholders of eQ Plc are convened to the Company's Annual General Meeting (AGM), which will be held on Wednesday 30 March 2016 at 4.00 p.m. at Rake-Sali Ball Room, at Bulevardi 2 (entrance Erottajankatu 4C), Helsinki. The reception of the persons who have registered for the meeting will begin at 3.00 p.m., from which time coffee will also be served.

### A. Matters on the agenda of the AGM

At the AGM, the following matters will be considered:

1. Opening of the meeting
2. Calling the meeting to order
3. Election of persons to scrutinise the minutes and persons 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 annual accounts, report of the Board of Directors and auditors' report for the year 2015

*- Presentation of the review by the CEO*

7. Adoption of the annual accounts
8. Resolution on the use of the profit shown on the balance sheet and the payment of dividend and resolution on the distribution of the assets from the invested unrestricted equity fund

The distributable funds of the parent Company totaled EUR 52.1 million on 31 December 2015, of which retained earnings are EUR 12.1 million and the distributable funds in the invested unrestricted equity fund are EUR 40.1 million.

The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0.30 per share be paid. The sum equivalent to the proposed dividend calculated based on the number of shares in the Company on the date of the financial statement is EUR 11,018,159.40. In addition, the Board of Directors proposes that an equity repayment of EUR 0.20 per share be paid from the invested unrestricted equity fund. The sum equivalent to the proposed equity repayment calculated based on the number of shares in the Company on the date of the financial statement is EUR 7,345,439.60. The dividend and the equity repayment shall be paid to a person who has on the dividend record date 1 April 2016 been registered in the shareholders' register of the Company held by Euroclear Finland Ltd. The Board proposes that the dividend and the equity repayment shall be paid on 8 April 2016.

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

Shareholders of eQ Plc, who control over 50 per cent of the outstanding shares and votes, have made a proposal that five persons be on the Board of Directors.

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

Shareholders of eQ Plc, who control over 50 per cent of the outstanding shares and votes, have made a proposal, that the Chairman of the Board of Directors receives 3,300 euros per month, and the members of



the Board of Directors receive 1,800 euros per month. In addition, a compensation of 300 euros per meeting is proposed to be paid for all the Board members for each attended Board meeting and travel and accommodation expenses are reimbursed according to the effectual guidelines of eQ Plc.

## 12. Election of the members of the Board of Directors

Shareholders of eQ Plc, who control over 50 per cent of the outstanding shares and votes, have made a proposal that Nicolas Berner, Georg Ehrnrooth, Annika Poutiainen and Jussi Seppälä are re-elected and Timo Kokkila is elected as a new member to the Board of Directors. The term of office of the Board members ends at the close of the next Annual General Meeting. All nominees have given their consent to the proposal. All the nominees are considered independent of the Company and of significant shareholders of the Company, except for Mr. Georg Ehrnrooth, who is independent of the Company, but who is not considered independent of significant shareholders. Personal information of the proposed individuals is available on eQ's website, [www.eQ.fi](http://www.eQ.fi).

Christina Dahlblom, who has been on the eQ Board since 2012 has informed that she will no longer be available for the eQ Board of Directors for the next term, as on 8 December 2015 she was nominated to Board of Directors of Aktia Bank Plc for a term commencing on 1 April 2016.

Timo Kokkila who has been proposed to be elected to the Board of Directors of eQ Plc is unavailable to attend the Annual General Meeting, but a video presentation of Timo Kokkila will be shown to the AGM.

The nominees have indicated that on selection, they will select Georg Ehrnrooth as Chairman of the Board of Directors.

## 13. Resolution on the remuneration of the auditor

The Board of Directors proposes that the auditor to be elected be paid remuneration according to the auditor's invoice approved by eQ Plc.

## 14. Election of auditor

The Board of Directors proposes that Authorised Public Accountants KPMG Oy Ab be elected auditor of the Company. The auditor with main responsibility, named by KPMG Oy Ab, is Raija-Leena Hankonen, APA.

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

The Board of Directors proposes that the AGM authorises the Board of Directors to decide on the repurchase of Company's own shares in one or more transactions with the following terms: the Board of Directors is authorised to decide on the repurchase of no more than 1,000,000 Company's own shares, which corresponds to approximately 2.72 per cent of all shares in the Company at the time of this Notice of the AGM. Shares will be repurchased with assets from the Company's unrestricted equity, which means that any such repurchase will reduce the distributable funds of the Company. Shares may be repurchased otherwise than in proportion to the shareholdings of the shareholders with assets from the Company's unrestricted equity at the market price of the shares in public trading on the NASDAQ Helsinki Ltd as per the time of purchase or at a price lower than that.

Own shares may be repurchased in order to develop the Company's capital structure, to finance or carry out acquisitions or other business transactions, or to use the shares as part of the Company's incentive schemes. The repurchased shares may be held for reissue, canceled or transferred further.

The Board of Directors decides on all other matters related to the repurchase of own shares.

The authorisation will cancel all previous authorisations to decide on the repurchase of the Company's own shares and is effective until the next Annual General Meeting, however no more than 18 months.



