

EVLI BANK PLC STOCK EXCHANGE RELEASE FEBRUARY 9, 2021, AT 3.00 PM (EET/EEST)

Notice of Annual General Meeting of Evli Bank Plc on March 9, 2021

The Annual General Meeting of Evli Bank Plc will be held on March 9, 2021 at 10.00 am. The meeting will be held under special arrangements without shareholders' or their proxy representatives' presence at Aleksanterinkatu 19 A, 00100 Helsinki, Finland.

The Board of Directors of the Company has resolved on an exceptional meeting procedure based on the temporary legislation approved by the Finnish Parliament on September 15, 2020 (677/2020, Act on temporary deviation from the Limited Liability Companies Act). In order to limit the spread of the Covid-19 pandemic, the Annual General Meeting will be held without shareholders' or their proxy representatives' presence at the Meeting venue. This is necessary in order to organize the General Meeting in a predictable way while taking into account the health and safety of the Company's shareholders, personnel and other stakeholders.

Shareholders and their proxy representatives can participate in the meeting and exercise their shareholder rights only by voting in advance and by making counterproposals and presenting questions in advance in accordance with this notice and the Company's other instructions. Instructions for shareholders are presented in this notice under section C "Instructions for the participants in the General Meeting".

A. Matters on the 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

Jyrki Tähtinen, Attorney-at-Law, will act as the Chairman. If Jyrki Tähtinen is not able to act as Chairman due to a weighty reason, the Board of Directors will appoint a person it deems most suitable to act as Chairman. The Chairman may appoint a secretary for the General Meeting.

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

Christina Wallenius will act as the person to scrutinize the minutes and supervise the counting of votes. If Christina Wallenius is unable to act as the person to scrutinize the minutes and supervise the counting of the votes due to a weighty reason, the Board of Directors will appoint a person it deems most suitable to act as the person to scrutinize the minutes and 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

Shareholders who have voted in advance within the advance voting period and have the right to attend the General Meeting under Chapter 5, Sections 6 and 6a of the Finnish Companies Act will be deemed to have participated at the General Meeting. The list of votes will be adopted based on information provided by Euroclear Finland Ltd.

6. Presentation of the financial statements, the Board of Directors' report and the auditor's report for the year 2020

Presentation of the review by the CEO. The presentation will be available on the Company's website (www.evli.com/agm) as a video on week 8 by the latest.

The Company's annual report, which includes the Company's financial statements, consolidated financial statements and the report of the Board of Directors as well as the Auditor's report and which is available on the Company's website no later than three weeks prior to the General Meeting, will be deemed to have been presented to the General Meeting under this item.

7. Adoption of the financial statements, which means also the adoption of the consolidated financial statements

8. Resolution on the use of the profit shown on the balance sheet and the payment of dividend

The Board of Directors proposes to the Annual General Meeting that the Board is authorized to pay a dividend of a maximum of EUR 0.73 per series A and series B share based on the adopted balance sheet for 2020 and the remaining distributable assets be retained in equity. It is proposed that the Annual General Meeting would authorize the Board of Directors to decide on the payment of the dividend in one or more instalments at a time it deems best, taking into account the current authority recommendations. The dividend will be paid to shareholders who are entered in the shareholder register maintained by Euroclear Finland Oy on a record date determined separately by the Board of Directors.

It is proposed that the authorization be valid until the beginning of the next Annual General Meeting.

9. Resolution on the discharge of the members of the Board of Directors and the CEO from liability for the financial period January 1, 2020 to December 31, 2020

10. Remuneration report

The Board of Directors proposes that the Remuneration Report for the Company's governing bodies for 2020 be approved. The resolution is advisory in accordance with the Finnish Companies Act.

The Remuneration Report will be published in the connection with the Annual Report and will be available on the Company's website at www.evli.com/agm as of February 15, 2021 at the latest. Since the Annual General Meeting can be attended only by advanced voting, the Remuneration Report 2020 is deemed to have been presented to the General Meeting under this item.

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

Shareholders who represent almost 80 percent of the voting rights of the shares in the company propose that the amount of the remuneration payable to the Members of the Board, the Chairmen of the Board Committees and the Chairman of the Board would remain unchanged. The amount of the remuneration payable to Members of the Board would be EUR 5,000.00 per month, the amount of the remuneration payable to the Chairmen of the Board Committees be EUR 6,000.00 per month and the amount of the remuneration payable to the Chairman of the Board of Directors would be EUR 7,500.00 per month.

