



Auditor's statement to the General Meeting of Shareholders of Evli Plc (translation from the Finnish original)

We have performed a reasonable assurance engagement regarding the merger plan dated 31 May 2022 prepared by the Boards of Directors of Evli Plc and EAB Group Plc. The Board of Directors of Evli Plc has decided to propose to the Extraordinary General Meeting of Shareholders to decide that EAB Group Plc shall merge into Evli Plc. The Board of Directors of the merging companies have prepared a merger plan with respect to the proposed merger. According to the terms of the merger the shareholders of EAB Group Plc shall receive as merger consideration 0,172725 new Evli Plc B-shares, and at maximum a cash consideration of 0,217196, for each share owned in EAB Group Plc. The basis for determining the merger consideration is the relation of the valuations of EAB Group Plc and Evli Plc. The proposed merger consideration is based on the valuation results of applying the valuation methods for determining the values of the companies as described in the merger plan prepared by the Bords of Directors.

Responsibility of the Board of Directors

The Boards of Directors of Evli Plc and EAB Group Plc are responsible for the preparation of a merger plan that gives a true and fair view, as referred to in the Limited Liability Companies Act, of the grounds for setting the merger consideration, as well as of the distribution of the consideration.

Auditor's independence and quality control

We are independent of the companies in accordance with the ethical requirements that are applicable in Finland and are relevant to the engagement we have performed, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

The auditor applies International Standard on Quality Control (ISQC) 1 and therefore maintains a comprehensive quality control system including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Auditor's responsibilities

Our responsibility is to issue a statement regarding the merger plan and whether the merger is conducive to compromising the repayment of the existing debts of Evli Plc. We conducted a reasonable assurance engagement in accordance with International Standard on Assurance Engagements (ISAE) 3000 (Revised). The engagement includes procedures to obtain evidence on whether a true and fair view has been provided, as referred to in the Limited Liability Companies Act, in the merger plan of the grounds for setting the merger consideration, as well as of the distribution of the merger consideration, and whether the merger is conducive to compromising the repayment of the exiting debts of Evli Plc.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our statement.

Statement

Our statement pursuant to chapter 16, section 4 of the Limited Liability Companies Act is that a true and fair view has been provided, as referred to in the Limited Liability Companies Act, in the merger plan of the grounds for setting the merger consideration, as well as of the distribution of the consideration. We believe that the merger is not conducive to compromising the repayment of the existing debts of Evli Plc.



Helsinki 31 May 2022

PricewaterhouseCoopers Oy
Authorised Public Accountants

Jukka Paunonen
Authorised Public Accountant (KHT)