

## Notice to Solteq Plc's Annual General Meeting 2022

Shareholders of Solteq Plc are hereby invited to the Annual General Meeting (the "**General Meeting**") to be held on Thursday 24 March 2022 at 10:00 (EET) at Solteq Plc's headquarters, address Karhumäentie 3, 01530 Vantaa.

The shareholders of the company and their proxy representatives may participate in the meeting and exercise their shareholder rights only by voting in advance and by presenting counterproposals and questions in advance. Further instructions for shareholders can be found in Section C (Instructions for the participants in the General Meeting) of this notice.

Due to the COVID-19 pandemic, the Board of Directors has resolved on exceptional meeting procedures based on the temporary act (375/2021) that came into force on 8 May 2021. It is not possible to participate in the General Meeting at the meeting venue and the meeting cannot be followed via video stream.

The company will publish the CEO's presentation after the General Meeting on 24 March 2022 at 14:00 (EET), in which the CEO presents the most significant events of the company's financial year and talks about the company's general outlooks. The CEO's presentation may be viewed on the company's website at [www.solteq.com/generalmeeting2022](http://www.solteq.com/generalmeeting2022). The CEO's presentation is not part of the General Meeting and it will be published in Finnish.

The shareholders of the company representing more than 40 % of the company's shares and votes have notified that they support the Board of Directors' proposals for the resolutions of the General Meeting. Further, they have made the proposals presented in Section A (Agenda of the General Meeting) below.

### A. Agenda of the General Meeting

At the General Meeting, the following matters will be considered:

1. Opening of the meeting

2. Calling the meeting to order

Attorney-at-law Valtteri Vimpari will act as the Chairperson of the meeting. If Valtteri Vimpari is not, due to a weighty reason, able to act as Chairperson, the Board of Directors shall appoint another person it deems most suitable to act as Chairperson.

3. Election of persons to scrutinize the minutes and to supervise the counting of votes

The person scrutinizing the minutes and supervising the counting of votes will be the company's General Counsel Mikko Sairanen. If Mikko Sairanen is not, due to a weighty reason, able to act as the person scrutinizing the minutes and supervising the counting of votes, the Board of Directors shall appoint another person it deems most suitable to act in those roles.

4. Recording the legality of the meeting

## 5. Recording the attendance at the meeting and adoption of the list of votes

The shareholders who have voted in advance during the advance voting period and who have the right to participate in the General Meeting pursuant to Chapter 5, Sections 6 and 6a of the Finnish Companies Act will be recorded to have been represented at the meeting. The list of votes will be adopted according to the information provided by Euroclear Finland Oy.

## 6. Presentation of the annual accounts, the report of the Board of Directors and the auditor's report for the year 2021

Since the General Meeting may only be attended by voting in advance, the company's annual review, annual accounts, consolidated annual accounts, report of the Board of Directors and auditor's report published on 2 March 2022 and available on the company's website are deemed to have been presented to the General Meeting.

## 7. Adoption of the annual accounts

## 8. Resolution on the use of the profit shown on the balance sheet and authorizing the Board of Directors to decide on the distribution of dividends

The Board of Directors proposes to the General Meeting that no dividend will be directly distributed based on the balance sheet to be adopted for the financial year 2021 by a resolution of the General Meeting but that the General Meeting authorizes the Board of Directors to decide, at its sole discretion, on the distribution of dividends of a maximum amount of EUR 0.10 per share from retained earnings. If the conditions for dividend distribution are met, the Board of Directors is entitled, based on the authorization, to decide on the amount of the dividend within the limit of the above maximum amount, the dividend record date, the dividend payment date, and other required measures. The company will announce the possible dividend distribution decision by the Board of Directors separately and announce the applicable dividend record date and dividend payment date at the same time.

The dividend to be distributed based on the resolution of the Board of Directors will be paid to shareholders who are, on the record date of the dividend payment, recorded in the shareholders' register of the company held by Euroclear Finland Oy.

The authorization will be valid until September 30, 2022 (including September 30, 2022).

The shareholders of Solteq Plc representing more than 40 % of the company's shares and votes have notified that they support the Board of Directors' proposal.

