

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

We have performed a reasonable assurance engagement regarding the merger plan, dated 31.5.2022, prepared by the Boards of Directors of Evli Plc and EAB Varainhoito Llc. The Board of Directors of Evli Plc and EAB Varainhoito Llc have decided to propose to the Extraordinary General Meetings of Shareholders to decide that EAB Varainhoito Llc 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, EAB Varainhoito Llc (merging company) will merge into Evli Plc (receiving company). According to the terms of merger, no merger consideration will be transferred, because at the moment of the registration of the completion of the merger, the acquiring company owns all the shares of the merging company, which means that this is a subsidiary merger.

Responsibility of the Board of Directors

The Boards of Directors of Evli Plc and EAB Varainhoito Llc 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.

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 on 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 the merger is conducive to compromising the repayment of the existing debts of Evli Plc.

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

Statement

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)