



Notice of the Annual General Meeting 2023

Notice is given to the shareholders of eQ Plc to the Annual General Meeting (the "AGM") to be held on 27 March 2023 at 5:00 p.m. at Sanoma House's Eliel meeting room, Töölönlahdenkatu 2, 00100 Helsinki, Finland. The reception of persons who have registered for the meeting will commence at 4:30 p.m. at the meeting venue.

The AGM will be held as a hybrid meeting in accordance with chapter 5, section 16, subsection 2 of the Finnish Limited Liability Companies Act. As an alternative to participating in the Annual General Meeting at the meeting venue, shareholders can fully exercise their rights during the meeting also via remote connection. Instructions for remote participation are presented in part C of this notice to the AGM.

We encourage our shareholders to participate in eQ Plc's AGM via remote connection. There is no food or drink service at the meeting.

Shareholders can ask questions referred to in chapter 5, section 25 of the Finnish Limited Liability Companies Act about the matters to be discussed at the meeting, also in writing before the meeting. Instructions for submitting written questions are presented in part C of this invitation to the AGM.

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 2022**
 - *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 2022 totalled EUR 65 947 885.52. The sum consisted of retained earnings of EUR 40 741 192.96 and the means in the reserve of invested unrestricted equity of EUR 25 206 692.56.

The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0.91 per share be paid out. The proposal corresponds to a dividend totalling EUR 36 791 025.18 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 0.09 per share be paid out from the reserve of invested unrestricted equity. The proposal corresponds to an equity repayment totalling EUR 3 638 672.82 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 29 March 2023. The Board proposes 5 April 2023 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 2022

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 www.eq.fi/en/about-eq-group/hallinnointi/yhtiokokoukset no later than 3 March 2023.

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 effectual 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.

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 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.

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

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Change to the original Notice of the Annual General Meeting: Lotta Kopra, who has been on the Board of Directors of eQ Plc since 2019, has informed the company that she is moving to McKinsey & Company's service and for this reason, contrary to her previous announcement, is no longer available as a member of eQ Plc's Board of Directors after the 2023 Annual General Meeting.

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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 2024, 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 8.66 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. Amendment of the Articles of Association

The Board of Directors proposes that the Articles of Association of eQ Plc be updated with section-specific headings for all items, the field of activity be specified and the possibility to organise a meeting without a physical meeting venue be added, and participation in the General Meeting be made possible via a remote connection.

The new Articles of Association in their entirety:

The Articles of Association

1 § Business name and domicile

The name of the company is eQ Oyj in Finnish, eQ Abp in Swedish, and eQ Plc in English. The domicile of the company is Helsinki.

2 § Field of activity

The company's field of activity is to own investment service providers, fund management companies and other companies operating in financial sector and to take care of all related administrative duties. In addition, the company may own securities and engage in other investment operations.

3 § Book-entry system

The Company's shares are included in the book-entry system for securities.

4 § Board of Directors

The Board of Directors is responsible for the company's administration and appropriate organisation of the company's operations. The Board of Directors consists of a minimum of five (5) and a maximum of seven (7) members. The Board of Directors shall elect a Chair from among its members and convene when summoned by the Chair. The Chair shall summon the Board of Directors, if a member of the Board of Directors or the

Managing Directors so requests. The Board of Directors constitutes a quorum when more than half of its members are present. Matters are decided by a simple majority of votes. In cases where votes are evenly divided, the Chair shall have the deciding vote, and in the election of the Chair the decision is made by drawing lots. The term of the members of the Board of Directors extends to the close of the Annual General Meeting following the election.

5 § Chief Executive Officer (CEO)

The company shall have a CEO, who is appointed by the Board of Directors.

6 § Right of representation

The company is represented by two members of the Board of Directors jointly, the CEO alone or the person or persons authorised by the Board of Directors.

7 § Auditor

The General Meeting shall elect one (1) auditor to audit the company administration and accounts. The auditor shall be an audit firm certified by the Finland Chamber of Commerce. The term of the auditor is the accounting period, and it ends at the close of the first Annual General Meeting following the election.

