



## Notice of the Annual General Meeting 2024

Notice is given to the shareholders of eQ Plc to the Annual General Meeting (the "AGM") to be held on 21 March 2024 at 5:00 p.m. The general meeting is held without a meeting venue as a real-time virtual meeting in accordance with Chapter 5, Section 16, Subsection 3 of the Finnish Companies Act. Shareholders can exercise their right to vote also by voting in advance. Shareholders can ask questions referred to in chapter 5, section 25 of the Finnish Companies Act about the matters to be discussed at the meeting, also in writing before the meeting.

Further attendance instructions, instructions for voting in advance and for submitting written questions are presented in this notice under section C.

### 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 2023**

*- Presentation of the review by the CEO*

*The annual accounts, report of the Board of Directors and the auditors' report published by the Company will be available no later than 29 February 2024 on the Company's website [www.eq.fi](http://www.eq.fi).*

### **7. Adoption of the annual accounts**

### **8. Resolution on the use of the profit shown on the balance sheet and the payment of dividend**

*The distributable means of the parent company on 31 December 2023 totalled EUR 59 732 405.70. The sum consisted of retained earnings of EUR 36 894 065.96 and the means in the reserve of invested unrestricted equity of EUR 22 838 339.74.*

*The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0.80 per share be paid out. The proposal corresponds to a dividend totalling EUR 32 596 558.40 calculated with the number of shares at the close of the financial year. The dividend will be paid out in two separate installments.*

*The first installment, EUR 0.40 per share shall be paid to those shareholders who are registered as shareholders in eQ Plc's shareholder register maintained by Euroclear Finland Ltd on the record date of the dividend payment on 25 March 2024. The Board proposes 3 April 2024 as the payment date of the first installment of the dividend.*

*The second installment, EUR 0.40 per share shall be paid in October 2024. The second installment shall be paid to those shareholders who are registered as shareholders in eQ Plc's shareholder register maintained by Euroclear Finland Ltd on the record date of the divided payment. The Board shall decide the record date and*

*the payment date of the second installment of the dividend in its meeting in September 2024. It is contemplated that the record date of the second installment will be 25 September 2024 and that the payment date will be 2 October 2024.*

*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 does 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 2023**

#### **10. Handling of the Remuneration Report for Governing Bodies**

*The Remuneration Report for Governing Bodies shall be available on the company's website [www.eq.fi/en/about-eq-group/hallinnointi/yhtiokokoukset](http://www.eq.fi/en/about-eq-group/hallinnointi/yhtiokokoukset) no later than 29 February 2024.*

#### **11. 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 750 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 guidelines of eQ Plc.*

#### **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 the number of the Board members remain unchanged, i.e. that six persons be on the Board of Directors, or five persons, if a person proposed by the Shareholders is prevented from being a Board member of the company.*

#### **13. Election of the members of the Board of Directors**

*Shareholders, who control over 60 per cent of the outstanding shares and votes, have made a proposal that the composition of the Board remains unchanged, i.e. that the current Board members Päivi Arminen, Nicolas Berner, Georg Ehrnrooth, Timo Kokkila, Janne Larma and Tomas von Rettig are re-elected to the Board of Directors, or if one of the persons proposed by the Shareholders is prevented from being a Board member of the company, such persons who are not prevented from being Board members. 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.*

*Member candidates' resumes and independence assessments are available on the company's website: [www.eq.fi/en/about-eq-group/hallinnointi/yhtiokokoukset](http://www.eq.fi/en/about-eq-group/hallinnointi/yhtiokokoukset).*

#### **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 2025, 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 8.59 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 decision proposals of the Board of Directors and the 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/en/about-eq-group/hallinnointi/yhtiokokoukset](http://www.eq.fi/en/about-eq-group/hallinnointi/yhtiokokoukset). 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 29 February 2024. The proposals of the Board of Directors and the shareholders for resolutions and other previously mentioned documents will also be available at the AGM.

The Minutes of the Annual General Meeting will be available on the company's website no later than 4 April 2024.

