

## Evli Plc: Notice of Annual General Meeting 2026

The Annual General Meeting of Evli Plc ("Evli" or the "Company") will be held on Tuesday March 17, 2026 starting at 10:00 am at the premises of Castrén & Snellman Attorneys Ltd at the address Eteläesplanadi 14, 6th Floor, 00130 Helsinki, Finland.

The reception of persons who have registered for the meeting and the distribution of voting tickets will commence at 9:30 am.

The Company's shareholders may participate in the General Meeting by voting in advance. Instructions for shareholders are provided in section C of this notice convening the Annual General Meeting.

### **A. Matters on the agenda of the General Meeting**

At the meeting, the following matters will be considered:

- 1. Opening of the meeting**
- 2. Calling the meeting to order**
- 3. Election of the person to scrutinize the minutes and 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 Board of Directors' report and the auditor's report for the year 2025**

Presentation of CEO's report.

- 7. Adoption of the financial statements, which also means the adoption of the consolidated financial statements**
- 8. Resolution on the use of the profit shown on the balance sheet and the distribution of funds**

The Board of Directors proposes to the Annual General Meeting that based on the balance sheet to be adopted for financial year 2025, a dividend of a maximum of EUR 1.23 per share be paid from the distributable funds of the Company.

The dividend shall be paid to shareholders who are registered in the shareholders' register maintained by Euroclear Finland Oy on the dividend record date on March 19, 2026. The Board proposes that the dividend shall be paid on March 26, 2026.

- 9. Resolution on the discharge of the members of the Board of Directors and the CEO from liability for the financial period January 1 to December 31, 2025**

## **10. Discussion of the remuneration report for the governing bodies**

The Board of Directors proposes that the remuneration report for the Company's governing bodies for 2025 be approved. The resolution is advisory in accordance with the Finnish Companies Act.

## **11. Discussion of the remuneration policy for the governing bodies**

The Board of Directors proposes that the remuneration policy for the Company's governing bodies be approved. The resolution is advisory in accordance with the Finnish Companies Act.

## **12. Resolution on the remuneration of the members of the Board of Directors**

The Shareholders' Nomination Board proposes that the annual fees for the members of the Board, the Chairpersons of the Board Committees and the Chairperson of the Board remain unchanged. The members of the Board would be paid a remuneration of EUR 5,000 per month, the Chairpersons of the Board Committees would be paid EUR 6,000 per month, and the Chairperson of the Board would be paid EUR 7,500 per month.

## **13. Resolution on the number of members of the Board of Directors**

The Shareholders' Nomination Board proposes that a total of six (6) members be confirmed as the number of members in the Company's Board of Directors.

## **14. Election of members of the Board of Directors**

The Shareholders' Nomination Board proposes that the present members Christina Dahlblom, Fredrik Hacklin, Sari Helander, Robert Ingman, Niko Mokkila, and Tomi Närhinen be re-elected as members of the Board of Directors.

All candidates have given their consent to the election. The nominees' information is available on the Company's website [www.evli.com/agm](http://www.evli.com/agm).

## **15. Resolution on the remuneration of the auditor**

The Board of Directors proposes to the Annual General Meeting that the auditor's remuneration be paid according to a reasonable invoice approved by the Company.

## **16. Election of the auditor**

The Board of Directors proposes to the Annual General Meeting that the auditing firm Ernst & Young Oy (EY) be elected as the auditor. EY has informed the Company that the auditor with principal responsibility would be Miikka Hietala (APA).

## **17. Authorizing the Board of Directors to decide on the acquisition of the Company's own shares**

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors to decide on the acquisition of the Company's own series A and series B shares in one or more tranches as follows:

The total number of own series A shares to be acquired may be a maximum of 1,439,781 shares, and the total number of own series B shares to be acquired may be a maximum of

1,208,708 shares. The proposed number of shares represents approximately 10 percent of all the shares of the Company on the date of the notice convening the Annual General Meeting.

Based on the authorization, the Company's own shares may only be acquired with unrestricted equity.

The Board of Directors will decide how the Company's own shares will be acquired. Financial instruments such as derivatives may be used in the acquirement. The Company's own shares may be acquired in other proportion than the shareholders' proportional shareholdings (directed acquisition). Shares may be acquired through public trading at the prevailing market price formed for the series B shares in public trading on the Nasdaq Helsinki Oy on the date of acquisition.

The authorization will replace earlier unused authorizations to acquire the Company's own shares. The authorization will be in force until the next Annual General Meeting but no later than until June 30, 2027.

