



## **Matters on the agenda of the AGM 27 March 2023**

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*

*The annual accounts, report of the Board of Directors and the auditors' report published by the Company will be available no later than 3 March 2023 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 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](http://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](http://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.**

**Shareholders of eQ Plc, who control over 60 per cent of the outstanding shares and votes, have informed that they will propose to the Annual General Meeting, that in addition to the previously proposed Board members Nicolas Berner, Georg Ehrnrooth, Timo Kokkila, Janne Larma and Tomas von Rettig, Päivi Arminen will be elected as a new member to the Board.**

\* \* \*

### **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**