

Notice convening Eezy Plc's Annual General Meeting on 13 April 2021

NOTICE CONVENING THE GENERAL MEETING

Eezy Plc's annual general meeting is to be held on 13 April 2021 starting at 10:00 a.m. at the offices of Castrén & Snellman Attorneys Ltd at Eteläesplanadi 14, Helsinki. It will not be possible for shareholders or their proxy representatives to participate in the meeting in person, but participation will take place in advance in the manner described in this notice.

In order to prevent the spread of the COVID-19 epidemic, the company's board of directors has decided to adopt the exceptional meeting procedure provided for in the temporary act 677/2020, which temporarily deviates from some of the provisions of the Finnish Limited Liability Companies Act. The board of directors has decided to take the measures permitted by the temporary act in order to hold the general meeting while taking into account the health and safety of the shareholders, the company's personnel and other stakeholders.

The company's shareholders can participate in the meeting and exercise their rights only by voting in advance and by presenting counterproposals and questions in advance. Instructions for shareholders are provided in section C. Instructions for the participants in the general meeting.

It will not be possible to participate in the meeting in person. The company's members of the board of directors, CEO, other management or auditor will not be present at the meeting venue and no video link to the meeting venue will be provided.

The CEO's pre-recorded address will be published on the company's website on the date of the meeting at the latest.

The company's largest shareholders, NoHo Partners Plc, Sentica Buyout V Ky and Meissa-Capital Oy, which on the date of this notice represent in aggregate over 67% of the votes vested in the company's shares, have notified the company in advance that they support the proposed resolutions on agenda of the general meeting included in this notice.

A. Agenda of the general meeting

At the general meeting, the following matters will be considered:

1. Opening of the meeting

2. Calling the meeting to order

Attorney Pauliina Tenhunen will serve as the chairperson of the meeting.

If Pauliina Tenhunen is prevented from serving as the chairperson for a weighty reason, the board of directors will appoint the person they deem the most suitable to serve as the chairperson.

3. Election of the person to scrutinise the minutes and the person to supervise the counting of votes

Attorney Teresa Kauppila will serve as the person to scrutinise the minutes and supervise the counting of votes.

If Teresa Kauppila is prevented from serving as the person to scrutinise the minutes and supervise the counting of votes for a weighty reason, the board of directors will appoint another person they deem most suitable 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

Shareholders who have voted in advance within the advance voting period and who are entitled to participate in the general meeting in accordance with chapter 5, sections 6 and 6 a of the Finnish Limited Liability Companies Act will be deemed shareholders participating in the meeting.

The list of votes will be adopted according to the information provided by Euroclear Finland Oy.

6. Presentation of the financial statements, the report of the board of directors and the auditor's report for the year 2020

Because it is only possible to participate in the general meeting by voting in advance, the company's financial review published on 17 March 2021, which includes the company's financial statements, the report of the board of directors and the auditor's report for the year 2020 and which is available on the company's website, will be deemed to have been presented to the general meeting.

7. Adoption of the financial statements and the consolidated financial statements

8. Resolution on the use of the profit shown by the balance sheet and on the distribution of dividends and authorisation of the board of directors to decide on the distribution of dividends

The board of directors proposes to the general meeting that, based on the balance sheet to be adopted for 2020, a dividend of a maximum of EUR 0.15 per share be paid in two tranches so that the first tranche be distributed directly by a resolution of the annual general meeting and the second tranche by a potential resolution of the board of directors under the authorisation to be granted to it.

The board of directors proposes that the first tranche of the dividend, EUR 0.10 per share, be paid to shareholders who are registered in the company's shareholder register held by Euroclear Finland Oy on the dividend record date of the first tranche, 15 April 2021. The board of directors proposes that the dividends of this tranche be paid on 22 April 2021.

The board of directors also proposes that the board of directors be authorised to decide on the distribution of the second dividend tranche in one tranche so that the amount of dividend to be distributed is a maximum of EUR 0.05 per share. Based on the authorisation, the board of directors would be entitled to decide on the amount of dividends within the limits of the above maximum amount, on the dividend record date, on the dividend payment date as well as on the other measures required by the matter. The company will publish the potential dividend distribution decision separately and in the same connection confirm the final record and payment date.

The dividend to be potentially paid based on a resolution of the board of directors will be paid to shareholders who are registered in the company's shareholder register held by Euroclear Finland Oy on the dividend record date.

The authorisation is valid until the opening of the next annual general meeting.