## **18. Authorizing the Board of Directors to decide on the issuance of shares as well as the issuance of options and other special rights entitling to shares**

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors to decide on the issuance of shares and special rights entitling to shares pursuant to Chapter 10, section 1, of the Companies Act in one or more tranches, for a fee or free of charge.

Based on the authorization, the number of shares issued or transferred, including shares received based on special rights, may total a maximum of 2,648,489 series B shares. The proposed number of shares represents approximately 10 percent of all the shares of the Company on the date of the notice convening the Annual General Meeting. Of the above-mentioned total number, however, a maximum of 264,848 shares may be used as part of the Company's share-based incentive schemes, representing approximately one percent of all the shares of the Company on the date of the notice convening the Annual General Meeting.

The authorization will entitle the Board of Directors to decide on all the terms and conditions related to the issuing of shares and special rights entitling to shares, including the right to deviate from the shareholders' pre-emptive subscription rights. The Board of Directors may decide to issue either new shares or any own shares in the possession of the Company.

The authorization will replace earlier unused authorizations concerning the issuance of shares as well as the issuance of options and other special rights entitling to shares. The authorization is proposed to be in force until the end of the next Annual General Meeting but no longer than until June 30, 2027.

## **19. Closing of the meeting**

### **B. Documents of the General Meeting**

The above-mentioned proposals for the decisions on the matters on the agenda of the Annual General Meeting as well as this notice including its appendices, the remuneration report, the remuneration policy, the financial statements, the Board of Directors' report and the auditor's report of Evli Plc will be available on Company's website [www.evli.com/agm](http://www.evli.com/agm) no later than three weeks prior to the Annual General Meeting.

Copies of the proposals for decisions, the other above-mentioned documents and of this notice including its appendices will be sent to shareholders upon request.

The minutes of the General Meeting will be available on the above-mentioned website as from March 31, 2026 at the latest.

## **C. Instructions for the participants in the General Meeting**

### **1. Shareholders recorded in the shareholders' register**

Each shareholder, who is registered in the shareholders' register of the Company held by Euroclear Finland Ltd on the record date of the General Meeting, which is March 5, 2026, has the right to participate in the General Meeting. A shareholder, whose shares are registered on his/her personal Finnish book-entry account including equity savings account, is registered into the shareholders' register of the Company.

Registration for the General Meeting will begin on February 16, 2026 at 9:00 am (EET). A shareholder, who is registered in the shareholders' register of the Company and who wants to participate in the General Meeting must register for the meeting by March 10, 2026 latest at 4:00 pm (EET) by which time the registration must be completed.

A shareholder can register for the meeting:

- a) on the Company's website at [www.evli.com/agm](http://www.evli.com/agm)

The registration requires strong electronic authentication from a shareholder who is a natural person. As a natural person signs into the web service through the Company's website, he/she is directed to the electronic authentication. Strong electronic authentication can be conducted with Finnish, Swedish, or Danish online bank ID, or a mobile certificate.

If the shareholder that is a legal person uses the electronic Suomi.fi e-authorization, the registration requires a strong electronic authentication of the authorized person, which works with online bank IDs or a mobile certificate.

- b) by regular mail to Innovatics Oy, General Meeting / Evli Plc, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland or
- c) by e-mail to [agm@innovatics.fi](mailto:agm@innovatics.fi)

Shareholders registering by mail or e-mail shall include in the message the registration form available on the Company's website [www.evli.com/agm](http://www.evli.com/agm) as well as the voting form or similar information.

In connection with the prior notice of attendance, a shareholder shall notify his/her name, date of birth or business identity code, telephone number and/or email address, and the name of a possible assistant, or the name and date of birth and phone number and/or email address of a possible proxy representative. The personal data is used only in connection with the Annual General Meeting and processing of related registrations.

The shareholder, his/her/its representative or proxy representative shall, if necessary, be able to prove their identity and/or right of representation at the meeting venue.

Further information on registration and advance voting is available by telephone during the registration period of the Annual General Meeting by calling Innovatics Oy at +358 10 2818 909 on weekdays from 9:00 am to 12:00 pm and from 1:00 pm to 4:00 pm (EET).

## 2. Holders of nominee registered shares

A holder of nominee registered shares has the right to participate in the Annual General Meeting by virtue of such shares, based on which he/she on the record date of the Annual General Meeting, i.e., on March 5, 2026, would be entitled to be registered in the shareholders' register of the Company held by Euroclear Finland Oy. The right to participate in the Annual General Meeting requires, in addition, that the shareholder on the basis of such shares has been temporarily preregistered in the shareholders' register held by Euroclear Finland Oy by 10:00 am (EET) on March 12, 2026 at the latest. As regards nominee registered shares, this constitutes a due registration for the Annual General Meeting.