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

Shareholders who represent almost 80 percent of the voting rights of the shares in the company propose that a total of five (5) members be confirmed as the number of members in the company's Board.

13. Election of members of the Board of Directors

Shareholders who represent almost 80 percent of the voting rights of the shares in the company propose that the present members Henrik Andersin, Fredrik Hacklin, Sari Helander, Robert Ingman and Teuvo Salminen be re-elected as members of the Board of Directors. The present board member Mikael Lilius has informed that he will no longer be a candidate for Evli's Board of Directors.

All candidates have given their consent to the election. The nominees' biographical details are available on Evli's website www.evli.com/agm.

14. Resolution on the remuneration of the auditor

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.

15. Election of auditor

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.

16. Authorizing the Board of Directors to decide on the repurchase of the company's own shares

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 1,463,526 shares, and the total number of own series B shares to be repurchased may be a maximum of 947,416 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, 2022.

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

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 2,410,942 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 241,094 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, 2022.

18. Ending the meeting

B. Documents of the General Meeting

The above-mentioned proposals for the decisions on the matters on the agenda of the Annual General Meeting as well as this notice, the Remuneration Report, the financial statements, the Board of Directors' report and the auditor's report of Evli Bank Plc will be available on Evli Bank Plc's website at www.evli.com/agm no later than Tuesday February 16, 2021. Copies of the proposals for decisions, the other above-mentioned 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 as from March 23, 2021 at the latest.

C. Instructions for the participants in the General Meeting

In order to limit the spread of the Covid-19 pandemic, the Annual General Meeting will be arranged so that shareholders or their proxy representatives may not arrive at the Meeting venue. Shareholders and their proxy representatives can participate in the General Meeting and exercise their rights only by voting in advance and making counterproposals and presenting questions in advance considering the limitations set out in the Temporary Act.

1. Shareholders registered in the shareholders' register

Each shareholder who is registered on the record date, February 25, 2021, 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.

2. Notice of participation of a shareholder registered in the shareholders' register and voting in advance

Registration for the meeting and advance voting begin on February 15, 2021, when the deadline for delivering counterproposals has expired and the Company has published the possible counterproposals to be put to a vote on the Company's website. A shareholder entered in the Company's shareholders' register, who wishes to participate in the General Meeting, must register for the General Meeting and deliver his/her votes in advance on March 2, 2021 at 4.00 pm at the latest, by which time the notice of participation and the votes must be received.

Shareholders with a Finnish book-entry account can register and vote in advance on certain items on the agenda of the General Meeting during the period February 15, 2021–March 2, 2021 at 4:00 pm by the following manners:

a) Via the Company's website at www.evli.com/agm

Registering and voting in advance requires strong electronic identification (online banking codes or Mobile ID) for natural persons and business ID and the shareholder's book-entry account number for legal persons.

b) By regular mail or e-mail as described in more detail below

A shareholder voting in advance by regular mail or e-mail must deliver an advance voting form available on the Company's website at www.evli.com/agm or corresponding information to Euroclear Finland Oy by regular mail to Euroclear Finland Ltd, Yhtiökokous / Evli Bank Plc, P.O. Box 1110, FI-00101 Helsinki, Finland or by e-mail to 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.

A shareholder must in connection with the registration submit the requested information, such as the shareholder's identification and contact details. Personal data disclosed in connection with the shareholders' registration will be used only in connection with the General Meeting and the thereto related necessary handling of registrations.

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. A proxy representative shall produce a dated proxy document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder at the General Meeting. If 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 template for a proxy document and voting instructions are available on the Company's website at www.evli.com/agm as of February 15, 2021 at the latest when the deadline for delivering counterproposals to be put to a vote has expired and when the Company has published possible counterproposals to be put to a vote on the Company's website.

A shareholder, who will not vote in advance himself/herself, may without any cost to the shareholder use the Company's proxy authorization service and authorize Rickard Sandell, lawyer at Borenius Attorneys Ltd., or another Attorney-at-Law from Borenius Attorneys Ltd. independent of the Company and appointed by him to act as a proxy representative and exercise the shareholder's voting rights at the General Meeting in accordance with the voting instructions given by the shareholder. A signed proxy document including an advance voting form must be delivered to lawyer Rickard Sandell, by regular mail or e-mail (contact details below) before the end of the registration and advance voting period, by which time the documents must be received.

