



Matters on the agenda of the AGM 25.3.2019

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 2018
 - 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 2018 totalled EUR 44 124 342.63. The sum consisted of retained earnings of EUR 18 944 344.53 and the means in the reserve of invested unrestricted equity of EUR 25 179 998.10.

The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0.47 per share be paid out. The proposal corresponds to a dividend totalling EUR 17 722 383.06 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 0.07 per share be paid out from the reserve of invested unrestricted equity. The proposal corresponds to an equity repayment totalling EUR 2 639 503.86 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 27 March 2019. The Board proposes 3 April 2019 as the payment date of the dividend and equity repayment.

9. Resolution on the discharge of the members of the Board of Directors and the CEO from liability
10. 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 five persons be on the Board of Directors.

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, have made a proposal, that the Chairman of the Board of Directors receives 3,500 euros per month, and the members of the Board of Directors receive 2,000 euros per month. In addition, a compensation of 500 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. Election of the 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 Nicolas Berner, Georg Ehnrooth and Timo Kokkila are re-elected to the Board of Directors and



Lotta Kopra and Tomas von Rettig are elected as new members to the Board of Directors. The term of office of the Board members ends at the close of the next Annual General Meeting.

Lotta Kopra (born 1980) is an entrepreneur, who has strong experience in the digitalisation of service companies, including financial services companies, in Finland and in Europe. Primary work experience: Lotta is the founder of Magenta Advisory, a digital advisory company, and acted as its Chairman of the Board (2010–2015). After the sale of Magenta Advisory, she was part of the senior management of the parent company (Bearing Point) (2015–2018). Previously she has worked as management consultant in Finland and in other Nordic countries (2004–2010). In addition, she holds several positions of trust, including the following: Solteq Oyj, Member of the Board (2018–); Flashnode, Member of the Board (2018–); Liid, Member of the Board (2017–); Tidy Technologies, Chairman of the Board (2016–). Lotta Kopra holds a Master of Science (Economics) degree from Helsinki School of Economics.

Tomas von Rettig (born 1980) is the President and CEO of Rettig Group Ltd (2016–). Previously he has held different positions in Rettig Group (2011–2015), Rettig Asset Management (2008–2011) and Skandinaviska Enskilda Banken (2006–2008). In addition, he holds several positions of trust, including the following: Rettig ICC, Chairman of the Board (2016–); Roof Productions, Chairman of the Board (2009–); Terveystalo, Vice Chairman of the Board (2017–); Rettig Capital, Member of the Board (2014–). Tomas von Rettig holds a BBA degree (Bachelor of Business Administration) from Arcada University of Applied Sciences and a CEFA certificate (Certified European Financial Analyst) from Hanken School of Economics.

Carl Haglund, who has been on the eQ Board since 2017 and Annika Poutiainen who has been on the Board since 2015 have informed that they will not be available for the eQ Board of Directors for the next term.

13. 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.

14. Election of auditor

The Board of Directors proposes that Authorised Public Accountants KPMG Oy Ab be elected auditor of the Company. The auditor with main responsibility, named by KPMG Oy Ab, is Marcus Tötterman, APA.

15. 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 5,000,000 new shares. The amount of the proposed authorisation corresponds to approximately 13,26 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.

16. Closing of the meeting