



Matters on the agenda of eQ Plc's AGM on 25 March 2015:

1. Opening of the meeting
2. Calling the meeting to order
3. Election of persons 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
6. Presentation of the annual accounts, report of the Board of Directors and auditors' report for the year 2014  
*-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 59.4 million on 31 December 2014, of which retained earnings are EUR 8.3 million and the distributable funds in the invested unrestricted equity fund are EUR 51.1 million. The Board of Directors proposes that a dividend of EUR 0.20 per share be paid from the profit shown on the balance sheet and an equity repayment of EUR 0.30 per share be paid from the invested unrestricted equity fund be paid on the record date, 27 March 2015. 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 7,345,439.60 and for the equity repayment EUR 11,018,159.40 ie. EUR 18,363,599.00 in total. The Board proposes that dividend shall be paid on 8 April 2015.*

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 60 per cent of the outstanding shares and votes, have made a proposal, that five members of the Board of Directors be elected.*

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, have made a proposal, that the Chairman of the Board of Directors receive 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 be 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 60 per cent of the outstanding shares, have made a proposal that Nicolas Berner, Christina Dahlblom, Georg Ehrnrooth and Jussi Seppälä be re-elected and Annika Poutiainen be elected as a new member to the Board of Directors for the term of office of the Board members ending at the close of the next Annual General Meeting. Personal information of the proposed individuals is available on eQ's website, [www.eQ.fi](http://www.eQ.fi).*

*Ole Johansson, who has been on the eQ Board and the Chairman of the Board since 2011 has informed that he will no longer be available for the eQ Board of Directors for the next term.*



### 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 the 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 OMX Helsinki 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