

Notice to Eezy Plc Annual General Meeting on 21 April 2020

NOTICE TO THE GENERAL MEETING

The shareholders of Eezy Plc are invited to the annual general meeting, which is to be held on 21 April 2020 starting at 10:00 in the Kämp Symposium meeting space at the address Kluuvikatu 2, Helsinki. The reception of persons who have registered for the meeting and the distribution of voting tickets will commence at 9:50.

The general meeting will be held in Finnish.

Due to the coronavirus (COVID-19) situation, Eezy Plc will seek to keep the general meeting as short as possible and to limit the number of participants in order to reduce the risk of infection. For example, the company will not arrange catering for the meeting, and the participation of the members of the company's board of directors and other management will be kept to a minimum.

For the same reason, the company respectfully requests that its shareholders give serious thought to whether it is necessary for them to participate in the general meeting in person. The company's largest shareholders, Noho Partners Plc, Sentica Buyout V Ky and Meissa-Capital Oy, which on the date of this notice represent in aggregate over 67% of the votes vested in the company's shares, have notified the company in advance that they support the proposed resolutions on agenda of the general meeting included in this notice. Instead of attending at the meeting place, the largest shareholders will also participate by way of proxy representation.

Special arrangements related to the coronavirus situation and the participation options available to shareholders are described in more detail in section C. 4. of this notice (Other instructions/information).

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**
- 3. Election of persons to scrutinise the minutes and persons 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, the report of the board of directors and the auditor's report for the year 2019**

Review by the CEO.

- 7. Adoption of the financial statements and the consolidated financial statements**

8. Resolution on the use of the profit shown by the balance sheet and authorisation of the board of directors to decide on the distribution of dividends

The board of directors proposes to the general meeting that no dividends be distributed based on the balance sheet to be adopted for 2019 by a resolution of the general meeting, but that the board of directors be authorised to decide on the distribution of dividends at their discretion as follows:

Based on the authorisation, the board of director could decide to distribute dividends from the company's unrestricted equity in one or more tranches so that the amount of dividends to be distributed does not exceed a total of EUR 0.20/share. Based on the authorisation, the board of directors would be entitled to decide on the amount of dividends within the limits of the above maximum amount, on the dividend record date, on the dividend payment date as well as for the other measures required by the matter. The company will publish each dividend distribution decision separately and in the same connection confirm the final record and payment dates.

The dividend to be paid based on a resolution of the board of directors will be paid to a shareholder registered in the company's shareholder register held by Euroclear Finland Oy on the dividend record date.

The authorisation is valid until the opening of the next annual general meeting.

9. Resolution on the discharge of the members of the board of directors and the CEO from liability

10. Consideration of the remuneration policy for governing bodies

The remuneration policy for governing bodies is attached to this notice and available on Eezy Plc's website at <https://eezy.fi/en/annual-general-meeting-2020/>

11. Resolution on the remuneration of the members of the board of directors

Shareholders that on the date of this notice to the meeting represent in aggregate over 67% of the votes vested in the company's shares propose to the general meeting that the remuneration of the board of directors remain unchanged in accordance with the resolution made by the extraordinary general meeting on 17 December 2019. Pursuant to the proposal, the members of the board of directors would be paid monthly remuneration as follows:

- EUR 4,000 per month for the chairperson of the board and
- EUR 2,000 per month for all other members of the board each.

In addition, for members of the board of directors' committees would be paid a meeting fee of EUR 300 for each committee meeting.

It is proposed that the reasonable traveling expenses of the members of the board of directors be compensated in accordance with the company's travelling policy and practices.

12. Resolution on the number of members of the board of directors

Shareholders that on the date of the notice to the meeting represent in aggregate over 67% of the votes vested in the company's shares propose to the general meeting that eight (8) members be elected to the board of directors.

13. Election of the members of the board of directors

Shareholders that on the date of the notice to the meeting represent in aggregate over 67% of the votes vested in the company's shares propose to the general meeting that Tapio Pajuharju, Kati Hagros, Liisa Harjula, Timo Laine, Timo Mänty, Paul-Petteri Savolainen, Jarno Suominen

and Mika Uotila be re-elected as members of the board of directors for a term ending at the end of the next annual general meeting.

