



EEZY PLC -- STOCK EXCHANGE RELEASE -- 14 March 2023

Notice Convening the Eezy Plc Annual General Meeting on 13 April 2023

NOTICE CONVENING THE GENERAL MEETING

The shareholders of Eezy Plc are invited to the annual general meeting, which is to be held on Thursday 13 April 2023 starting at 10:00 in the Jura-Sali event room at the address Kasarmikatu 21 B, Helsinki, Finland. The reception of persons who have registered for the meeting and the distribution of voting tickets will commence at the meeting venue at 9:30.

Shareholders may also exercise their voting rights by voting in advance. Instructions concerning advance voting are provided in section C of this notice.

There will be an opportunity to watch the general meeting via an online broadcast. Instructions for watching the online broadcast are available on the company's website <https://eezy.fi/annual-general-meeting-04-2023> on 6 April 2023 at the latest. It will not be possible to ask questions, make counterproposals, otherwise take the floor or vote via the online broadcast. Watching the meeting via the online broadcast does not constitute participating in the meeting or exercising shareholder rights.

A recording of the CEO's review presented at the general meeting will be made available on the company's website at <https://eezy.fi/annual-general-meeting-04-2023> after the meeting.

The general meeting will be held in Finnish.

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**
- 3. Election of the person to scrutinise the minutes and the person 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 financial statements, the report of the board of directors and the auditor's report for the year 2022**

- Presentation of the CEO's review.

The company's financial statements, the report of the board of directors and the auditor's report, are available on the company's website at <https://eezy.fi/annual-general-meeting-04-2023>.

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



8. Resolution on the use of the profit shown on the balance sheet and the distribution of dividend

The board of directors proposes to the general meeting that, based on the balance sheet to be adopted for 2022, a dividend of a maximum of EUR 0.15 per share be paid in two tranches.

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 maintained by Euroclear Finland Oy on the dividend record date of the first tranche, 17 April 2023. The board of directors proposes that the dividends of this tranche be paid on 25 April 2023.

The board of directors proposes that the second tranche of the dividend, EUR 0.05 per share, be paid to shareholders who are registered in the company's shareholder register maintained by Euroclear Finland Oy on the dividend record date of the second tranche, 19 October 2023. The board of directors proposes that the dividends of this tranche be paid on 26 October 2023.

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

The company's remuneration report for governing bodies is available on the company's website at <https://eezy.fi/annual-general-meeting-04-2023>.

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

Shareholders that on the date of this notice convening the general meeting represent in aggregate approximately 58% 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 12 April 2022 and that the members of the board of directors 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 travelling 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 convening the general meeting represent in aggregate approximately 58% of the votes vested in the company's shares propose to the general meeting that seven (7) members be elected to the board of directors.

13. Election of members of the board of directors

Shareholders that on the date of this notice convening the general meeting represent in aggregate approximately 58% of the votes vested in the company's shares propose to the general meeting that Tapio Pajuharju, Paul Savolainen, Mika Uotila, Kati Hagros, Jarno Suominen and Mikko Wirén be re-elected as members of the board of directors and Maria Pajamo be elected as a new member of the board of directors for a term ending at the end of the next annual general meeting following the election.



Liisa Harjula and Timo Mänty have notified that they are not available for re-election.

The composition of the board of directors will be considered as a whole.

Personal information and positions of trust of the proposed individuals as well as the evaluations of their independence are available on the company's website at <https://eezy.fi/annual-general-meeting-04-2023>.

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 the 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 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 2,500,000 shares, which corresponds to approximately 10.0% of all the shares in the company.
2. The shares will be repurchased in trading on 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 replaces 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 2024, but in any case no later than 18 months from the general meeting's resolution on authorisation.

17. Authorising the board of directors to decide on the issuance of shares as well as the issuance 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 on the issuance of shares in one or more tranches as well as on the issuance 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 2,500,000 shares, which corresponds to approximately 10.0% of all the shares in the company.
2. The board of directors decides on all the terms and conditions regarding the issuance of shares and the issuance 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 and the 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 equity 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 250,000 shares, which corresponds to approximately 1.0% 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 replaces prior share issue authorisations granted to the board of directors.
7. The authorisation is valid until the end of the annual general meeting of 2024, but in any case no later than 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 convening the general meeting, which includes all of the proposed resolutions on the agenda of the general meeting, is available on Eezy Plc's website at <https://eezy.fi/annual-general-meeting-04-2023/>.

Eezy Plc's financial statements, the report of the board of directors and the auditor's report, and the company's remuneration report for governing bodies are available on the above website. The resolution proposals and other documents mentioned above will also be made available at the general meeting.

The minutes of the general meeting will be available on the above website as of 27 April 2023 at the latest.

C. Instructions for the participants in the general meeting

1. Shareholders registered in the shareholder register

Each shareholder who is registered on the record date of the general meeting, 30 March 2023, in the company's shareholder register maintained by Euroclear Finland Oy has the right to participate in the general meeting. A shareholder whose shares are registered on their personal Finnish book-entry account is registered in the company's shareholder register. Changes in shareholding after the record date of the general meeting do not affect the right to participate in the general meeting or the number of voting rights.