8 § Financial period

The accounting period of the company begins on 1 January and ends on 31 December.

9 § Notice of the General Meeting of Shareholders, participation and meeting venue

Notice of a General Meeting shall be delivered to the shareholders no earlier than three (3) months and no later than three (3) weeks prior to the meeting, but in any case at the latest nine (9) days before the record date of the General Meeting, by publishing it in a company website and as a stock exchange release. In order to attend a General Meeting, a shareholder shall inform the company of his/her attendance no later than on the date mentioned in the notice of the meeting, which is determined by the Board of Directors. This date may not be earlier than ten (10) days prior to the meeting.

The Board of Directors may decide that the shareholders may also attend the General Meeting in such a way that a shareholder exercises his/her right to vote and speak by using a data communication connection and a technical device before or during the General Meeting.

The Board of Directors may decide that the General Meeting is organised without a meeting venue so that the shareholders fully exercise their right to vote and speak in real-time by using a telecommunications connection and a technical device during the meeting.

10 § Annual General Meeting

The Annual General Meeting shall be held annually by the end of May on a day determined by the Board of Directors.

The Meeting shall

review:

- 1. the financial statements, comprising the consolidated financial statements and the annual report;*
- 2. the Auditors' Report;*

decide on:

- 3. the approval of the financial statements;*
- 4. the use of the profit shown in the balance sheet;*
- 5. discharging the members of the Board of Directors and the Managing Director from liability;*
- 6. the number of members on the Board of Directors;*
- 7. the remuneration payable to the members of the Board of Directors and the auditor;*

elect:

- 8. the members of the Board of Directors, and*
- 9. the auditor.*

18. 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. 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 3 March 2023. 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 10 April 2023.

C. Instructions to the participants of the AGM

1. Shareholders registered in the shareholders' register

Each shareholder, who is registered on the record date of the Annual General Meeting 15 March 2023 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.

Registration for the AGM will begin on 20 February 2023. 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 20 March 2023 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

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 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 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.

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. In addition, the shareholder shall inform whether the shareholder or its representative will participate in the AGM at the meeting place or via a remote connection. 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.

The shareholder and his/her representative or proxy must be able to prove their identity and/or right of representation at the meeting place, if necessary.

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 he/she on the record date of the Annual General Meeting 15 March 2023 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 22 March 2023 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 issuing of proxy documents and voting instructions and registration for the Annual General Meeting from his/her 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.

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

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. Proxy representatives must use strong electronic authentication when registering for the meeting online, after which they can register 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 service.

An example of the proxy document and voting instructions (in Finnish) is available at the Company's website www.eq.fi/en/about-eq-group/hallinnointi/yhtiokokoukset on 17 February 2023, 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 before the closing of the registration. In addition to the delivery of proxies, the shareholder or his/her 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 (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-authorizations.

4. Remote participation in the meeting

A shareholder who has the right to participate in the Annual General Meeting can participate in the meeting and use his/her rights in full during the meeting not only by participating in the AGM at the meeting venue but also via remote connection.

The shareholder's or proxy's notification of participation in the AGM via remote connection is binding, and the shareholder or proxy does not have the right to change the method of participation or participate in the meeting at the meeting place after the registration period has expired. However, the shareholder's representative's notification of participation via remote connection does not limit the right of shareholder's other representatives to participate in the meeting at the meeting place.

A shareholder or proxy who has registered to participate in the AGM at the meeting venue can change their participation to remote participation. There is no need to inform the company about this separately. Remote participation takes place via the remote participation link sent to the phone number and/or email address provided when registering for the AGM.

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. Using the remote connection 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. Therefore, even shareholders who have physically registered for the AGM can, if they wish, participate in the AGM remotely using a telecommunications connection. 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. 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. 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 13 March 2023 at 4:00 pm at the online registration service or by email to 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. When asking a question, the shareholder must provide a sufficient explanation of his/her share ownership.

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, 7 February 2023, the total number of eQ Plc's shares and votes is 40,429,698. The Company does not hold its own shares.

Helsinki, 7 February 2023

eQ Plc

Board of Directors