



## Notice of the Annual General Meeting 2022

The Annual General Meeting (AGM) of eQ Plc will be held on Wednesday 23 March 2022 at 12:00 noon at eQ Group's premises. **Shareholders of the Company may participate in the Annual General Meeting and use their shareholder rights only by voting in advance and by making counterproposals and presenting questions in advance. It is not possible to attend the AGM in person due to precautionary measures related to the corona pandemic.** Further instructions for shareholders can be found in this notice under section C Instructions for the participants of the AGM.

The Board of Directors of the Company has decided on an exceptional meeting procedure based on the temporary legislation (375/2021) that has entered into force on 8 May 2021. To limit the spread of the Covid-19, the Company has decided to take actions enabled by the temporary legislation in order to hold the Annual General Meeting in a predictable manner and to secure the health and safety of the Company's shareholders, employees and other stakeholders.

**After the Annual General Meeting, on the same day 23 March 2022 at 17:00, a separate presentation by the CEO will be held via video connection, after which shareholders can ask questions. A link to the video connection will be available on the Company's website [www.eq.fi](http://www.eq.fi).** However, shareholders are requested to note that the CEO's presentation is not part of the Annual General Meeting and the questions asked are not matters referred to in Chapter 5, Section 25 of the Companies Act.

### 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

*The Chair of the Annual General Meeting is Attorney-at-law Marko Vuori. If Marko Vuori would not be able to act as the Chair of the AGM due to a weighty reason, the Board will appoint another person it deems most suitable to act as the Chair of the AGM.*

3. Election of persons to scrutinise the minutes and persons to supervise the counting of votes

*The person to scrutinise the minutes and supervise the counting of votes will be Juha Surve, Group General Counsel. If Juha Surve would not be able to scrutinise the minutes and supervise the counting of votes due to a weighty reason, the Board will appoint another person it deems most suitable to scrutinise the minutes and 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

*The shareholders who have voted in advance within the advance voting period and who have the right to participate in the AGM pursuant to Chapter 5 Sections 6 and 6a of the Companies Act will be deemed shareholders represented at the AGM. The list of votes will be adopted according to the information provided by Euroclear Finland Oy and Innovatics Oy.*

6. Presentation of the annual accounts, report of the Board of Directors and auditors' report for the year 2021

*As the Annual General Meeting can only be attended by advance voting, the annual accounts, report of the Board of Directors and the auditors' report published by the Company no later than 2 March 2022, which will be available on the Company's website, are deemed to have been presented to the Annual General Meeting.*

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 2021 totalled EUR 64,090,948.98. The sum consisted of retained earnings of EUR 41,698,740.48 and the means in the reserve of invested unrestricted equity of EUR 22,392,208.50.*

*The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0.97 per share be paid out. The proposal corresponds to a dividend totalling EUR 38,443,232.06 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 0.03 per share be paid out from the reserve of invested unrestricted equity. The proposal corresponds to an equity repayment totalling EUR 1,188,965.94 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 25 March 2022. The Board proposes 1 April 2022 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 for the financial year 1 January - 31 December 2021

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 2 March 2022.*

11. 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 the number of the Board members remain unchanged, ie that six persons be on the Board of Directors.*

12. 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 compensation of the Board members remain unchanged, ie 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.*

13. Election of the members of the Board of Directors

*Shareholders have made a proposal that the composition of the Board remains unchanged, ie that Nicolas Berner, Georg Ehrnrooth, Timo Kokkila, Lotta Kopra, Janne Larma and Tomas von Rettig are re-elected 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. 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.*

14. 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.*

15. Election of auditor

*The Board of Directors proposes, that for a term ending at the end of the Annual General Meeting 2023, 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.*

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 3,500,000 new shares. The amount of the proposed authorisation corresponds to approximately 8.83 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 together with the Remuneration Report for Governing Bodies is available on the said website no later than 2 March 2022. The proposals of the Board of Directors and shareholders for resolutions and the documents on the annual accounts together with the Remuneration Report for Governing Bodies 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**

Shareholders can participate in the AGM and use their shareholder rights only by voting in advance in accordance with the instructions below. The voting list and results of votes of the Annual General Meeting shall be made solely based on the advance voting.

1. Shareholders registered in the shareholders' register

Each shareholder, who is registered on 11 March 2022 (record date) in the Company's register held by Euroclear Finland Oy, has the right to participate in the Annual General Meeting. A shareholder, whose shares are registered on his/her personal Finnish book-entry account, is automatically registered in the shareholders' register of the Company. A shareholder can participate in the Annual General Meeting only by voting in advance.

## 2. Advance voting

Registration for the AGM and advance voting will begin on 15 February 2022 at 10:00 am, following the deadline for publishing counterproposals to be placed for a vote. A shareholder, who is registered in the shareholders' register of the Company and who wants to participate in the Annual General Meeting by voting, must register for the AGM and vote in advance no later than 16 March 2022 by 11:59 pm by which time the registrations and votes must be received.

Requested information, such as the name, personal identification number and contact details of the shareholder, must be provided in connection with the registration and voting. The personal data given by the shareholder to the Company or Innovatics Oy will be used only in connection with the Annual General Meeting and with the processing of related necessary registrations.

Shareholders, who have a personal Finnish book-entry account, may vote in advance on certain items on the agenda of the Annual General Meeting from 15 February 2022, 10:00 am until 16 March 2022, 11:59 pm by the following means:

- a) Via the website <https://www.eq.fi/en/about-eq-group/hallinnointi/yhtiokokoukset>

Online registration and voting in advance require that the shareholders or their statutory representatives or proxy representatives use strong electronic authentication either by Finnish or Swedish bank ID or mobile certificate.