## 9. Resolution on the discharge of the members of the Board of Directors and the managing director from liability for the financial period 1 January to 31 December 2021

## 10. Advisory resolution on approval of the remuneration report for governing bodies

The company's remuneration report for governing bodies for the year 2021 that is based on the company's remuneration policy adopted in the annual general meeting of the company held on 10 June 2020 is attached to this notice and is available on Solteq Plc's website at [www.solteq.com/generalmeeting2022](http://www.solteq.com/generalmeeting2022). Since the General Meeting may only be attended by voting in advance, the remuneration report for governing bodies for the year 2021 is deemed to have been presented to the General Meeting.

The Board of Directors proposes that the General Meeting approves the remuneration report for governing bodies. The resolution of the General Meeting on approval of the remuneration report shall be considered advisory.

The shareholders of Solteq Plc representing more than 40 % of the company's shares and votes have notified that they support the approval of the remuneration report for governing bodies.

#### 11. Resolution on the remuneration of the members of the Board of Directors

The shareholders of Solteq Plc representing more than 40 % of the shares and votes of the company propose to the General Meeting that to be elected members of the Board of Directors are paid for the term expiring at the end of the annual general meeting 2023 as follows:

A monthly remuneration of 5,000 euros is paid to the Chairperson of the Board and 2,500 euros to the Board members. In addition, remuneration of 500 euros per meeting will be paid to the Chairperson of the Board and to each Board member for each Board and Board Committee meeting. In addition to the aforementioned remuneration, it is proposed that Board members should be reimbursed for ordinary and reasonable expenses resulting from Board work against an invoice.

#### 12. Resolution on the number of members of the Board of Directors

The shareholders of Solteq Plc representing more than 40 % of the company's shares and votes propose to the General Meeting that 6 members are to be elected to the Board of Directors.

#### 13. Election of members of the Board of Directors

The shareholders of Solteq Plc representing more than 40 % of the shares and votes of the company propose to the General Meeting that for the term expiring at the end of the annual general meeting 2023, the following current members of the Board of Directors Aarne Aktan, Markku Pietilä, Panu Porkka and Katarina Segerståhl are re-elected, and Anni Sarvaranta and Mika Sutinen are elected as new members of the Board of Directors. The new members proposed to the Board of Directors are considered to be independent of the company and its major shareholders.

All proposed members of the Board of Directors have given their consent to the election.

Further information on the new members proposed to the Board of Directors is available on the company's website at [www.solteq.com/generalmeeting2022](http://www.solteq.com/generalmeeting2022).

#### 14. Resolution on the remuneration of the auditor

The Board of Directors proposes to the General Meeting that the company's auditor will be reimbursed according to the auditor's reasonable invoice approved by the company.

The shareholders of Solteq Plc representing more than 40 % of the company's shares and votes have notified that they support the Board of Directors' proposal.

#### 15. Election of auditor

The Board of Directors proposes to the General Meeting that one audit firm is elected as the auditor of the company and that audit firm KPMG Oy Ab is re-elected as the auditor of the

company. KPMG Oy Ab has informed that Petri Sammalisto, Authorised Public Accountant, is the auditor with principal responsibility.

The shareholders of Solteq Plc representing more than 40 % of the company's shares and votes have notified that they support the Board of Directors' proposal.

16. Authorizing the Board of Directors to decide on the issuance of shares as well as the issuance of option rights and other special rights entitling to shares

The Board of Directors proposes to the General Meeting that the Board of Directors is authorized to decide on a share issue carried out with or without payment and on issuing share options and other special rights referred to in Chapter 10, Section 1 of the Finnish Companies Act as follows:

The maximum total amount of shares or other rights is 3,000,000. The authorization includes the right to give new shares and special rights or convey the company's own shares. The authorization includes the right to deviate from the shareholders' pre-emptive right of subscription if there is a weighty financial reason for the company, e.g., to improve the capital structure, to execute of business acquisitions and other business improvement arrangements. The authorization cannot be used to implement the company's incentive schemes. The authorization is proposed to include the right for the Board of Directors to decide on the other terms concerning the share issue and the granting of special rights, including the subscription price and payment of the subscription price in cash or in whole or in part by other means (subscription in kind) or by using a claim on the subscriber to offset the subscription price and to record it in the company's balance sheet.