## 16. Authorising the Board of Directors to decide on the issuance of shares as well as the issuance of special rights entitling to shares

The Board of Directors proposes that the AGM authorises the Board of Directors to decide on a share issue or share issues and/or the issuance of special rights entitling to shares referred to in Chapter 10 Section 1 of the Companies Act, comprising a maximum total of 5,000,000 new shares. The amount of the proposed authorisation corresponds to approximately 13.61 per cent of all shares in the Company at the time of this Notice of the AGM.

The authorisation is proposed to be used in order to finance or carry out potential acquisitions or other business transactions, to strengthen the balance sheet and the financial position of the Company, to fulfill Company's incentive schemes or to any other purposes decided by the Board. It is proposed that based on the authorization, the Board decides on all other matters related to the issuance of shares and special rights entitling to shares referred to in Chapter 10 Section 1 of the Companies Act, including the recipients of the shares or the special rights entitling to shares and the amount of the consideration to be paid. Therefore, based on the authorisation, shares or special rights entitling to shares may also be issued directed i.e. in deviation of the shareholders pre-emptive rights as described in the Companies Act. A share issue may also be executed without payment in accordance with the preconditions set out in the Companies Act.

The authorisation will cancel all previous authorisations to decide on the issuance of shares as well as the issuance of special rights entitling to shares and is effective until the next Annual General Meeting, however no more than 18 months.

## 17. Closing of the meeting

### **B. Documents of the AGM**

The above mentioned proposals of the Board of Directors and shareholders on the agenda of the AGM as well as this notice are available to shareholders on eQ Plc's website at [www.eQ.fi](http://www.eQ.fi). eQ Plc's Annual Report, containing the Company's annual accounts, the report of the Board of Directors and the auditors' report, is available on the said website no later than 9 March 2016. The proposals of the Board of Directors and shareholders for resolutions and the documents on the annual accounts will also be available at the AGM. Copies of these documents and of this notice will be sent to shareholders upon request.

### **C. Instructions to the participants of the AGM**

#### 1. Right to participate and registration

A shareholder who has on 16 March 2016 been registered in the shareholders' register of the Company held by Euroclear Finland Ltd has the right to participate in the AGM. A shareholder whose shares are registered in his/her personal book-entry account in Finland is registered in the shareholders' register of the Company.

A shareholder who wishes to participate in the AGM shall register for the meeting no later than on 23 March 2016 at 10 a.m., by which time the Company shall have received the notice. Such notice can be given

- in writing to eQ Plc, AGM 2016, Aleksanterinkatu 19 A, 5th floor, 00100 Helsinki, Finland,
- by telephone Mon. to Fri, 10.00 a.m. to 4.00 p.m. +358 9 6817 8737, or
- by e-mail to [yhtiokokous@eq.fi](mailto:yhtiokokous@eq.fi).

In connection with the registration, a shareholder shall notify his/her name, personal ID number or business ID, address, telephone number, and the name of a possible proxy representative and/or assistant. The personal details given by the shareholder to the Company are only used in connection with the AGM and the related necessary registrations.

Shareholder, his/her authorised representative or proxy representative shall at request, be able to prove their identity and/or right to represent at the AGM.



## 2. Use of proxy representative and powers of attorney

A shareholder may participate in the AGM and exercise his/her rights at the meeting by way of proxy representation. A shareholder and his/her proxy representative may have an assistant at the AGM. A proxy representative shall produce a dated proxy document or otherwise demonstrate his/her right to represent the shareholder at the AGM in a reliable manner. If a shareholder participates in the AGM through several proxy representatives, who represent the shareholder with shares in different book-entry accounts, the shareholder shall, in connection with registration, notify the shares on the basis of which each proxy representative represents the shareholder.

Any proxy documents should be sent to eQ Plc to the above-mentioned registration address as e-mail attachment (e.g. pdf) or by mail before the last registration date.

## 3. Holders of nominee registered shares

A holder of nominee registered shares has the right to participate in the AGM by virtue of such shares based on which he/she on the AGM record date 16 March 2016 would be entitled to be registered in the shareholders' register of the Company held by Euroclear Finland Ltd. In addition, the right to participate in the AGM requires that the shareholder on the basis of such shares has been registered into the temporary shareholders' register held by Euroclear Finland Ltd. at the latest by 23 March 2016, at 10 a.m. As regards nominee registered shares this shall constitute due registration for the AGM.

A holder of nominee registered shares is advised to request his/her custodian bank well in advance for the necessary instructions regarding the temporary registration in the shareholders' register of the Company, the issue of proxy documents and registration for the AGM. The account management organisation of the custodian bank will register a holder of nominee registered shares, who wants to participate in the AGM, to be temporarily entered into the shareholders' register of the Company at the latest by the time stated above.

## 4. Other instructions and information

Pursuant to chapter 5 section 25 of the Companies Act, a shareholder who is present at the AGM has the right to ask questions on the matters to be considered at the meeting.

On the date of this notice, the total number of eQ Plc's shares and votes is 36,727,198. The Company does not hold its own shares.

Helsinki, 11 February 2016

eQ Plc

BOARD OF DIRECTORS