

PROPOSALS OF THE BOARD OF DIRECTORS OF EVLI PLC (“COMPANY”) FOR THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS ON MARCH 14, 2023

1. The Board of Directors proposes that based on the balance sheet to be adopted for financial year 2022, a dividend of a maximum of EUR 0.80 per share be paid from the distributable funds of the Company, in addition to which a maximum of EUR 0.35 per share will be distributed from the reserve for invested unrestricted equity.

The dividend and the distribution from the reserve for invested unrestricted equity shall be paid to shareholders who are registered in the shareholders' register maintained by Euroclear Finland Oy on the dividend record date on March 16, 2023. The Board of Directors proposes that the distribution of funds shall be paid on March 23, 2023.

2. The Board of Directors proposes that the remuneration report for the Company's governing bodies for 2022 be approved. The resolution is advisory in accordance with the Finnish Companies Act.
3. 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.
4. The Board of Directors proposes to the Annual General Meeting that the auditing firm Ernst & Young Oy (EY) be elected as auditor for the financial year 2023, with Miikka Hietala (APA) as the principally responsible auditor.
5. The Board of Directors proposes that the Annual General Meeting authorize 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 1,448,515 shares, and the total number of own series B shares to be acquired may be a maximum of 1,179,015 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 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 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, 2024.

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 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 2,627,530 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 262,753 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, 2024.

7. The Board of Directors proposes to add to the Articles of Association the possibility to alternatively attend the General Meeting remotely during the meeting (hybrid meeting) or without a physical meeting place (remote meeting). The amendment would be made to Article 10 (Notice Convening the General Meeting of Shareholders) of the Articles of Association.

New article in the Articles of Association:

Article 10 § Notice Convening the General Meeting of Shareholders

A notice convening the general meeting of shareholders shall be published on the company's website and as a stock exchange release no earlier than three (3) months before and no later than three (3) weeks prior to the meeting. The notice shall, however, be announced at least nine (9) days before the record date of the general meeting of shareholders. The board of directors may at their discretion decide to publish notice of the general meeting of shareholders in one or several newspapers.

The Board of Directors may decide that a shareholder may also participate in the General Meeting by exercising his/her right to vote by means of a telecommunication link and technical aid before or during the meeting (hybrid meeting). The Board of Directors may also decide that the general meeting is to be held without a meeting venue so that shareholders exercise their decision-making power fully and in a timely manner during the meeting by means of telecommunication and technical aids (remote meeting).