The authorization is effective until the next annual general meeting, however, no longer than until 30 April 2023 (30 April 2023 included).

The shareholders of Solteq Plc representing more than 40 % of the company's shares and votes have notified that they support the Board of Directors' proposal.

17. Authorizing the Board of Directors to decide on the issuance of shares as well as the issuance of option rights and other special rights entitling to shares as part of the implementation the company's incentive schemes

The Board of Directors proposes to the General Meeting that the Board of Directors is authorized to decide on a share issue carried out with or without payment and on issuing share options and other special rights referred to in Chapter 10, Section 1 of the Finnish Companies Act as follows:

The maximum total amount of shares or other rights is 1,000,000. The authorization includes the right to give new shares and special rights or convey the company's own shares. The authorization includes the right to deviate from the shareholders' pre-emptive right of subscription if there is a weighty financial reason for the company, as part of the implementation the company's incentive schemes. The authorization is proposed to include the right for the Board of Directors to decide on the other terms concerning the share issue and the granting of special rights, including the subscription price and payment of the subscription price in cash or by using a claim on the subscriber to offset the subscription price and to record it in the company's balance sheet.

The authorization is effective until the next annual general meeting, however, no longer than until 30 April 2023 (30 April 2023 included).

The shareholders of Solteq Plc representing more than 40 % of the company's shares and votes have notified that they support the Board of Directors' proposal.

## 18. Authorizing the Board of Directors to decide on repurchasing of the company's own shares

The Board of Directors proposes to the General Meeting that the Board of Directors is authorized to decide on repurchasing of the company's own shares as follows:

On the basis of the authorization the number of own shares to be repurchased shall not exceed 500,000 shares. Shares may be repurchased in one or more lots. The Company may use only unrestricted equity to repurchase own shares.

Repurchase of own shares may be made otherwise than in proportion to the share ownership of the shareholders (directed repurchase). The purchase price shall be at least the lowest price paid for the company's shares in regulated trading at the time of purchase and no more than the highest price paid for Company shares in regulated trading at the time of purchase.

Own shares can be purchased to be used to improve the capital structure of the company, to execute of business acquisitions and other business improvement arrangements or as a part of the implementation the company's incentive schemes.

The authorization is effective until the next annual general meeting, however, no longer than until 30 April 2023 (30 April 2023 included).

The shareholders of Solteq Plc representing more than 40 % of the company's shares and votes have notified that they support the Board of Directors' proposal.

## 19. Authorizing the Board of Directors to decide on accepting the company's own shares as pledge

The Board of Directors proposes to the General Meeting that the Board of Directors is authorized to decide on accepting the company's own shares as pledge as follows:

The Board of Directors is authorized to decide on accepting the company's own shares as pledge (directed) in connection with business acquisitions or when executing other business arrangements. The pledge may occur in one or in multiple transactions.

The number of own shares to be accepted as pledge shall not exceed 2,000,000 shares.

The Board of Directors may decide on other terms concerning the pledge.

The authorization is effective until the next annual general meeting, however, no longer than until 30 April 2023 (30 April 2023 included).

The shareholders of Solteq Plc representing more than 40 % of the company's shares and votes have notified that they support the Board of Directors' proposal.

## 20. Closing of the meeting

## B. Documents of the General Meeting

This notice, the proposals for the decisions on the agenda of the General Meeting and the remuneration report are available on Solteq Plc's website at [www.solteq.com/generalmeeting2022](http://www.solteq.com/generalmeeting2022). The remuneration report is also attached to this notice. Solteq Plc's annual review, annual accounts, consolidated annual accounts, report of the Board of Directors and auditor's report published on 2 March 2022 are available on Solteq Plc's website. Copies of these documents and of this notice will be sent to shareholders upon request. The minutes of the General Meeting will be available on the above-mentioned website no later than on 7 April 2022.

## C. Instructions for the participants in the general meeting

In order to limit the spread of the COVID-19 pandemic, the General Meeting will be organized without the shareholders and their proxy representatives' presence at the General Meeting venue. The shareholders and their proxy representatives may attend the General Meeting and use their shareholder rights only in advance and in accordance with the below instructions.