Further information on the designated proxy representative:

postal address: Borenius Attorneys Ltd., Rickard Sandell, Eteläesplanadi 2, 00130 Helsinki, Finland
e-mail: rickard.sandell@borenius.com
mobile phone: +358 20 713 3205

A shareholder may participate in the General Meeting and exercise his/her rights also by appointing another proxy representative of his/her choice. A proxy representative appointed by a shareholder must also vote in advance by regular mail or e-mail in the herein described manner (a proxy representative cannot vote in the electronic advance voting system). A proxy representative must deliver a proxy document given to him/her including an advance voting form or corresponding information by regular mail to Euroclear Finland Ltd, Yhtiökokous / Evli Bank Plc, P.O. Box 1110, 00101 Helsinki or by e-mail to yhtiokokous@euroclear.eu before the end of the registration and advance voting period, by which time the documents or corresponding information must be received. Delivery of a proxy document to Euroclear Finland Ltd before the expiration of the registration period constitutes due registration for the General Meeting.

4. 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 on the record date of the General Meeting, i.e., on February 25, 2021, 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 based on such shares has been registered into the temporary shareholders' register held by Euroclear Finland Ltd. no later than March 4, 2021 at 10 am. As regards nominee registered shares this constitutes due registration for the General Meeting.

A holder of nominee registered shares is advised to request without delay necessary instructions regarding the registration in the temporary shareholder's 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 has to register a holder of nominee registered shares who wants to participate in the General Meeting into the temporary shareholders' register of the company no later than the time stated above and arrange voting on behalf of a holder of nominee registered shares.

5. Making counterproposals to the proposed resolutions and presenting questions in advance

Shareholders holding at least one hundredth of all shares in the Company within the meaning of the Temporary Act have a right to make a counterproposal to the proposed resolutions on the agenda of the General Meeting, which will be put to a vote. Such counterproposals must be delivered to the Company by e-mail to ir@evli.com by no later than February 12, 2021 at 4.00 pm. Shareholders making a counterproposal must in connection with delivering the counterproposal present evidence of their shareholdings. A counterproposal will be considered at the General Meeting provided that the shareholder has the right to participate in the General Meeting, he/she has registered for General Meeting and that the shareholder holds shares corresponding to at least one hundredth of all shares in the Company on the record date of the General Meeting. If the counterproposal is not taken up for consideration at the General Meeting, the votes given in favour of the counterproposal will not be taken into consideration. The Company will publish possible counterproposals to be put to a vote on the Company's website at www.evli.com/agm by no later than February 15, 2021.

Pursuant to Chapter 5, Section 25 of the Finnish Companies Act, a shareholder may present questions with respect to the matters to be considered at the General Meeting until February 23, 2021 by e-mail to ir@evli.com. Such questions by shareholders, the Company's responses to such questions as well as other counterproposals than those put to a vote are available on the on the Company's website at www.evli.com/agm by no later than February 26, 2021. As a prerequisite for presenting questions, a shareholder must present evidence to the Company of his/her shareholding.

5. Other instructions and information

On the date of this notice to the General Meeting February 9, 2020, the total number of shares of Evli Bank Plc is 24,109,420 shares divided into 14,635,264 series A shares and 9,474,156 series B shares. According to the Articles of Association, each A share entitles the holder to twenty (20) votes and each B share to one (1) vote at the General Meeting.

Helsinki, February 9, 2021

EVLI BANK PLC
Board of Directors



Additional information:

Hanna Metsä, Communications Specialist, Evli Bank Plc, tel. +358 40 6655 119,
hanna.metsa@evli.com

Evli Bank Plc

Evli is a bank specialized in investments that helps institutions, corporations and private persons increase their wealth. The product and service offering includes mutual funds, asset management and capital markets services, alternative investment products, equity research, incentive plan design and administration as well as Corporate Finance services. The company also offers banking services that support clients' investment operations. Evli is the highest ranked and most used institutional asset manager in Finland*.

Evli has a total of EUR 14.1 billion in client assets under management (net 12/2020). Evli Group's equity capital totals EUR 95.4 million and its BIS capital adequacy ratio is 15.2 percent (December 31, 2020). The company has around 250 employees. Evli Bank Plc's B shares are listed on Nasdaq Helsinki Ltd.

*KANTAR SIFO Prospera External Asset Management Finland 2015, 2016, 2017, 2018, 2019 and SFR Scandinavian Financial Research Institutional Investment Services, Finland 2015, 2016, 2017, 2018.

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