9. Resolution on the discharge of the members of the board of directors and the CEO from liability

10. Consideration of the remuneration report for governing bodies

Because it is only possible to participate in the general meeting by voting in advance, the remuneration report for governing bodies, published by the company on 17 March 2021 and available on the company's website, will be deemed to have been presented to the general meeting.

11. Resolution on the remuneration of the members of the board of directors

Shareholders that on the date of this notice to the general meeting represent in aggregate over 67% of the votes vested in the company's shares propose to the general meeting that the remuneration of the board of directors remain unchanged and in accordance with the resolution made by the annual general meeting on 21 April 2020. Pursuant to the proposal, the members of the board of directors will be paid monthly remuneration as follows:

- EUR 4,000 per month for the chairperson of the board and
- EUR 2,000 each per month for all other members of the board.

In addition, members of the board of directors' committees will be paid a meeting fee of EUR 300 for each committee meeting.

The reasonable traveling expenses of the members of the board of directors are compensated in accordance with the company's travelling policy and practices.

12. Resolution on the number of members of the board of directors

Shareholders that on the date of this notice to the general meeting represent in aggregate over 67% of the votes vested in the company's shares propose to the general meeting that eight (8) members be elected to the board of directors.

13. Election of the members of the board of directors

Shareholders that on the date of this notice to the general meeting represent in aggregate over 67% of the votes vested in the company's shares propose to the general meeting that the current members of the board of directors, Tapio Pajuharju, Kati Hagros, Liisa Harjula, Timo Laine, Timo Mänty, Paul-Petteri Savolainen, Jarno Suominen and Mika Uotila, be re-elected for a term ending at the end of the next annual general meeting following the election.

Personal information and positions of trust of the proposed individuals are available on the company's website.

14. Resolution on the remuneration of the auditor

The board of directors proposes to the general meeting that the auditor's fees be paid against its reasonable invoice as approved by the company.

15. Election of the auditor

Upon the recommendation of the audit committee, the board of directors proposes to the general meeting the re-election of the company's current auditor, KPMG Oy Ab, which has stated that Esa Kailiala, APA, will act as the responsible auditor.

The term of the auditor will end at the end of the next annual general meeting following the election.

16. Authorising the board of directors to decide on the repurchase of company's own shares

The board of directors proposes that the general meeting authorise the board of directors to decide on the repurchase of the company's own shares using the company's unrestricted equity under the following terms and conditions:

1. The total maximum number of shares to be repurchased under the authorisation is 2,400,000 shares, which corresponds to approximately 9.7% of all the shares in the company.
2. The shares will be repurchased in trading organised at Nasdaq Helsinki Oy's regulated market at a price formed in public trading on the date of repurchase. The shares can be repurchased otherwise than in proportion to the existing shareholdings of the company's shareholders.
3. The shares will be repurchased using the company's distributable unrestricted equity.
4. This authorisation revokes prior authorisations granted to the board of directors to repurchase the company's own shares.
5. The authorisation is valid until the end of the annual general meeting of 2022, however, for a maximum of 18 months from the general meeting's resolution on authorisation.

17. Authorising the board of directors to decide on the issuances of shares as well as the issuances of option rights and other special rights entitling to shares

The board of directors proposes that the general meeting authorise the board of directors to decide, in one or more tranches, on the issuances of shares as well as on the issuances of option rights and other special rights entitling to shares as referred to in chapter 10, section 1 of the Finnish Limited Liability Companies Act as follows:

1. The total maximum number of shares to be issued under the authorisation is 4,800,000 shares, which corresponds to approximately 19.3% of all the shares in the company.
2. The board of directors decides on all the terms and conditions regarding the issuances of shares and the issuances of option rights and other special rights entitling to shares. The authorisation concerns both the issuance of new shares and the transfer of the company's own shares.
3. The share issues, issuances of option rights and other special rights entitling to shares can take place in deviation from the shareholders' pre-emptive subscription right (directed issue) if the company has a weighty financial reason to do so, such as the financing or the implementation of a merger or acquisition, the development of the company's capital structure or the implementation of the company's incentive schemes.
4. The total maximum number of shares to be issued for the purpose of implementing the company's incentive schemes is 200,000 shares, which corresponds to approximately 0.8% of all the shares in the company. For the avoidance of doubt, the above number of shares to be issued for the implementation of incentive schemes is included in the overall number of the issuance authorisation referred to in section 1 above.
5. Based on the authorisation, the board of directors is also authorised to decide on a share issue without payment directed to the company itself, provided that the number of shares held by the company after the issue would be a maximum of 10% of all the shares in the company. This amount includes shares that may be held by the company and its subsidiaries in the manner provided for in chapter 15, section 11, subsection 1 of the Finnish Limited Liability Companies Act.
6. The authorisation revokes prior share issue authorisations granted to the board of directors.
7. The authorisation is valid until the end of the annual general meeting of 2022, however, for a maximum of 18 months from the general meeting's resolution on share issue authorisation.