### 1. Shareholders registered in the shareholders' register

Each shareholder registered on 14 March 2022 in the shareholders' register of the company held by Euroclear Finland Ltd, has the right to participate in the General Meeting. A shareholder whose shares are registered on his/her personal Finnish book-entry account is registered in the shareholders' register of the company.

Any changes occurred in shareholding after the record date of the General Meeting do not affect the right to participate in the General Meeting or the amount of voting rights.

### 2. Registration and advance voting

The registration for the General Meeting and the advance voting will begin on 9 March 2022 at 12:00 (EET) as the time limit for submitting counterproposals to be put to a vote set out in Section 5 below has expired. A shareholder, who is registered in the shareholders' register of the company and who wants to participate in the General Meeting, shall register for the meeting and vote in advance no later than by 18 March 2022 at 10:00 (EET), by which time the registration must be done and the advance votes must be received by the company.

In connection with the registration, a shareholder shall notify the requested information such as, his/her name, personal/business ID, address, telephone number, as well as the name of a possible proxy representative or legal representative, and the personal ID of the proxy representative or legal representative. The personal data given by the shareholders or the representatives to the company or Euroclear Finland Oy is used only in connection with the General Meeting and with the processing of necessary related registrations.

Shareholders having a Finnish book-entry account may register for the meeting and vote in advance on certain items on the agenda of the General Meeting from 9 March 2022 at 12:00 (EET) until 18 March 2022 at 10:00 (EET) as follows:

- a) through the company's website ([www.solteq.com/generalmeeting2022](http://www.solteq.com/generalmeeting2022))

Natural persons log in the service through strong electronic identification with Finnish banking codes or mobile ID.

Strong electronic identification is not required for legal persons. Legal persons must, however, provide their Finnish book-entry account number of the shareholder and other required information. If a legal person uses the Suomi.fi electronic authorization, registration requires a strong electronic identification from the authorised person, which can be done with Finnish banking codes or mobile ID.

b) by regular mail or e-mail

A shareholder may submit an advance voting form voting available on the company's website at [www.solteq.com/generalmeeting2022](http://www.solteq.com/generalmeeting2022) or corresponding information to Euroclear Finland Oy by regular mail to Euroclear Finland Oy, General Meeting / Solteq Plc, P.O. Box 1110, FI-00101 Helsinki, Finland or by e-mail to [yhtiokokous@euroclear.eu](mailto:yhtiokokous@euroclear.eu).

If a shareholder participates in the General Meeting by delivering votes in advance by regular mail or e-mail to Euroclear Finland Ltd, the delivery of the votes before the deadline for delivering the notice of participation and the votes has expired shall constitute a registration for the General Meeting provided that information required for registration set out in the advance voting form is provided.

Instructions regarding the voting are available to all shareholders on the company's website at [www.solteq.com/generalmeeting2022](http://www.solteq.com/generalmeeting2022). Additional information is also available via email [agm@solteq.com](mailto:agm@solteq.com).

### 3. Proxy representative and powers of attorney

A shareholder may participate in the General Meeting and exercise his/her rights at the meeting by way of proxy representation. Also the proxy representative must vote in advance in accordance with the instructions given in the notice.

A proxy representative shall present a dated proxy document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder at the General Meeting. When a shareholder participates in the General Meeting by means of several proxy representatives representing the shareholder with shares at different securities accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the General Meeting.

A power of attorney template is available at the company's website at [www.solteq.com/generalmeeting2022](http://www.solteq.com/generalmeeting2022). The powers of attorney shall be sent by email to [agm@solteq.com](mailto:agm@solteq.com) before the end of the advance voting period. Delivery of a power of attorney to the company by the deadline set for registration and advance voting constitutes due registration for the General Meeting, provided that the aforementioned information required for the registration has been provided.

