

## Notice to Solteq Plc's Annual General Meeting 2023

Shareholders of Solteq Plc are hereby invited to the Annual General Meeting to be held on Wednesday 29 March 2023 at 10:00 (EET) at Clarion Hotel Aviapolis on Karhumäentie 5, 01530 Vantaa, Finland. The reception of shareholders who have registered for the meeting and distribution of ballot papers will start at 9:30 (EET) at the meeting venue.

The meeting will be held as a hybrid meeting in accordance with Chapter 5, Section 16 (2) of the Finnish Limited Liability Companies Act. As an alternative to attending the Annual General Meeting at the meeting venue, shareholders can also exercise their rights fully during the meeting remotely. Instructions for remote participation are set out in Part C of this Notice of Annual General Meeting.

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 2022

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/generalmeeting2023](http://www.solteq.com/generalmeeting2023).

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 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 CEO from liability for the financial period 1 January to 31 December 2022

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

The company's Remuneration Report for governing bodies for the year 2022 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/generalmeeting2023](http://www.solteq.com/generalmeeting2023).

The Board of Directors proposes that the Annual General Meeting approves the Remuneration Report for governing bodies. The resolution of the Annual 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. Establishing the Shareholders' Nomination Committee and confirming its rules of procedure

The shareholders of Solteq Plc representing more than 40 % of the shares and votes of the company propose to the Annual General Meeting that the Shareholders' Nomination Committee is established for the company and its rules of procedure are confirmed.

Aforementioned shareholders have proposed that the Shareholders' Nomination Committee's main duties are to prepare proposals for the number, election, and remuneration of the members of the Board of Directors for the Annual General Meeting and, if required, to the Extraordinary General Meeting. According to the proposal, the Shareholders' Nomination Committee is established for time being, until the General Meeting decides otherwise. The Shareholders' Nomination Committee shall consist of a maximum of four (4) members representing Solteq's four (4) largest shareholders, representing the largest proportion of the votes attached to all Solteq shares on August 31 in the year preceding the Annual General Meeting. At the discretion of the Shareholders' Nomination Committee, the Chairman of the Board of Directors may be invited to the Shareholders' Nomination Committee as an expert member without membership or voting rights, and without affecting the quorum of the Nomination Committee. The Shareholders' Nomination Committee elects a chairman from among its members. The term of office of the members of the Shareholders' Nomination Committee ends every year with the appointment of the next Shareholders' Nomination Committee.

The Shareholders' Nomination Committee's composition, duties and operation are defined in more detail in the Rules of Procedure of the Shareholders' Nomination Committee. Proposal for the Rules of Procedure is available on the company's website at [www.solteq.com/generalmeeting2023](http://www.solteq.com/generalmeeting2023)

#### 12. 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 Annual General Meeting that the remuneration of the to be elected members of the Board of Directors remain the same and are as follows during the term expiring at the end of the Annual General Meeting 2024:

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

### 13. 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 Annual General Meeting that 6 members are to be elected to the Board of Directors.

### 14. 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 Annual General Meeting that for the term expiring at the end of the Annual General Meeting 2024, the current members of the Board of Directors Markku Pietilä, Panu Porkka, Anni Sarvaranta, Katarina Segerståhl, and Mika Sutinen are re-elected, and Esko Mertsalmi is elected as a new member of the Board of Directors. The new member proposed to the Board of Directors is 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 member proposed to the Board of Directors is available on the company's website at [www.solteq.com/generalmeeting2023](http://www.solteq.com/generalmeeting2023).

### 15. 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.

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. 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 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.

### 17. Amendment of 11 § of the Articles of Association

The Board of Directors proposes to the Annual General Meeting that the 11 § of the Articles of Association is amended to enable holding a general meeting of shareholders entirely without a physical meeting venue as a remote meeting.

According to the proposal, the heading 11 § "Notice of meetings" of the Articles of Association is amended to 11 § "Notice of meeting, meeting venue, and method of participation", and a new clause is to be added, which in its entirety would read as follows, while 11 § would otherwise stay as same:

*The Board of Directors may decide that the general meeting is held without a meeting venue whereby the shareholders shall exercise their power of decision in full in real-time during the meeting using telecommunication connection and technical means (remote meeting).*

Proposal for the new Articles of Association is available on the company's website at [www.solteq.com/generalmeeting2023](http://www.solteq.com/generalmeeting2023).

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

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 2,000,000. 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 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 2024. This authorization will cancel the decision made by the Annual General Meeting 2022 regarding the same matter.

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 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 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 if there is a weighty financial reason for the company, as part of the implementation the company's incentive schemes. The purpose of such incentive schemes must be to bind 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 2026. This authorization will cancel the decision made by the Annual General Meeting 2022 regarding the same matter.

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. 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 2024. This authorization will cancel the decision made by the Annual General Meeting 2022 regarding the same matter.