18. Closing of the meeting

B. Documents of the general meeting

This notice to the general meeting, which includes all the proposals for the decisions on the matters on the agenda of the general meeting is available on Eezy Plc's website at <https://sijoittajat.eezy.fi/en/annual-general-meeting-2021/>.

Eezy Plc's financial review, which includes the company's financial statements, the report of the board of directors and the auditor's report for the year 2020, and the company's remuneration report for governing bodies are available at the above website. Copies of the proposals for the decisions and other documents mentioned above as well as of this notice to the general meeting will be sent to shareholders upon request.

The minutes of the general meeting will be available on the above website no later than on 27 April 2021.

C. Instructions for the participants in the general meeting

Shareholders can participate in the general meeting and exercise their rights only by voting in advance and by presenting counterproposals and questions in advance in accordance with the instructions provided below. Shareholders may participate in the general meeting and exercise their rights at the meeting by way of proxy representation in accordance with the instructions provided below. The proxy representative of a shareholder must also vote in advance.

It will not be possible to participate in the meeting in person.

1. Shareholders registered in the shareholder register

Each shareholder who is registered on the record date of the general meeting 30 March 2021 in the company's shareholder register maintained by Euroclear Finland Oy has the right to participate in the general meeting. Shareholders whose shares are registered on their personal Finnish book-entry account are registered in the company's shareholder register.

2. Registration and voting in advance

The registration period and advance voting period commence on 23 March 2021 at 12:00 noon after the expiration of the deadline for delivering counterproposals to be put to a vote that is set out below in section 5. Shareholders who are registered in the company's shareholder register and who wish to participate in the general meeting must register for the meeting and vote in advance no later than on 6 April 2021 at 4:00 p.m., by which time the registration and the votes must be received by the company.

In connection with the registration, shareholders are required to provide information such as their name, personal identification number/business ID, address and telephone number as well as the name and personal identification number of their proxy representative. The personal data given to Eezy Plc or Euroclear Finland Oy by shareholders is used only in connection with the general meeting and in connection with the processing of the related necessary registrations.

Shareholders with a Finnish book-entry account can register and vote in advance on certain matters on the agenda during the time period from 23 March 2021 at 12:00 noon to 6 April 2021 at 4:00 p.m. in the following ways:

- a) On the company's website at <https://sijoittajat.eezy.fi/en/annual-general-meeting-2021/>

If the shareholder is an individual, electronic registration and voting in advance on the website of the company requires strong electronic authentication with a Finnish bank ID or Finnish mobile ID.

If the shareholder is a legal person, electronic registration and voting in advance on the website of the company does not require strong electronic authentication. However, legal persons must provide the number of their book-entry account and other requested information.

b) By post or e-mail

Shareholders may send the advance voting form available on the company's website or corresponding information by e-mail to the address yhtiokokous@euroclear.eu or by post to the address Euroclear Finland Oy, Yhtiökokous / Eezy Oyj, PO Box 1110, FI-00101 Helsinki.

If the shareholder participates in the general meeting by submitting advance votes to Euroclear Finland Oy, the submission of the advance votes before the end of the registration and advance voting period constitutes registration for the general meeting, provided that the information required for registration listed above is given.

The advance voting form and instructions on voting are available on the company's website at <https://sijoittajat.eezy.fi/en/annual-general-meeting-2021/> as of the beginning of the advance voting on 23 March 2021 at the latest.

3. Holders of nominee registered shares

Holders of nominee registered shares have the right to participate in the general meeting by virtue of such shares based on which they would be entitled to be registered in the company's shareholder register maintained by Euroclear Finland Oy on the record date of the general meeting 30 March 2021. In addition, the right to participate requires that holders of nominee registered shares be temporarily registered to the shareholder register maintained by Euroclear Finland Oy based on these shares on 8 April 2021 at 10:00 a.m. at the latest. As regards nominee registered shares, this constitutes due registration for the general meeting. Changes in shareholdings occurring after the record date of the general meeting will not affect the right to attend the general meeting or the number of votes of the shareholder.

