

## Notice to Solteq Plc's Annual General Meeting 2026

Shareholders of Solteq Plc are hereby invited to the Annual General Meeting to be held on Thursday 26 March 2026 at 10:30 (EET) at the Auditorium in Tapiolan Hohka at Revontulenkujä 1, 02100 Espoo. The reception of registered participants and the hand-out of voting ballots at the meeting venue will start at 10:00 (EET).

Shareholders can also exercise their voting rights by voting in advance. Instructions for advance voting are set out in Section C of this Notice of Annual General Meeting.

### A. Agenda of the General Meeting

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

1. Opening of the meeting
2. Calling the meeting to order
3. Election of persons to scrutinize the minutes and to supervise the counting of votes
4. Recording the legality of the meeting
5. Recording the attendance at the meeting and adoption of the list of votes
6. Presentation of the Financial Statements, Report of the Board of Directors, and the Auditor's Report for the financial year 2025

Presentation of the CEO's review.

The Financial Statements, Report of the Board of Directors, and Auditor's Report are available on the company's website at [www.solteq.com/generalmeeting2026](http://www.solteq.com/generalmeeting2026).

7. Adoption of the Financial Statements
8. Resolution on the use of the profit shown on the balance sheet and the distribution of dividend

The Board of Directors proposes to the Annual General Meeting that no dividend is distributed based on the balance sheet to be adopted for the financial year 2025.

9. Resolution on the discharge of the members of the Board of Directors and the CEO from liability for the financial period 1 January to 31 December 2025

10. Handling of the remuneration report for governing bodies

The company's Remuneration Report for governing bodies for the year 2025 based on the company's remuneration policy adopted in the Annual General Meeting of the company held on 27 March 2024 is attached to this notice and is available on Solteq Plc's website ([www.solteq.com/generalmeeting2026](http://www.solteq.com/generalmeeting2026)).

The Board of Directors proposes that the Annual General Meeting approves the Remuneration Report for governing bodies for the year 2025.

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

The Shareholders' Nomination Committee of Solteq Plc proposes to the Annual General Meeting that the remuneration of the to be elected members of the Board of Directors remain the same except for the meeting fees of the Audit Committee, and are as follows during the term expiring at the end of the Annual General Meeting 2027:

A monthly remuneration of EUR 5,000 is paid to the Chairman of the Board and EUR 2,500 to the Board members. In addition, remuneration of EUR 500 per meeting will be paid to the Chairman of the Board and to each Board member for each Board and Board Committee meeting.

The Nomination Committee proposes that the meeting fees of the Audit Committee be increased as follows:

The Chairman of the Audit Committee shall be paid EUR 1,500 per meeting and the members of the Audit Committee shall be paid EUR 1,000 per meeting. To date, the Chairman and the members of the Audit Committee have received a meeting fee of EUR 500.

In addition to the aforementioned remuneration, it is proposed that Board members will be reimbursed for ordinary and reasonable expenses resulting from Board work.

The proposed remuneration follows the company's remuneration policy.

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

The Shareholders' Nomination Committee of Solteq Plc proposes to the Annual General Meeting that 5 members are to be elected to the Board of Directors.

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

The Shareholders' Nomination Committee of Solteq Plc proposes to the Annual General Meeting that for the term expiring at the end of the Annual General Meeting 2027, the current members of the Board of Directors Markku Pietilä, Lotta Airas, Anni Sarvaranta, Mika Sutinen and Esko Mertsalmi are re-elected. Of the proposed Board members, Markku Pietilä and Lotta Airas are dependent on a significant shareholder of the company. All other proposed Board members are independent of significant shareholders. All Board members are independent of the company.

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

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

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

#### 15. Election of auditor

The Board of Directors proposes to the Annual General Meeting that one audit firm is elected as the auditor of the company and that audit firm PricewaterhouseCoopers Oy is elected as the

auditor. PricewaterhouseCoopers Oy has informed that Tiina Puukkoniemi, Authorised Public Accountant (KHT), is the auditor with principal responsibility.

#### 16. Amendment of 7 § Board of Directors of the Articles of Association

The Board of Directors proposes to the Annual General Meeting that the 7 § Board of Directors of the Articles of Association is amended so that minimum required number of board members shall be 4 and maximum of 7 ordinary members. Currently minimum requirement is 5 members.

According to the proposal, 7 § Board of Directors of the Articles of Association is amended as follows:

*The company has Board of Directors consisting of a minimum of four and a maximum of seven ordinary members.*

*The term of office of the members of the Board of Directors shall end at the close of the next Annual General Meeting following their election.*

Proposal for the new Articles of Association is available on the company's website at [www.solteq.com/generalmeeting2026](http://www.solteq.com/generalmeeting2026).

