

PROPOSALS OF THE BOARD OF DIRECTORS OF EVLI BANK PLC (“COMPANY”) FOR THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS ON MARCH 9, 2021

1. The Board of Directors proposes to the Annual General Meeting that the Board is authorized to pay a dividend of a maximum of EUR 0.73 per series A and series B share based on the adopted balance sheet for 2020 and the remaining distributable assets be retained in equity. It is proposed that the Annual General Meeting would authorize the Board of Directors to decide on the payment of the dividend in one or more instalments at a time it deems best, taking into account the current authority recommendations. The dividend will be paid to shareholders who are entered in the shareholder register maintained by Euroclear Finland Oy on a record date determined separately by the Board of Directors.

It is proposed that the authorization be valid until the beginning of the next Annual General Meeting.

2. The Board of Directors proposes to the Annual General Meeting that the auditor be paid a remuneration according to a reasonable invoice approved by the company.
3. The Board of Directors proposes that the auditing firm PricewaterhouseCoopers Oy be elected as the company's auditor. PricewaterhouseCoopers Oy has notified the Company that Authorized Public Accountant Jukka Paunonen, would be the principally responsible auditor.
4. The Board of Directors proposes that the Remuneration Report for the Company's governing bodies for 2020 be approved. The resolution is advisory in accordance with the Finnish Companies Act.

The Remuneration Report is available on the Company's website at www.evli.com/agm as of February 15, 2021 at the latest.

5. The Board of Directors proposes that the Annual General Meeting authorize the Board of Directors to decide on the repurchase of the company's own series A and series B shares in one or more lots as follows:

The total number of own series A shares to be repurchased may be a maximum of 1,463,526 shares, and the total number of own series B shares to be repurchased may be a maximum of 947,416 shares. The proposed number of shares represents approximately 10 percent of all the shares of the company on the date of the Notice of the Annual General Meeting.

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

The company's own shares may be repurchased at the price formed for series B shares in public trading or at the price otherwise formed on the market on the purchase day.

The Board of Directors will decide how the company's own shares will be repurchased. Financial instruments such as derivatives may be used in the purchasing. The company's own shares may be repurchased in other proportion than the shareholders' proportional shareholdings (private purchase). Shares may be repurchased through public trading at the prevailing market price formed for the B-shares in public trading on the Nasdaq Helsinki Oy on the date of repurchase.

The authorization will replace earlier unused authorizations to repurchase the company's own shares. The authorization will be in force until the next Annual General Meeting but no later than until June 30, 2022.

6. The Board of Directors proposes that the Annual General Meeting authorize 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 lots, 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 2,410,942 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 of the Annual General Meeting. Of the above-mentioned total number, however, a maximum of 241,094 shares may be used as part of the company's share-based incentive schemes, representing approximately 1 percent of all the shares of the company on the date of the Notice of 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, 2022.