



Matters on the agenda of the AGM 24.3.2021

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 2020
 - *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 means of the parent company on 31 December 2020 totalled EUR 49,830,472.00. The sum consisted of retained earnings of EUR 26,495,131.62 and the means in the reserve of invested unrestricted equity of EUR 23,335,340.38.

The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0.64 per share be paid out. The proposal corresponds to a dividend totalling EUR 24,878,206.72 calculated with the number of shares at the close of the financial year. Additionally, the Board proposes to the AGM that an equity repayment of EUR 0.06 per share be paid out from the reserve of invested unrestricted equity. The proposal corresponds to an equity repayment totalling EUR 2,332,331.88 calculated with the number of shares at the close of the financial year. The dividend and equity repayment shall be paid to those who are registered as shareholders in eQ Plc's shareholder register maintained by Euroclear Finland Ltd on the record date 26 March 2021. The Board proposes 6 April 2021 as the payment date of the dividend and equity repayment.

After the end of the financial period, no essential changes have taken place in the financial position of the company. The Board of Directors feel that the proposed distribution of dividend and equity repayment do not endanger the liquidity of the company.

9. Resolution on the discharge of the members of the Board of Directors and the CEO from liability
10. Handling of the Remuneration Report for Governing Bodies

The Board of Directors presents the Remuneration Report for Governing Bodies to the Annual General Meeting. The Remuneration Report for Governing Bodies shall be published together with the Annual Report by a stock exchange release and it will be available on the company's website <https://www.eq.fi/en/about-eq-group/hallinnointi/yhtiokokoukset> no later than 3 March 2021.

11. Handling of the Remuneration Policy for Governing Bodies

The Board of Directors presents the Remuneration Policy for Governing Bodies to the Annual General Meeting for adoption by an advisory decision. The Remuneration Policy for Governing Bodies shall be published together with the Annual Report by a stock exchange release and it will be available on the company's website <https://www.eq.fi/en/about-eq-group/hallinnointi/yhtiokokoukset> no later than 3 March 2021.

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

Shareholders of eQ Plc, who control over 60 per cent of the outstanding shares and votes, have made a proposal that six persons be on the Board of Directors.

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

Shareholders of eQ Plc, who control over 60 per cent of the outstanding shares and votes, propose that the Chair of the Board of Directors receives 5,000 euros per month, Vice Chair of the Board of Directors receives 4,000 euros per month and the members of the Board of Directors receive 3,000 euros per month. In addition, a compensation of 500 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.

14. Election of the members of the Board of Directors

Shareholders have made a proposal that Nicolas Berner, Georg Ehrnrooth, Timo Kokkila, Lotta Kopra and Tomas von Rettig are re-elected to the Board of Directors and Janne Larma is elected as 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.

Janne Larma (born 1965) has been the CEO of eQ Plc since 2011 and will continue in this position until 31 March 2021, after which he is set to become the full-time Chair of the Board of eQ Plc beginning on 1 April 2021. Prior to eQ's CEO, Janne Larma was the Managing Director of Advium Corporate Finance Oy, which he founded in 2000, and Member of eQ Bank's Management Team in 2004-2009. Prior to that Larma held management position in investment banking in Enskilda Securities (1998-2000), Alfred Berg (1993-1998) and Kansallis-Osake-Pankki (1988-1992). Currently Janne Larma holds several positions of trust, including the following: Notalar Oy, Chair of the Board of Directors, (1995-), Inkoo Shipping Oy, Member of the Board, (2014-), Rettig Group Oy Ab, Member of the Board, (2020-), Svenska handelshögskolan, Member of the Board (2019-) and Meripuolustussäätiö SR, Member of the Board, (2017-). Janne Larma holds a M.Sc. (Econ) degree from Svenska handelshögskolan.

All nominees have given their consent to the proposal. In addition, the nominees have indicated that on selection, they will select Janne Larma as Chair of the Board of Directors and Georg Ehrnrooth as Vice Chair of the Board of Directors.

15. 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.

16. Election of auditor

The Board of Directors of eQ Plc has prepared a recommendation for the election of an auditor and has organized a statutory audit firm appointment procedure in accordance with the EU Audit Regulation (No. 537/2014).

In accordance with a previous decision of the Board of Directors, eQ Plc requested bids on the audit of eQ Group's companies, funds managed by eQ and real estate and housing companies owned by eQ's real estate funds for the financial year 2021.

The request for quotation was sent to KPMG Oy Ab and PricewaterhouseCoopers Oy.

The Board of Directors of eQ Plc has made a comprehensive assessment and considered the auditor candidates. Candidates have been comprehensively assessed against a variety of selection criteria such as price, experience, and expertise in the field. After careful consideration based on the selection criteria, KPMG Oy Ab is the Board of Directors' preferred candidate and recommendation for an auditor for the term of office ending at the end of the Annual General Meeting of the year 2022.

The Board of Directors confirms that its recommendation is free from influence of any third party and that the Board has not been obligated to follow a clause of contract as set out in Article 16(6) of the EU Audit Regulation.

The Board of Directors proposes in accordance with its recommendation, that for a term ending at the end of the Annual General Meeting 2022, Authorised Public Accountants KPMG Oy Ab be elected auditor of the Company. The auditor has stated that the auditor with main responsibility will be Tuomas Ilveskoski, APA.

17. 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 3,500,000 new shares. The amount of the proposed authorisation corresponds to approximately 9.00 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.

18. Closing of the meeting