#### 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

The Board of Directors proposes to the Annual General Meeting that the Board of Directors is authorized to decide on a share issue carried out with or without payment and on issuing option rights 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 2,000,000. The authorization includes the right to give new shares and special rights or transfer 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 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 the subscriber's receivable 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 30 April 2027. This authorization will cancel the decision made by the Annual General Meeting 2025 regarding the same matter.

#### 18. 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 of the company's incentive schemes

The Board of Directors proposes to the Annual 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, as part of the implementation the company's incentive schemes in which case there is a weighty financial reason for the company. The purpose of such incentive schemes must be to retain the company's key personnel over a period of 3 to 5 years. In addition, the purpose is that the now-granted authorization's maximum amount covers the company's key personnel's incentive schemes for at least 3 years. 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 the subscriber's receivable to offset the subscription price and to record it in the company's balance sheet.

The authorization is effective until 30 April 2027. This authorization will cancel the decision made by the Annual General Meeting 2023 regarding the same matter.

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

The Board of Directors proposes to the Annual General Meeting that the Board of Directors is authorized to decide on repurchasing 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 its 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 business acquisitions and other business improvement arrangements, or as a part of the implementation of the company's incentive schemes.

The authorization is effective until the next Annual General Meeting, however, no longer than 30 April 2027. This authorization will cancel the decision made by the Annual General Meeting 2025 regarding the same matter.

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

The Board of Directors proposes to the Annual 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 30 April 2027. This authorization will cancel the decision made by the Annual General Meeting 2025 regarding the same matter.

## 21. Closing of the meeting

## B. Documents of the General Meeting

The above-mentioned proposals for resolutions on the agenda of the Annual General Meeting and this notice are available on Solteq Plc's website at [www.solteq.com/generalmeeting2026](http://www.solteq.com/generalmeeting2026). Solteq Plc's Financial Statements, Annual Report, Auditor's Report, and Remuneration Report are available on the aforementioned website. Remuneration report is also enclosed as appendix to this notice. Copies of these documents and of this notice will be sent to shareholders upon request.

The minutes of the Annual General Meeting will be available on the aforementioned website no later than 9 April 2026. The CEO's review will also be published on Solteq Plc's website after the Annual General Meeting.

## C. Instructions for meeting participants

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

Shareholders who are registered in the shareholders' register held by Euroclear Finland Oy on the record date of 16 March 2026, are entitled to participate in the Annual General Meeting. A shareholder whose shares in the company are registered in his/her personal Finnish book-entry account is registered in the company's shareholders' register. Changes in the shareholding after the record date of the Annual General Meeting do not affect the right to participate in the Annual General Meeting or the shareholder's voting rights.

Registration for the Annual General Meeting starts on 27 February 2026 at 12:00 (EET). A shareholder entered in the company's shareholders' register who wishes to attend the Annual General Meeting must register no later than 19 March 2026 at 16:00 (EET), by which time the registration must be received.

Registration for the Annual General Meeting is possible:

- a) via the company's website at [www.solteq.com/generalmeeting2026](http://www.solteq.com/generalmeeting2026). Electronic registration requires strong identification of the shareholder or his/her legal representative or proxy with a Finnish, Swedish or Danish bank ID or mobile certificate.
- b) by e-mail to Innovatics Oy at [agm@innovatics.fi](mailto:agm@innovatics.fi). Shareholders registering by e-mail shall include in the email the registration form and possible advance voting form available on the company's website at [www.solteq.com/generalmeeting2026](http://www.solteq.com/generalmeeting2026) or equivalent information.
- c) by mail to Innovatics Oy, General Meeting / Solteq Plc, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland. Shareholders registering by mail shall include in the mail the registration form and possible advance voting form available on the company's website at [www.solteq.com/generalmeeting2026](http://www.solteq.com/generalmeeting2026) or equivalent information.

When registering, the shareholder must provide the requested information, such as the shareholder's name, date of birth or business ID, phone number and/or e-mail address, the name of any assistant or proxy representative, proxy's date of birth and the proxy's phone number and/or e-mail. The personal data provided by shareholders to Solteq Plc will only be used in connection with the Annual General Meeting and the processing of the related necessary registrations.

The shareholder, his/her representative or proxy must be able to prove his/her identity and/or right of representation at the meeting venue if necessary.

Further information on registration and advance voting is available by telephone during the registration period of the General Meeting by calling Innovatics Oy at +358 10 2818 909 on weekdays from 9:00 to 12:00 (EET) and from 13:00 to 16:00 (EET)

## 2. Holder of nominee-registered shares

A holder of nominee-registered shares is entitled to participate in the Annual General Meeting based on the shares which would entitle him/her to be entered in the shareholders' register kept by Euroclear Finland Oy on the record date for the General Meeting 16 March 2026. Participation also requires that the shareholder is temporarily registered in the shareholders' register held by Euroclear Finland Oy by 23 March 2026 by 10:00 (EET) at the latest. In the case of nominee-registered shares, this is considered as registration for the Annual General Meeting. Changes in the shareholding after the record date of the General Meeting do not affect the right to participate in the Annual General Meeting or the shareholder's voting rights.