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.

## 21. 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 2024. This authorization will cancel the decision made by the Annual General Meeting 2022 regarding the same matter.

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.

## 22. 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/generalmeeting2023](http://www.solteq.com/generalmeeting2023). Solteq Plc's Financial Statements, Annual Report, Auditor's Report, and Remuneration Report published on 7 March 2023 are available on the aforementioned website. 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 12 April 2023.

## 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 17 March 2023, 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.

Registration for the Annual General Meeting starts on 8 March 2023 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 23 March 2023 at 16:00 (EET), by which time the registration must be received.

Registration for the Annual General Meeting:

a) via the company's website at <http://www.solteq.com/generalmeeting2023>. Electronic registration requires strong identification of the shareholder or his/her legal representative or proxy with a Finnish or Swedish bank ID or mobile certificate.

b) by e-mail or mail. Shareholders registering by mail or e-mail shall submit the registration form and advance voting form available on the company's website at <http://www.solteq.com/generalmeeting2023> or equivalent information to Innovatics Oy 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).

When registering, the shareholder must provide the requested information, such as the shareholder's name, date of birth or business ID, contact details, the name and date of birth of any assistant or proxy, and whether the shareholder or his/her proxy will attend the General Meeting in person or remotely. 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 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 17 March 2023. Participation also requires that the shareholder is temporarily registered in the shareholders' register held by Euroclear Finland Oy by 24 March 2023 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/generalmeeting2023](http://www.solteq.com/generalmeeting2023).

## 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 e-Authorizations service available in the electronic registration service.

Model proxy documents and voting instructions are available on the company's website at [www.solteq.com/generalmeeting2023](http://www.solteq.com/generalmeeting2023). 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. Remote participation in the meeting

A shareholder entitled to attend the Annual General Meeting may participate in the meeting and exercise his/her rights fully during the meeting not only by attending at the meeting physically but remotely.

A shareholder or proxy who has registered to attend the Annual General Meeting at the meeting venue may change his/her participation to remote participation. There is no need to notify the company of the change separately. Remote participation takes place via a remote participation link sent to the telephone number and/or e-mail address provided when registering for the Annual General Meeting.

Remote access to the Annual General Meeting will be provided through Inderes Plc's general meeting service on the Videosync platform, which includes video and audio access to the Annual General Meeting. Remote access does not require any paid software or downloads. In addition to an internet connection, participation requires a computer, smartphone, or tablet with speakers or headphones for sound and a microphone for speaking. One of the following browsers is recommended for participation: Chrome, Firefox, Edge, Safari, or Opera. It is advisable to log in to the meeting system well in advance.

The participation link and password for remote participation will be sent by e-mail and/or SMS to the e-mail address and/or mobile phone number provided at the time of registration to all those who have registered for the Annual General Meeting no later than the day before the Annual General Meeting. Thus, advance voters and the shareholders registered to the onsite event may participate in the Annual General Meeting remotely via telecommunication. The votes cast by advance voters will be taken into account in the decision-making at the Annual General Meeting, regardless of whether they participate in the General Meeting remotely or not. The remote participants will be able to change their advance votes during the meeting, should a vote take place.

For more information on the general meeting service, additional instructions, contact details of the service provider and instructions in case of possible disruptions can be found at <https://videosync.notion.site/Ohjeita-et-n-osallistuvilla-osakeomistajille-Inderes-Yhti-kokousohjelmakausi-ae488811332e49c2b4c990ab62148d53>. A link to test the compatibility of your computer, smartphone, or tablet with the network connection, please visit <https://flik.videosync.fi/katsoja-testi>. It is recommended that the detailed participation instructions are read before the meeting.

## 5. Advance voting

A shareholder whose shares in the company are registered in his/her personal Finnish book-entry account may vote in advance between 8 March 2023 at 12:00 (EET) and 23 March 2023 at 16:00 (EET) on the agenda items 7-21 of the Annual General Meeting.

a) via the company's website at <http://www.solteq.com/generalmeeting2023>. Login to the service is done in the same way as for registration in section C.1 of this notice.

b) by mail or by e-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 or by e-mail at [agm@innovatics.fi](mailto:agm@innovatics.fi). 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 attends the Annual General Meeting in person or by proxy at the meeting venue or remotely.

With respect to nominee registered shareholders, 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/generalmeeting2023>.

## 6. 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.

Vantaa, 7 March 2023

SOLTEQ PLC

BOARD OF DIRECTORS

### **Additional Information:**

Aarne Aktan, CEO  
Tel +358 40 342 4440  
E-mail [aarne.aktan@solteq.com](mailto:aarne.aktan@solteq.com)

### **Attachment:**

Remuneration Report 2022

### **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 650 professionals and has offices in Finland, Sweden, Norway, Denmark, Poland, and the UK.