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

### **1. Shareholders registered in the shareholders' register (Finnish book-entry account)**

Each shareholder, who is registered on the record date of the Annual General Meeting 11 March 2024 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 their personal Finnish book-entry account is automatically registered in the shareholders' register of the Company.

Registration for the AGM will begin on 19 February 2024. A shareholder, who is registered in the shareholders' register of the Company and who wants to participate in the Annual General Meeting, must register for the AGM no later than 15 March 2024 by 4:00 pm by which time the registrations must be received. Shareholders may register to the meeting:

- a) Via the website [www.eq.fi/en/about-eq-group/hallinnointi/yhtiokokoukset](http://www.eq.fi/en/about-eq-group/hallinnointi/yhtiokokoukset)

Online registration 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 [agm@innovatics.fi](mailto:agm@innovatics.fi) or by mail

A shareholder who registers by mail or email shall send registration form available on the Company's website at [www.eq.fi/en/about-eq-group/hallinnointi/yhtiokokoukset](http://www.eq.fi/en/about-eq-group/hallinnointi/yhtiokokoukset) 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).

When registering, shareholders shall provide requested information, such as their name, date of birth or Business ID, address, telephone number, email address and the name of any assistant or proxy representative and the date of birth of any proxy representative. 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.

Additional information on the registration is available during the registration period by telephone from Innovatics Oy 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.

## 2. 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 they on the record date of the Annual General Meeting 11 March 2024 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 2024 by 10:00 am. As regards nominee-registered shares this constitutes due registration for the AGM. 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 temporary registration in the shareholders' register, the remote participation, advance voting, the issuing of proxy documents and voting instructions and registration for the Annual General Meeting from their custodian. The account manager of the custodian shall temporarily register a holder of nominee-registered shares, who wants to participate in the Annual General Meeting, in the shareholders' register of the Company at the latest by the time stated above and, if necessary, take care of advance voting on behalf of a holder of nominee-registered shares, at the latest prior to the end of the registration period for the holders of nominee-registered shares.

## 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. A shareholder's proxy representative may also register for the AGM and vote in advance as described in this notice:

a) Via the website [www.eq.fi/en/about-eq-group/hallinnointi/yhtiokokoukset](http://www.eq.fi/en/about-eq-group/hallinnointi/yhtiokokoukset)

Online registration and advance voting require that the statutory representatives or proxy representatives identify themselves to the electronic registration and voting service in person by using strong electronic authentication either by Finnish or Swedish bank ID or mobile certificate, after which they may continue with the registration and voting on behalf of the shareholder they represent

b) By email [agm@innovatics.fi](mailto:agm@innovatics.fi) or by mail

A shareholder's representative who registers and/or votes in advance by mail or email shall send registration and advance voting form available on the Company's website at [www.eq.fi/en/about-eq-group/hallinnointi/yhtiokokoukset](http://www.eq.fi/en/about-eq-group/hallinnointi/yhtiokokoukset) 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).

Proxy representative of the shareholder shall in connection with the registration present a dated proxy document or otherwise in a reliable manner demonstrate their right to represent the shareholder. An example of the proxy document and voting instructions is available at the Company's website [www.eq.fi/en/about-eq-group/hallinnointi/yhtiokokoukset](http://www.eq.fi/en/about-eq-group/hallinnointi/yhtiokokoukset) on 16 February 2024, 9:00 am, the latest. 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.

The possible proxy documents should be delivered primarily as an attachment in connection with electronic registration or alternatively to [agm@innovatics.fi](mailto:agm@innovatics.fi) before the closing of the registration. In addition to the delivery of proxies, the shareholder or their proxy must take care of registering for the AGM as described above in this notice.

Shareholders that are legal entities may also, as an alternative to traditional proxy authorisation documents, use the electronic Suomi.fi authorisation service for authorising their proxy representatives. The representative is mandated in the Suomi.fi service at [www.suomi.fi/e-authorizations](http://www.suomi.fi/e-authorizations) (using the authorisation topic "Representation at the General Meeting"). When registering for the AGM in the virtual general meeting service provided by Inderes Plc, authorised representatives shall identify themselves with strong electronic authentication, after which the electronic mandate is automatically verified. The strong electronic authentication takes place with personal online banking credentials or a mobile certificate. For more information, see [www.suomi.fi/e-authorisations](http://www.suomi.fi/e-authorisations).