The holder of nominee-registered shares is advised to request well in advance the necessary instructions from his/her custodian bank regarding the temporary registration in the register of shareholders, the issuing of proxies and voting instructions, registration and attendance at the General Meeting and advance voting. The account manager of the custodian bank shall register the holder of nominee-registered shares who wish to attend the General Meeting temporarily in the register of shareholders of the company by the aforementioned date and time at the latest and, if necessary, arrange for advance voting on behalf of the holder of nominee-registered shares before the end of the registration period for holders of nominee-registered shares. Further information is also available on the company's website at [www.solteq.com/generalmeeting2026](http://www.solteq.com/generalmeeting2026).

## 3. Proxy representatives and powers of attorney

A shareholder may attend the Annual General Meeting and exercise his/her rights there through a proxy representative. A shareholder's proxy may also elect to vote in advance as described in this notice if he/she so wishes. The proxy representative must authenticate to the electronic registration service and advance voting personally with strong authentication, after which he/she will be able to register and vote in advance on behalf of the shareholder that he/she represents. The shareholder's proxy must present dated proxy documents, or otherwise in a reliable manner prove that he/she is entitled to represent the shareholder at the Annual General Meeting. The right to representation can be proved by using the [suomi.fi](http://suomi.fi) e-authorizations service available in the electronic registration service. More information on e-authorization is available at [www.suomi.fi/e-authorizations](http://www.suomi.fi/e-authorizations).

Model proxy documents and voting instructions are available on the company's website at [www.solteq.com/generalmeeting2026](http://www.solteq.com/generalmeeting2026). If a shareholder participates in the Annual General Meeting through several proxies representing the shareholder with shares held in different securities accounts, the shares on the basis of which each proxy represents the shareholder shall be identified in connection with the registration.

Any proxy documents are requested to be submitted preferably as an attachment with the electronic registration or alternatively by mail to Innovatics Oy, General Meeting / Solteq Plc, Ratamestarinkatu 13 A, 00520 Helsinki or by e-mail to [agm@innovatics.fi](mailto:agm@innovatics.fi) before the end of the registration period. In addition to submitting the proxy documents, the shareholder or his/her proxy shall register for the General Meeting in the manner described above in this notice.

## 4. Advance voting

A shareholder whose shares in the company are registered in his/her personal Finnish book-entry account may vote in advance between 27 February 2026 at 12:00 (EET) and 19 March 2026 at 16:00 (EET) on the agenda items 7-20 of the Annual General Meeting.

- a) via the company's website at <http://www.solteq.com/generalmeeting2026>. Login to the service is done in the same way as for registration in section C.1 of this notice.
- b) by e-mail by submitting the advance voting form available on the company's website or equivalent information to Innovatics Oy at [agm@innovatics.fi](mailto:agm@innovatics.fi).
- c) or by mail by submitting the advance voting form available on the company's website or equivalent information to Innovatics Oy at Innovatics Oy, General Meeting / Solteq Plc, Ratamestarinkatu 13 A, 00520 Helsinki, Finland.

Advance votes must be received by the time the advance voting ends. The submission of votes in this way before the end of the registration and advance voting period shall be considered as registration for the Annual General Meeting, provided that it contains the above information required for registration.

A shareholder who has voted in advance cannot exercise the right to ask questions or demand a vote under the Finnish Limited Liability Companies Act unless he/she or his/her proxy attends the Annual General Meeting at the meeting venue.

With respect to holders of nominee-registered shares, the advance voting is carried out by the account manager. The account manager may vote in advance on behalf of the holders of nominee-registered shares whom he/she represents in accordance with the voting instructions given by them during the registration period set for the nominee-registered shares.

Proposal for a resolution that is subject to advance voting is deemed to have been made at the Annual General Meeting without any changes. The conditions and other instructions for electronic advance voting are available on the company's website at <http://www.solteq.com/generalmeeting2026>.

## 5. Other instructions/information

The meeting language is Finnish.

Shareholders present at the Annual General Meeting have the right to ask questions about the matters discussed at the meeting in accordance with Chapter 5, Section 25 of the Finnish Limited Liability Companies Act.

Changes in the shareholding after the record date of the Annual General Meeting do not affect the right to participate in the Annual General Meeting or the shareholder's voting rights.

On the date of the Notice of Annual General Meeting, Solteq Plc has a total of 19,396,501 shares representing the same number of votes.

Espoo, 26 February 2026

SOLTEQ PLC

BOARD OF DIRECTORS

**Additional Information:**

Aarne Aktan, CEO  
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**Attachment:**

Remuneration Report 2025

**Distribution:**

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

**Solteq in brief**

Solteq is a Nordic software solution and expert service provider specializing in retail and energy sectors and needs related to e-commerce. The company employs over 400 professionals and has offices in Finland, Sweden, Norway, Denmark, Poland, and the UK.