A shareholder who is a legal person can also use the electronic Suomi.fi authorization service instead of a traditional proxy document. In this case, the legal person authorizes a proxy that it nominates in the Suomi.fi authorization service at the website [www.suomi.fi/e-authorizations](http://www.suomi.fi/e-authorizations) using the mandate theme "Representation at the General Meeting". In connection with Euroclear Finland Ltd's General Meeting service, the person so authorized must identify himself or herself with strong electronic identification in connection with the registration, after which the electronic authorization will be checked automatically. Strong electronic identification works with the Finnish banking codes or the Mobile ID. More information is available on the website [www.suomi.fi/e-authorizations](http://www.suomi.fi/e-authorizations) and on the company's website at [www.solteq.com/generalmeeting2022](http://www.solteq.com/generalmeeting2022).

#### 4. Holder of nominee registered share

A holder of nominee registered shares has the right to participate in the General Meeting by virtue of such shares, based on which he/she on the record date of the General Meeting, i.e. on 14 March 2022, would be entitled to be registered in the shareholders' register of the company held by Euroclear Finland Ltd. The right to participate in the General Meeting requires, in addition, that the shareholder on the basis of such shares has been temporarily registered into the shareholders' register held by Euroclear Finland Ltd. by 21 March 2022 at 10:00 (EET) at latest. As regards nominee registered shares this constitutes due registration for the general meeting. Any changes occurred in shareholding after the record date of the General Meeting do not affect the right to participate in the general meeting or the amount of voting rights.

A holder of nominee registered shares is advised to request without delay necessary instructions regarding the registration in the temporary shareholders' register of the company, the issuing of proxy documents and registration for the General Meeting from his/her custodian bank. The account management organization of the custodian bank must register a holder of nominee registered shares temporarily into the shareholders' register of the company at the latest by the time stated above. The account management organization of the custodian bank must also take necessary actions to vote in advance on behalf of the shareholder within the registration period of the holders of nominee registered shares.

#### 5. Other instructions and information

Shareholders who hold at least one hundredth of all shares in the company have the right to submit counterproposals concerning the matters on the agenda of the General Meeting to be placed for a vote. Such counterproposals shall be delivered to the company by email to [agm@solteq.com](mailto:agm@solteq.com) no later than by 7 March 2022 at 10:00 (EET). The shareholders submitting counterproposals shall present evidence of their ownership in connection with the delivery of the counterproposal. The counterproposal is taken into consideration in the General Meeting provided that the shareholder has the right to participate in the General Meeting, he/she/it has registered for the General Meeting and the shareholder holds at least one hundredth of all shares in the company on the record date of the General Meeting. If a counterproposal is not taken into consideration in the General Meeting, the votes given in favour of the counterproposal will not be taken into account. The company will publish possible counterproposals eligible for voting on the company's website at [www.solteq.com/generalmeeting2022](http://www.solteq.com/generalmeeting2022) on 9 March 2022 at the latest.

A shareholder has the right to ask questions referred to in Chapter 5, Section 25 of the Finnish Companies Act with respect to the matters to be considered at the meeting. Such questions shall be delivered by email to [agm@solteq.com](mailto:agm@solteq.com) no later than by 10 March 2022 at 10:00 (EET), by which time the questions must have been received by the company. The company will publish such questions from shareholders, the company's management's answers to them and other counterproposals than those eligible for voting on the company's website at [www.solteq.com/generalmeeting2022](http://www.solteq.com/generalmeeting2022) on 15 March 2022 at the latest. In connection with asking questions or making counterproposals, a shareholder must present sufficient evidence to the company of his/her shareholdings.

On the date of this notice to the general meeting, the total number of shares in Solteq Plc is 19,396,501 shares, which represents the same number of votes.



Vantaa, 2 March 2022

SOLTEQ PLC

Board of Directors

**Additional Information:**

Kari Lehtosalo, Interim CEO, CFO  
Tel +358 40 701 0338  
E-mail kari.lehtosalo@solteq.com

**Attachment:**

Remuneration report 2021

**Distribution:**

Nasdaq Helsinki  
Key Media  
[www.solteq.com](http://www.solteq.com)

**Solteq in brief**

Solteq is a provider of IT services and software solutions specializing in the digitalization of business and industry-specific software. The key sectors in which the company has long-term experience are retail, manufacturing, utilities, and services. The company employs over 650 professionals with offices in Finland, Sweden, Norway, Denmark, Poland and the UK, with a customer base throughout Europe.