

PROPOSALS OF THE BOARD OF DIRECTORS OF EVLI BANK PLC (“COMPANY”) FOR THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS ON MARCH 9, 2020

1. The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0.66 per series A and series B share be distributed based on the adopted balance sheet for 2019 and the remaining distributable assets be retained in equity. The dividend shall be paid to a shareholder who on the dividend record date March 11, 2020 is registered in the shareholders’ register of the company held by Euroclear Finland Ltd. No dividend is paid on own shares held by the Company as treasury shares on the record date for the payment of dividend. The Board of Directors proposes that dividend be paid on March 18, 2020.
2. The Board of Directors proposes to the Annual General Meeting that the auditor be paid a remuneration according to a reasonable invoice approved by the company.
3. The Board of Directors proposes that the auditing firm PricewaterhouseCoopers Oy be elected as the company's auditor. PricewaterhouseCoopers Oy has notified the Company that Authorized Public Accountant Jukka Paunonen, would be the principally responsible auditor.
4. In accordance with applicable regulation the Board of Directors proposes that the Annual General Meeting decide that the amount of variable remuneration paid to a person employed by Evli may exceed 100 percent of the total fixed annual remuneration of the person, subject to the conditions described below. However, the variable remuneration component shall not exceed 200 percent of the total annual fixed remuneration of the recipient.

In accordance with the proposal, an individual's short-term (one-year earnings criterion) variable remuneration may not exceed 100 percent of an individual's annual fixed remuneration. However, the combination of short-term variable remuneration and long-term commitment plan payments may exceed 100 percent of the individual's annual fixed remuneration. However, the aggregate of short-term variable remuneration and long-term commitment plan payments may not exceed 200 percent of the individual's annual fixed remuneration.

The maximum variable remuneration applies to the remuneration of approximately thirty (30) persons, that is, senior management and certain key personnel. The variable remuneration is not used to compensate the Board of Directors. The maximum variable remuneration applies until further notice.

Background

Under chapter 8 section 7 of the Credit Institutions Act applicable to Evli, the proportion of variable remuneration shall not exceed 100 percent of the total fixed remuneration of an individual, unless the General Meeting decides otherwise. The General Meeting shall not, however, approve a proportion of variable remuneration greater than 200 percent of the total fixed remuneration.

The proposal is based on the main elements of the remuneration model applied by Evli:

- a) a competitive fixed basic salary constitutes a solid foundation for maintaining and constantly developing basic functions;
- b) a variable remuneration in accordance with the annual remuneration plan approved by the Board of Directors to promote both Evli’s short-term growth objectives and the attainment of its strategic targets
- c) long-term incentive programs to support the company's strategic development and to commit key employees to the company’s business operations

5. The Board of Directors proposes that the Annual General Meeting authorize the Board of Directors to decide on the repurchase of the company's own series A and series B shares in one or more lots as follows:

The total number of own series A shares to be repurchased may be a maximum of 1,516,088 shares, and the total number of own series B shares to be repurchased may be a maximum of 874,055 shares. The proposed number of shares represents approximately 10 percent of all the shares of the company on the date of the Notice of the Annual General Meeting.

Based on the authorization, the company's own shares may only be repurchased with unrestricted equity.

The company's own shares may be repurchased at the price formed for series B shares in public trading or at the price otherwise formed on the market on the purchase day.

The Board of Directors will decide how the company's own shares will be repurchased. Financial instruments such as derivatives may be used in the purchasing. The company's own shares may be repurchased in other proportion than the shareholders' proportional shareholdings (private purchase). Shares may be repurchased through public trading at the prevailing market price formed for the B-shares in public trading on the Nasdaq Helsinki Oy on the date of repurchase.

The authorization will replace earlier unused authorizations to repurchase the company's own shares. The authorization will be in force until the next Annual General Meeting but no later than until June 30, 2021.

6. The Board of Directors proposes that the Annual General Meeting authorize the Board of Directors to decide on the issuance of shares and special rights entitling to shares pursuant to chapter 10, section 1, of the Companies Act in one or more lots, for a fee or free of charge.

Based on the authorization, the number of shares issued or transferred, including shares received based on special rights, may total a maximum of 2,390,140 series B shares. The proposed number of shares represents approximately 10 percent of all the shares of the company on the date of the Notice of the Annual General Meeting. Of the above-mentioned total number, however, a maximum of 478,028 shares may be used as part of the company's share-based incentive schemes, representing approximately 1 percent of all the shares of the company on the date of the Notice of the Annual General Meeting.

The authorization will entitle the Board of Directors to decide on all the terms and conditions related to the issuing of shares and special rights entitling to shares, including the right to deviate from the shareholders' pre-emptive subscription rights. The Board of Directors may decide to issue either new shares or any own shares in the possession of the company.

The authorization will replace earlier unused authorizations concerning the issuance of shares as well as the issuance of options and other special rights entitling to shares. The authorization is proposed to be in force until the end of the next Annual General Meeting but no longer than until June 30, 2021.