Registration for the general meeting commences on 16 March 2023 at 9:00. A shareholder who is registered in the company's shareholder register and who wishes to participate in the general meeting must register no later than on 6 April 2023 at 16:00, by which time the registration must be received. Shareholders can register for the meeting in the following ways.

- a) On the company's website at <https://eezy.fi/annual-general-meeting-04-2023>

If the shareholder is an individual, electronic registration on the website of the company requires strong electronic identification with a Finnish bank ID or Finnish mobile ID.



If the shareholder is a legal person, electronic registration does not generally require strong electronic identification. However, legal persons must provide the number of their book-entry account and their business ID or other identification code. If the legal person uses the Suomi.fi e-authorisation, registration requires that the authorised person uses strong electronic identification with a Finnish bank ID or Finnish mobile ID.

- b) By post to the address Eezy Oyj, Aino Nylander, Itämerenkatu 3, FI-00180 Helsinki, Finland

The requested information, such as the shareholder's name, date of birth/personal identification number or business ID, address, telephone number, email address as well as the name of their possible assistant or proxy representative and the date of birth/personal identification number of the proxy representative must be provided in connection with the registration.

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.

Upon request, a shareholder, their representative or proxy representative must be able to prove their identity and/or representation right at the meeting venue.

2. Holder of nominee registered shares

A holder of nominee registered shares has 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 2023. 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 6 April 2023 at 10:00 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 voting instructions, registration for the general meeting and voting in advance. 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. When necessary, the account operator of the custodian bank also has to arrange advance voting on behalf of the holder of nominee registered shares within the registration period applicable to the holder of nominee registered shares.

Further information on these matters is also available on the company's website at <https://eezy.fi/annual-general-meeting-04-2023>.

3. Proxy representative and proxy documents

A shareholder may participate in the general meeting and exercise their rights at the meeting by way of proxy representation.

The proxy representative must produce a dated proxy document or power of attorney or otherwise in a reliable manner demonstrate their right to represent the shareholder at the general meeting. 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.

Any proxy documents should be announced in connection with registration, and the proxy documents should be delivered by mail to the address Eezy Oyj, Aino Nylander, Itämerenkatu 3, FI-00180 Helsinki, Finland, or by e-mail to the address yhtiokokous@eezy.fi. In addition to submitting proxy documents, shareholders or their proxy representatives must ensure that they register for the general meeting in the manner instructed above in this notice.

Legal persons may use the Suomi.fi e-authorisation service as an alternative to a traditional proxy document. In such a case, the legal person authorises a proxy representative via the Suomi.fi service at www.suomi.fi/e-authorizations using the authorisation for 'Representation at the General Meeting'. In Euroclear Finland Oy's general meeting registration service, the proxy representatives must identify themselves by using strong electronic identification, after which the e-authorisation is verified automatically. Strong electronic identification requires a Finnish bank ID or mobile ID. For more information on e-authorisation, please see www.suomi.fi/e-authorizations.

4. Advance voting

Shareholders who have a Finnish book-entry account may vote in advance on certain items of the agenda of the general meeting via the company's website at <https://eezy.fi/annual-general-meeting-04-2023> between 9:00 on 16 March 2023 and 16:00 on 6 April 2023. If the shareholder is an individual, identification in the advance voting service requires a Finnish bank ID or mobile ID. If the shareholder is a legal person, identification in the advance voting service requires their business ID and book-entry account number.

In addition to advance voting, shareholders must ensure that they register for the general meeting before the end of the registration period.

Proposed resolutions that are subject to advance voting are considered to have been presented unchanged in the general meeting, and the advance votes are taken into account in a vote held at the general meeting also in circumstances where an alternative resolution has been proposed concerning the matter. Taking the votes into account requires that shareholder who voted in advance is registered in the company's shareholders' register maintained by Euroclear Finland Oy on the record date of the general meeting.

Unless shareholders voting in advance participate in the general meeting at the meeting venue in person or by way of proxy representation, they will not be able to make counterproposals, vote for a possible counterproposal, or use their rights under the Finnish Limited Liability Companies Act to request information or a vote.

Holders of nominee registered shares can vote in advance through their account operators. Account operators can vote in advance on behalf of the holders of nominee registered shares they represent in accordance with the shareholders' voting instructions during the registration period applicable to holders of nominee registered shares.

The terms and conditions and other instructions for advance voting will be available on the company's website at <https://eezy.fi/annual-general-meeting-04-2023> as of the beginning of the advance voting, 16 March 2023 at 9:00, at the latest.

5. Other instructions / information

Pursuant to chapter 5, section 25 of the Finnish Limited Liability Companies Act, a shareholder who is present at the general meeting has the right to request information with respect to the matters to be considered at the meeting.



On the date of this notice convening the general meeting, 14 March 2023, the total number of shares and votes in Eezy Plc is 25,046,815.

In Helsinki, on 14 March 2023

EEZY PLC
Board of directors

Further information:

Hannu Nyman
CFO
hannu.nyman@eezy.fi
tel. +358 (0)50 306 9913