Holders of nominee registered shares are advised to request without delay necessary instructions from their custodian bank regarding the temporary registration in the shareholders' register of the Company, the issuing of proxy documents and preregistration for the Annual General Meeting and voting in advance if necessary. The account management organization of the custodian bank has to register a holder of nominee registered shares, who wishes to participate in the Annual General Meeting, temporarily in the shareholders' register of the Company by the time stated above at the latest and take care of voting in advance on behalf of the holder of nominee registered shares before the termination of the advance voting period set for the holders of nominee registered shares.

## 3. Proxy representative and powers of attorney

A shareholder may participate in the General Meeting and exercise his/her rights at the meeting by way of proxy representation. A shareholder's proxy representative may also vote in advance in the manner described in this notice. The proxy representative must identify themselves in the electronic registration service and possible advance voting with strong personal identification, after which they can register and, if necessary, also vote in advance on behalf of the shareholder they represent.

A proxy representative shall present a dated proxy document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder at the General Meeting. A model proxy and voting instructions are available on the Company's website [www.evli.com/agm](http://www.evli.com/agm). When a shareholder participates in the General Meeting by means of several proxy representatives representing the shareholder with shares at different securities accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the General Meeting.

The relevant proxy documents shall be delivered to Innovatics Oy preferably as an attachment to the online registration form, or by mail to Innovatics Oy, General Meeting / Evli Plc, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland or delivered by e-mail to [agm@innovatics.fi](mailto:agm@innovatics.fi) before the end of the registration period. In addition to the delivery of proxy documents, the shareholder or his/her proxy representative must take care of the registration to the General Meeting as presented in this notice convening the General Meeting.

Shareholders can also use the electronic Suomi.fi authorization service for authorizing their proxies instead of using the traditional proxy authorization. The representative shall be appointed in the Suomi.fi service at [www.suomi.fi/e-authorisations](http://www.suomi.fi/e-authorisations) (using the authorization topic "Representation at the General Meeting"). When registering, the representative must identify him/herself with strong electronic authentication, after which the electronic mandate is

automatically checked. The strong electronic authentication works with personal banking codes or a mobile certificate. For more information, see [www.suomi.fi/e-authorisations](http://www.suomi.fi/e-authorisations).

## 4. Voting in advance

Shareholders with a Finnish book-entry account including equity savings account can submit votes in advance on certain matters on the agenda between 9:00 am (EET) on February 16, 2026 and 4:00 pm (EET) on March 10, 2026 in the following ways:

- a) Through the Company's website at [www.evli.com/agm](http://www.evli.com/agm)
- b) By mail or by email through delivering the advance voting form available on the Company's website or equivalent information to Innovatics Oy by mail to Innovatics Oy, General Meeting / Evli Plc, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland or by e-mail to [agm@innovatics.fi](mailto:agm@innovatics.fi). The advance votes must be delivered before the end of the advance voting period. Delivering of votes prior to the end of registration and advance voting period is also considered as registration for the General Meeting if all required information for registration described above is given.

If a shareholder has voted in advance, the shareholder cannot request a vote or propose questions unless the shareholder or their proxy representative attends the General Meeting at the meeting venue.

For holders of nominee-registered shares, advance voting takes place through the account operator. The account operator may vote in advance on behalf of the holders of nominee-registered shares it represents based on the voting instructions provided by the shareholders during the registration period set for holders of nominee-registered shares.

A proposal for a resolution subject to advance voting shall be deemed to have been presented unchanged at the General Meeting. Voting instructions for all shareholders are available on the Company's website at [www.evli.com/agm](http://www.evli.com/agm).

## 5. Other instructions/information

The meeting will be held in Finnish.

A shareholder present at the General Meeting has the right to ask questions pursuant to Chapter 5, section 25 of the Finnish Limited Liability Companies Act on topics to be considered by the General Meeting.

Changes in shareholding after the record date do not affect the right to participate in the meeting or the number of voting rights of the shareholder.

On the date of this notice convening the General Meeting, February 13, 2026, the total number of shares of Evli Plc is 26,484,899 shares divided into 14,397,812 series A shares and 12,087,087 series B shares. According to the Articles of Association, each A share entitles the holder to twenty (20) votes and each B share to one (1) vote at the General Meeting. On the date of this notice, the Company holds no own shares.

Helsinki, February 13, 2026

EVLI PLC  
Board of Directors