The personal information and positions of trust of the proposed individuals are available on the company's website.

14. Resolution on the remuneration of the auditor

The board of directors proposes to the general meeting that the auditor's fees be paid against its reasonable invoice as approved by the company.

15. Election of the auditor

Upon the recommendation of the audit committee, the board of directors proposes the re-election of the company's current auditor, audit firm KPMG Oy Ab, which has stated that Esa Kailiala, APA, will act as the responsible auditor. The term of the auditor shall end at the end of the next annual general meeting following the election.

16. Authorising the board of directors to decide on the repurchase of company's own shares

The board of directors proposes that the general meeting authorise the board of directors to decide on the repurchase of the company's own shares using the company's unrestricted equity under the following terms and conditions:

1. The total maximum number of shares to be repurchased under the authorisation shall be 2,400,000 shares, which corresponds to approximately 9.7% of all the shares in the company.
2. The shares are repurchased in trading organized on Nasdaq Helsinki Oy's regulated market at a price formed in public trading on the date of repurchase. The shares can be repurchased otherwise than in proportion to the existing shareholdings of the company's shareholders.
3. The shares are repurchased using the company's distributable unrestricted equity.
4. This authorisation replaces prior authorisations granted to the board of directors to repurchase company's own shares.
5. The authorisation is valid until the end of the annual general meeting of 2021, however, for a maximum of 18 months from the general meeting's resolution on authorisation.

17. Authorising 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 that the general meeting authorise the board of directors to decide, in one or more tranches, on the issuance of shares as well as on the issuance of option rights and other special rights entitling to shares as referred to in chapter 10(1) of the Finnish Limited Liability Companies Act as follows:

1. The total maximum number of shares to be issued under the authorisation shall be 4,800,000 shares, which corresponds to approximately 19.3% of all the shares in the company.
2. The board of directors decides on all the terms and conditions regarding the issuance of shares and issuance of option rights and other special rights entitling to shares. The authorisation concerns both the issuance of new shares and the transfer of company's own shares.
3. The share issues, issuances of option rights and other special rights entitling to shares can take place in deviation from the shareholders' pre-emptive subscription right (directed issue) if the company has a weighty financial reason to do so, such as the financing or the implementation of a merger or acquisition, the development of the company's capital structure or the implementation of the company's incentive schemes.
4. The total maximum number of shares to be issued for the purpose of implementing the company's incentive schemes shall be 200,000 shares, which corresponds to approximately 0.8% of all the shares in the company. For the avoidance of doubt, the above number of

shares to be issued for the implementation of incentive schemes is included in the overall number of the issuance authorisation referred to in sub-section 1 above.

5. Based on the authorisation, the board of directors is also authorised to decide on a share issue without payment directed to the company itself, provided that the number of shares held by the company after the issue would be a maximum of 10% of all the shares in the company. This amount includes shares that may be held by the company and its subsidiaries in the manner provided for in chapter 15(11)(1) of the Finnish Limited Liability Companies Act.
6. The authorisation replaces prior share issue authorisations granted to the board of directors.
7. The authorisation is valid until the end of the annual general meeting of 2021, however, for a maximum of 18 months from the general meeting's resolution on share issue authorisation.

18. Closing of the meeting

B. Documents of the general meeting

This notice to the general meeting, which includes all the proposals for the decisions on the matters on the agenda of the general meeting is available on Eezy Plc's website at <https://eezy.fi/en/annual-general-meeting-2020/>

Eezy Plc's financial statements, the report of the board of directors and auditor's report as well as the remuneration policy will be available on the above website no later than on 31 March 2020. The proposals for decisions and the other documents mentioned above will also be available at the general meeting and copies of said documents and of this notice will be delivered to shareholders upon request.

The minutes of the general meeting will be available on the above website no later than on 5 May 2020.

C. Instructions for the participants in the general meeting

1. Shareholders registered in the shareholders' register

Each shareholder who is registered on the record date of the meeting 7 April 2020 in the company's shareholder register maintained by Euroclear Finland Oy 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 company's shareholder register.