- b) By email

A shareholder who votes in advance by mail or email shall send the advance voting form available on the Company's website at <https://www.eq.fi/en/about-eq-group/hallinnointi/yhtiokokoukset> no later than on 15 February 2022, 9:00 am or corresponding information to Innovatics Oy by mail to Innovatics Oy, Annual General Meeting / eQ Oyj, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland or by email at [agm@innovatics.fi](mailto:agm@innovatics.fi). Instructions relating to the advance voting may be found on the Company's website <https://www.eq.fi/en/about-eq-group/hallinnointi/yhtiokokoukset>.

Additional information on the registration and advance voting is available during the registration period by telephone at +358 10 2818 909 on business days during 9:00 am until 12:00 noon and from 1:00 pm until 4:00 pm.

## 3. Proxy representatives and powers of attorney

A shareholder may participate in the Annual General Meeting and exercise its rights at the meeting by way of proxy representation. Also the proxy representative may participate the AGM and vote in advance only in a manner set out in this notice.

Proxy representatives must use strong electronic authentication when registering for the meeting and voting in advance online, after which they can register and vote in advance on behalf of the shareholder they represent.

Proxy representative of the shareholder shall present a dated proxy document or otherwise in a reliable manner demonstrate their right to represent the shareholder. Statutory right of representation may be demonstrated by using the suomi.fi e-Authorisations service, which is in use in the online registration and voting service.

Should a shareholder participate in the Annual General Meeting by means of several proxy representatives representing the shareholder with shares in different book-entry accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration.

An example of the proxy document (in Finnish) is available at the Company's website <https://www.eq.fi/en/about-eq-group/hallinnointi/yhtiokokoukset> on 15 February 2022, 9:00 am. The possible proxy documents should be delivered to [agm@innovatics.fi](mailto:agm@innovatics.fi) before the closing of the registration and voting, by which time the proxy documents must be received. The actual instructions for voting are available at the above-mentioned website from 15 February 2022, 9:00 am once the deadline for publishing counterproposals to be placed for a vote has passed.

#### 4. Holders of nominee-registered shares

A holder of nominee-registered shares has the right to participate in the Annual General Meeting by virtue of such shares, based on which he/she on the record date of the Annual General Meeting 11 March 2022 would be entitled to be registered in the shareholders' register of the Company held by Euroclear Finland Oy. Participation in the AGM also requires that the shareholder has been registered on the basis of such shares in the temporary shareholders' register held by Euroclear Finland Oy at the latest by 18 March 2022 by 10:00 am. Changes in the ownership of shares after the record date of the Annual General Meeting do not affect the right to participate in the AGM nor the number of votes of the shareholder.

A holder of nominee-registered shares is advised to request without delay the necessary instructions regarding the registration in the temporary shareholders' register, the issuing of proxy documents and registration for the Annual General Meeting from his/her custodian bank. The account management organisation of the custodian bank shall register a holder of nominee-registered shares, who wants to participate in the Annual General Meeting, in the temporary shareholders' register of the Company at the latest by the time stated above. In addition, the account management organisation of the custodian bank shall arrange advance voting on behalf of the holders of nominee-registered shares within the registration period for nominee-registered shares.

Further information on these matters can also be found on the Company's website <https://www.eq.fi/en/about-eq-group/hallinnointi/yhtiokokoukset>.

#### **5. A separate presentation by the CEO after the Annual General Meeting**

**The shareholders are invited after the Annual General Meeting, on the same day 23 March 2022 at 17:00, to a separate presentation by the CEO which will be held via video connection. The shareholders can ask questions after the presentation. A link to the video connection will be available on the Company's website [www.eq.fi](http://www.eq.fi). However, shareholders are requested to note that the CEO's presentation is not part of the Annual General Meeting and the questions asked in connection with the presentation are not matters referred to in Chapter 5, Section 25 of the Companies Act. The questions referred to in Chapter 5, Section 25 of the Companies Act shall be made separately in accordance with the instructions set out below.**

#### 6. Other instructions/information

Shareholders who hold at least one hundredth of all the shares in the Company have a right to make a counterproposal on the agenda items, to be placed for a vote. Such counterproposals are required to be sent to the Company by email to [eQ.Yhtiokokous@eq.fi](mailto:eQ.Yhtiokokous@eq.fi) no later than 9 February 2022 at 12:00 noon. In connection with making a counterproposal, shareholders are required to provide adequate evidence of shareholding. The counterproposal will be placed for a vote subject to the shareholder having the right to participate in the Annual General Meeting and that the shareholder holds at least one hundredth of all shares in the Company on the record date of the Annual General Meeting. Should the counterproposal not be placed for a vote at the meeting, advance votes in favour of the proposal will not be taken into account. The Company will on 15 February 2022, at the latest, publish on its website <https://www.eq.fi/en/about-eq-group/hallinnointi/yhtiokokoukset> the counterproposals, if any, that may be voted on.

A shareholder may present questions referred to in Chapter 5, Section 25 of the Companies Act with respect to the matters to be considered at the Annual General Meeting by 9 March 2022 at 4:00 pm at the online registration service or by email to [eQ.Yhtiokokous@eq.fi](mailto:eQ.Yhtiokokous@eq.fi).

Such questions from shareholders, the Company's management's answers to them, and any counterproposals that have not been placed for a vote are available on the Company's website at <https://www.eq.fi/en/about-eq-group/hallinnointi/yhtiokokoukset> on 14 March 2022 at the latest. In connection with asking questions and making counterproposals, shareholders are required to provide adequate evidence of shareholding.

On the date of this notice, the total number of eQ Plc's shares and votes is 39,632,198. The Company does not hold its own shares.

Helsinki, 4 February 2022

eQ Plc

Board of Directors