Holders of nominee registered shares are advised to contact their custodian bank in good time to request the necessary instructions regarding registration in the temporary shareholder register of the company, the issuing of proxy documents and registration for the general meeting. The account operator of the custodian bank has to register a holder of nominee registered shares who wishes to participate in the annual general meeting into the temporary shareholder register of the company at the latest by the time stated above and arrange advance voting on behalf of the holder of nominee registered shares.

4. Proxy representative and proxy documents

Shareholders may participate in the general meeting and exercise their rights at the meeting by way of proxy representation. Proxy representatives of shareholders are also required to vote in advance in the manner instructed in this notice.

Shareholders who do not vote in advance personally are requested to use the proxy document service offered by the company and to authorise a designated proxy representative, Attorney Teresa Kauppila from Castrén & Snellman Attorneys Ltd or a person appointed by her, to represent the shareholder and exercise the shareholder's right to vote at the general meeting in accordance with their voting instructions. Authorising the designated proxy representative will not accrue any costs for the shareholder, excluding possible fees for delivering the proxy documents. Further information about the designated proxy representative is available at www.castren.fi/people/teresa-kauppila/.

Shareholders may also authorise other proxy representatives, if they so wish. A proxy representative must produce a dated proxy document or otherwise in a reliable manner demonstrate their right to represent the shareholder. When a shareholder participates in the general meeting by means of several proxy representatives representing the shareholder with shares in different securities accounts, the shares by which each proxy representative represents the shareholder must be identified in connection with the registration for the general meeting.

A proxy template with voting instructions is available on the company's website at <https://sijoittajat.eezy.fi/en/annual-general-meeting-2021/> on 23 March 2021 at the latest. Any proxy documents are requested to be delivered primarily by e-mail to the address yhtiokokous@eezy.fi. Alternatively, a proxy document may be delivered by post to the address Eezy Oyj, Aino Nylander, Itämerenkatu 3, FI-00180 Helsinki. The proxy documents must be delivered before the registration period expires on 6 April 2021 at 4:00 p.m., by which time the proxy documents must be received by the company.

Submitting a proxy document before the end of the registration period constitutes due registration for the general meeting, provided that the required information listed above is given in the proxy document. Submitting a proxy document that is assigned to the designated proxy representative offered by the company and that includes voting instructions before the end of the registration period constitutes due registration for the general meeting and due advance voting, provided that the information required for registration listed above and the shareholder's voting instructions are given in the proxy document.

5. Other instructions / information

Shareholders who hold at least one one-hundredth of all the shares in the company have the right to make counterproposals concerning the proposed decisions on the agenda of the general meeting to be placed for a vote. The counterproposals should be delivered to the company by e-mail to the address yhtiokokous@eezy.fi no later than on 22 March 2021 at 4:00 p.m. In connection with the counterproposals, the shareholders must present a statement of their shareholding in the company. A counterproposal is admissible for consideration at the general meeting if the shareholder who has made the counterproposal has the right to attend the meeting and represents at least one one-hundredth of all shares in the company on the record date of the general meeting. If a counterproposal is non-admissible, votes cast for such counterproposal will not be recorded at the meeting. The company will publish the counterproposals eligible for voting on the company's website at <https://sijoittajat.eezy.fi/en/annual-general-meeting-2021/> on 23 March 2021 at the latest.

Shareholders have the right to pose questions and request information with respect to the matters to be considered at the meeting pursuant to chapter 5, section 25 of the Finnish Limited Liability Companies Act by email to the address yhtiokokous@eezy.fi or by post to the address Eezy Oyj, Aino Nylander, Itämerenkatu 3, FI-00180 Helsinki no later than on 26 March 2021 at 4:00 p.m. The company will publish the shareholders' questions along with the management's and the board of directors' responses as well as any counterproposals not eligible for voting on the company's website at <https://sijoittajat.eezy.fi/en/annual-general-meeting-2021/> on 31 March 2021 at the latest. Posing questions and counterproposals requires the shareholders to present an adequate statement of their shareholding in the company.

On the date of this notice to the general meeting, 17 March 2021, the total number of shares and votes in Eezy Plc is 24,849,375.

Helsinki, 17 March 2021

EEZY PLC
Board of directors

Further information:

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