

Proposals of the Board of Directors to Evli Plc's Annual General Meeting 2025

1. The Board of Directors proposes to the Annual General Meeting that based on the balance sheet to be adopted for financial year 2024, a dividend of a maximum of EUR 1.18 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 20, 2025. The Board of Directors proposes that the dividend shall be paid on March 27, 2025.

2. The Board of Directors proposes that the remuneration report for the Company's governing bodies for 2024 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, with Miikka Hietala (APA) as the principally responsible auditor.

If Ernst & Young Oy (EY) is elected as the auditor of the Company, it will also carry out the assurance of the Company's sustainability reporting for the financial year 2025 in accordance with the transitional provision of the act changing the Limited Liability Companies Act (1252/2023) and will be reimbursed for this task as per their invoice approved by the Company.

5. 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 1,440,581 shares, and the total number of own series B shares to be acquired may be a maximum of 1,207,908 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, 2026.

6. 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, 2026.

EVLI PLC