



Matters on the agenda of the AGM 25 March 2025

At the Annual General Meeting, 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 2024**

- 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 4 March 2025 on the Company's website 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 2024 totalled EUR 57,409,143.02. The sum consisted of retained earnings of EUR 31,984,573.28 and the means in the reserve of invested unrestricted equity of EUR 25,424,569.74.

The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0.66 per share be paid out. The proposal corresponds to a dividend totalling EUR 27,328,750.68 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 0.33 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 27 March 2025. The Board proposes 3 April 2025 as the payment date of the first installment of the dividend.

The second installment, EUR 0.33 per share shall be paid in October 2025. 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 dividend payment. The Board shall decide the record date and the payment date of the second installment of the dividend in its meeting in September 2025. It is contemplated that the record date of the second installment will be 7 October 2025 and that the payment date will be 14 October 2025.

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 CEOs from liability for the financial year 1 January – 31 December 2024

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 no later than 4 March 2025.

11. Handling of the Remuneration Policy for Governing Bodies

The Remuneration Policy for the company's governing bodies was previously presented to the Annual General Meeting in 2021. The Remuneration Policy must be presented to the general meeting at least every four years or whenever substantial changes have been made to it.

The Board of Directors presents the Remuneration Policy for Governing Bodies to the Annual General Meeting for adoption by an advisory decision. The Remuneration Policy 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 4 March 2025.

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 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.

13. 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.

14. 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 current Board members Päivi Arminen, Nicolas Berner, Georg Ehrnrooth, Janne Larma and Tomas von Rettig are re-elected to the Board of Directors and Caroline Bertlin will be elected as a new member to the Board. 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.

Caroline Bertlin (born 1978) is an experienced business leader with vast experience in the Nordics and internationally. Bertlin is based and has spent most of her career in Sweden. Currently she is engaged in strategy and funding of energy infrastructure for Nordion Energi. Prior to that she was the CEO of Nordisk Renting and Managing Director in NatWest Structured Finance (2016-2023). Previously she worked as Head of Restructuring, Turnaround CEO and Project Lead for Strategic projects in the NatWest Group (2009-2015). Earlier experience includes portfolio management and analyst positions within banking and alternative investments. In addition, she is a member of the Board of Nordisk Renting AB (2016-). Caroline Bertlin holds a Master of Science (Economics) degree from Hanken School of Economics.

All nominees have given their consent to the proposal. In addition, the nominees have indicated that on selection, they will select Georg Ehrnrooth as 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.

15. 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.

16. Election of auditor

The Board of Directors proposes, that for a term ending at the end of the Annual General Meeting 2026, Authorized 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, Authorized Sustainability Auditor.

17. Resolution on the remuneration of the sustainability auditor

The Board of Directors proposes that the sustainability auditor to be elected be paid remuneration according to the auditor's invoice approved by eQ Plc.

18. Election of sustainability auditor

For the financial year 2025, the company must prepare its first sustainability report in accordance with the EU Sustainability Reporting Directive, CSRD, and relevant national legislation.

The Board of Directors proposes, that for a term ending at the end of the Annual General Meeting 2026, Authorized Public Accountants KPMG Oy Ab be elected sustainability auditor of the Company. KPMG has stated that the sustainability auditor with main responsibility will be Tuomas Ilveskoski, APA, Authorized Sustainability Auditor.

19. Establishment of a Shareholders' Nomination Board

The Board of Directors proposes that the Annual General Meeting establishes a Shareholders' Nomination Board whose task is to prepare proposals concerning the number of members of the Board of Directors and the Board's composition and remuneration to the General Meeting.

According to the proposal, the Shareholders' Nomination Board comprises of four members and four largest shareholders of the Company may each appoint a member.

The right to appoint a member belongs to the four shareholders who, as of the last day of June preceding the next Annual General Meeting, have the largest share of the total voting rights of the Company's shares, taking into account those shareholders whose holdings should be aggregated subject to the obligation to notify major holdings.

The Board of Directors proposes that the Annual General Meeting adopts the Charter for the Shareholders' Nomination Board. The Board's proposal for the Company's Charter for the Shareholders' Nomination Board is available on the Company's website: www.eq.fi/en/about-eq-group/hallinnointi/yhtiokokoukset.

20. 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 8.45 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. 50 per cent of the shares or special rights entitling to shares issued on the basis of the authorisation may be used to implement incentive schemes or otherwise for remuneration. 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.

21. Closing of the meeting