A shareholder, who is registered in the shareholder register of the company and who wants to participate in the general meeting shall register for the meeting by giving a prior notice of participation no later than on 16 April 2020 at 10:00 (Finnish time) by which time the registration must be received. Such notice can be given:

- a) On the company's website at: <https://eezy.fi/en/annual-general-meeting-2020/>
- b) By post to: Eezy Oyj, Aino Nylander, Itämerenkatu 3, 00180 Helsinki, Finland

The shareholder's name, personal identification number or business ID, address, telephone number as well as the name of his/her possible assistant or proxy representative and the personal identification number of the proxy representative must be provided in connection with the registration. The personal data given to Eezy Plc by shareholders is used only in connection with the general meeting and in connection with the processing of the related registrations.

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

2. Holders of nominee registered shares

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 would be entitled to be registered in the shareholder

register of the company maintained by Euroclear Finland Oy on the record date of the general meeting 7 April 2020. In addition, the right to participate requires that holders of nominee registered shares be temporarily registered to the shareholder register maintained by Euroclear Finland Oy based on these shares by 16 April 2020 at 10:00 (Finnish time). As regards nominee registered shares, this constitutes due registration for the general meeting. Changes in shareholdings occurring after the record date of the general meeting will not affect the right to attend the general meeting or the number of votes of the shareholder.

Holders of nominee registered shares are advised to contact their custodian bank in good time to request the necessary instructions regarding registration in the temporary shareholder register of the company, the issuing of proxy documents and registration for the general meeting. The account operator of the custodian bank has to register a holder of nominee registered shares who wishes to participate in the annual general meeting into the temporary shareholder register of the company at the latest by the time stated above.

Additional information on these matters is also available on the company's website at <https://eezy.fi/en/annual-general-meeting-2020/>

3. Proxy representative and proxy documents

A shareholder may participate in the general meeting and exercise his/her rights at the meeting by way of proxy representation.

A proxy representative shall produce a dated proxy document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder. When a shareholder participates in the general meeting by means of several proxy representatives representing the shareholder with shares in 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.

Any proxy documents should be mentioned in connection with registration and they should be delivered in originals to Eezy Plc, Aino Nylander, Itämerenkatu 3, 00180 Helsinki, Finland, prior to the last date for registration. Alternatively, a copy of the proxy document can be delivered by email to yhtiokokous@eezy.fi, in addition to which the original proxy document must be presented at the meeting place when registering for the meeting.

4. Other instructions / information

Pursuant to chapter 5(25) of the Finnish Limited Liability Companies Act, a shareholder who is present at the meeting has the right to request information with respect to the matters to be considered at the meeting.

On the date of this notice of the general meeting 27 March 2020, the total number of shares and votes in Eezy Plc is 24,849,375.

Due to the coronavirus situation, the company respectfully requests that its shareholders give serious thought to whether it is necessary for them to participate in the general meeting in person. Instead of participating in person, shareholders can exercise their rights in the general meeting by way of proxy representation as specified above in section 3 (Proxy representative and proxy documents).

A shareholder can also authorise Eezy Plc's chairperson of the board of directors Tapio Pajuharju or a person designated by him to represent the shareholder in the meeting, if they so wish. A model proxy document together with voting instructions is available on the company's website at <https://eezy.fi/en/annual-general-meeting-2020/>. The proxy documents should be mentioned in connection with registration and they should be delivered in originals to Eezy Plc, Aino Nylander, Itämerenkatu 3, 00180 Helsinki, Finland, prior to the last date for registration.

The company will also seek to arrange an opportunity for shareholders to follow the meeting via a real-time video link. Detailed instructions on following the general meeting via video link will be available on the company's website at the latest on 20 April 2020.

Shareholders are asked to take into account that following the meeting via video link is not considered as official participation in the general meeting and that it does not make it possible for shareholders to exercise their rights to speak and vote in the general meeting. In order to exercise their rights to speak and vote, shareholders not participating in the general meeting in person must authorise a person to represent him/her in the meeting as described above.

Eezy Plc is actively monitoring the development of the coronavirus situation. Any other changes to the meeting arrangements that may be caused by the situation will be announced on the company's website at <https://eezy.fi/en/annual-general-meeting-2020/>

Helsinki 27 March 2020

EEZY PLC

Board of Directors

APPENDIX Remuneration policy for governing bodies

Further information:

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