

## **PROPOSALS OF THE BOARD OF DIRECTORS OF EVLI BANK PLC (“COMPANY”) FOR THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS ON MARCH 9, 2022**

### **1. Resolution on the use of the profit shown on the balance sheet and the payment of dividend**

The Board of Directors proposes that based on the balance sheet to be adopted for financial year 2021, a dividend of EUR 1.06 per share be paid from the distributable funds of the Company for the total amount of EUR 25,288,883.20, with the rest of the distributable funds being entered into the equity of the Company.

The dividend shall be paid to shareholders who are registered in the shareholders' register maintained by Euroclear Finland Oy on the dividend record date on 11 March 2022. The Board of Directors proposes that the dividend is paid on 16 March 2022.

### **2. Remuneration report**

The Board of Directors proposes that the remuneration report for the Company's governing bodies for 2021 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-2022](http://www.evli.com/agm-2022) as of 16 February 2022 at the latest.

Since the Annual General Meeting can be attended only by advanced voting, the remuneration report 2021 is deemed to have been presented to the General Meeting under this item.

### **3. Resolution on the remuneration of the auditor**

The Board of Directors proposes to the Annual General Meeting that the auditor's remuneration be paid according to a reasonable invoice approved by the Company.

### **4. Election of the 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.

### **Resolutions conditional to the execution of the merger between the Company and Fellow Finance Plc**

### **5. Authorizing the Board of Directors to decide on the repurchase of the Company's own shares**

The extraordinary general meeting held on 22 December 2021 resolved, conditionally to the execution of merger between the Company and Fellow Finance Plc, to combine the class A shares and class B shares into one share class. The 20 votes conferred by class A shares are converted into one vote conferred by a share of the combined class so that after the combination of the share classes each share in the Company confers one (1) vote.

The Board of Directors proposes that the Annual General Meeting authorize the Board of Directors to decide on the repurchase of the Company's shares (the combined share class) in one or more lots as follows:

The total number of own shares to be repurchased may be a maximum of 8,700,000 shares. The proposed number of shares represents approximately 10 percent of all the shares of the Company after the merger between the Company and Fellow Finance Plc has been executed and the directed share issue taking place in connection with the merger has been duly completed.

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 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. The Company's own shares may be repurchased in other proportion than the shareholders' proportional shareholdings (private purchase).

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 30 June 2023.

The authorization is conditional to the execution of the merger of the Company and Fellow Finance Plc which was approved in the extraordinary general meeting held on 22 December 2021.

#### **6. 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 extraordinary general meeting held on 22 December 2021 resolved, conditionally to the execution of merger between the Company and Fellow Finance Plc, to combine the class A shares and class B shares into one share class. The 20 votes conferred by class A shares are converted into one vote conferred by a share of the combined class so that after the combination of the share classes each share in the Company confers one (1) vote.

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, with or without consideration.

Based on the authorization, the number of shares issued or transferred, including shares received based on special rights, may total a maximum of 4,350,000 shares. The proposed number of shares represents approximately 5 percent of all the shares of the Company after the merger between the Company and Fellow Finance Plc has been executed and the directed share issue taking place in connection with the merger has been duly completed.

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 30 June 2023.

The authorization is conditional to the execution of the merger of the Company and Fellow Finance Plc which was approved in the extraordinary general meeting held on 22 December 2021.