#### 4. Participation instructions

A shareholder who has the right to participate in the Annual General Meeting can participate in the meeting and use their rights in full and in real-time during the meeting via remote connection.

The remote connection to the AGM is provided through Inderes Plc's virtual general meeting service on the Videosync platform, which includes a video and audio connection to the Annual General Meeting. Participating the virtual AGM does not require paid software or downloads. In addition to an internet connection, participation requires a computer, smartphone or tablet with speakers or headphones for sound reproduction and a microphone for asking oral questions or speaking turns. To participate, it is recommended to use the latest versions of the most common browser programs in use.

The participation link and password for remote participation will be sent by email and/or text message to the email address and/or mobile phone number provided during registration to all those registered for the Annual General Meeting no later than the day before the meeting. It is recommended to log into the meeting system well in advance of the meeting's start time.

More detailed information about the general meeting service can be found on the company's website [www.eq.fi/en/about-eq-group/hallinnointi/yhtiokokoukset](http://www.eq.fi/en/about-eq-group/hallinnointi/yhtiokokoukset). The link to test the compatibility of a computer, smartphone or tablet and the network connection can be found at <https://flik.videosync.fi/katsoja-testi>. It is recommended that you familiarise yourself with the more detailed participation instructions before the start of the AGM.

#### 5. Voting in advance

Shareholders whose shares are registered on their Finnish book-entry account may vote in advance on certain items on the agenda of the AGM during the period between 19 February 2024 10:00 a.m. – 15 March 2024 at 4:00 p.m. in the following ways:

- a) Via the website [www.eq.fi/en/about-eq-group/hallinnointi/yhtiokokoukset](http://www.eq.fi/en/about-eq-group/hallinnointi/yhtiokokoukset)

Advance voting requires 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 [agm@innovatics.fi](mailto:agm@innovatics.fi) or by mail

A shareholder or its statutory representative who votes in advance by mail or email shall send the voting form available on the Company's website at [www.eq.fi/en/about-eq-group/hallinnointi/yhtiokokoukset](http://www.eq.fi/en/about-eq-group/hallinnointi/yhtiokokoukset) 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). Advance votes must be received by the time the advance voting period ends. Submitting advance votes by mail or email to Innovatics Oy before the due date of the registration period and advance voting constitutes due

registration for the AGM provided that the information required above for registration is provided in connection with the advance voting form.

A shareholder who has voted in advance and who wants to use their right to present questions under the Companies Act, demand a vote or vote on a possible counter-proposal, must attend the general meeting in person or have their proxy representative participate in the AGM using the remote connection.

For holders of nominee-registered shares, advance voting is carried out via the account manager of the custodian. The account manager may vote in advance on behalf of the holders of nominee-registered shares that they represent in accordance with the voting instructions provided by the holders of nominee registered shares during the registration period for the holders of nominee-registered shares.

A proposal subject to advance voting is deemed to have been presented without amendments at the AGM. Conditions related to the electronic advance voting and other related instructions are available on the Company's website at [www.eq.fi/en/about-eq-group/hallinnointi/yhtiokokoukset](http://www.eq.fi/en/about-eq-group/hallinnointi/yhtiokokoukset).

## **6. Other instructions/information**

The meeting shall be held in Finnish.

Shareholders who are present at the meeting shall have a right to 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.

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 7 March 2024 at 4:00 pm at the online registration service or by email to [eQ.Yhtiokokous@eq.fi](mailto:eQ.Yhtiokokous@eq.fi). The company's management generally answers such questions submitted in writing in advance at the AGM or no later than two weeks after the general meeting on the company's website.

Changes in share ownership after the record date of the AGM do not affect the right to participate in the meeting or the shareholder's number of votes.

On the date of this notice, 6 February 2024, the total number of eQ Plc's shares and votes is 40,745,698. The Company does not hold its own shares.

Helsinki, 6 February 2024

eQ Plc

Board of Directors