

Notice to Solteq Plc's Annual General Meeting 2024

Stock Exchange Bulletin
Notice to General Meeting
March 5, 2024, at 8:05 a.m.

Shareholders of Solteq Plc are hereby invited to the Annual General Meeting to be held on Wednesday 27 March 2024 at 10:00 (EET). The Annual General Meeting will be held without a meeting venue via real-time remote access in accordance with 11 § of the company's Articles of Association and Chapter 5, Section 16 (3) of the Finnish Limited Liability Companies Act. Instructions for 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 2023

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/generalmeeting2024.

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 2023.

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 2023
10. Handling of the remuneration report for governing bodies

The company's Remuneration Report for governing bodies for the year 2023 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/generalmeeting2024

The Board of Directors proposes that the Annual General Meeting approves the Remuneration Report for governing bodies for the year 2023.

11. Handling of the remuneration policy for governing bodies

The Board of Directors proposes that the Annual General Meeting approves the amended remuneration policy for governing bodies. The remuneration policy was last presented to the Annual General Meeting on 10 June 2020.

The remuneration policy has been amended regarding the setting of short-term and long-term incentive schemes for the CEO, so that the remuneration payable under short-term incentive schemes shall not exceed 75 % of the fixed annual salary and the weight of long-term incentive schemes shall at the target level constitute a significant part of the CEO's total remuneration. The amendment is intended to ensure that any variable remuneration is weighted towards the achievement of the company's long-term objectives.

The amended remuneration policy presented to the Annual General Meeting is attached to this notice and is available on the company's website at www.solteq.com/generalmeeting2024.

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

The Shareholders' Nomination Committee of Solteq Plc proposes 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 2025:

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' Nomination Committee of Solteq Plc proposes to the Annual General Meeting that 7 members are to be elected to the Board of Directors.

14. Election of members of the Board of Directors

The Shareholders' Nomination Committee of Solteq Plc proposes to the Annual General Meeting that for the term expiring at the end of the Annual General Meeting 2025, the current members of the Board of Directors Markku Pietilä, Katarina Cantell, Panu Porkka, Anni Sarvaranta, Mika Sutinen and Esko Mertsalmi are re-elected, and Lotta Airas 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, but not independent of its significant 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/generalmeeting2024

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 and that the same applies to the remuneration of the auditor for the certification of the company's Sustainability Report for the financial year 2024.

16. Election of auditor

The Company has an obligation to organize an audit firm selection procedure in accordance with the EU Audit Regulation (537/2014) concerning the audit for the financial year 2024 (mandatory auditor rotation). The Audit Committee has prepared its recommendation in accordance with the EU Audit Regulation and organized a statutory audit firm selection procedure.

In accordance with the recommendation of the Audit Committee, the Board of Directors proposes to the Annual General Meeting that, for the financial year 2024, one audit firm is elected as the auditor of the company and that audit firm PricewaterhouseCoopers Oy is elected as the auditor of the company. PricewaterhouseCoopers Oy has informed that Tiina Puukkonen, Authorised Public Accountant (KHT), Authorised Sustainability Auditor (KRT), is the auditor with principal responsibility.

In addition, it is proposed to the Annual General Meeting that PricewaterhouseCoopers Oy would, in accordance with Act (1252/2023) regarding amendments to the Finnish Companies Act, also carry out the assurance of the Company's sustainability reporting for the financial year 2024. PricewaterhouseCoopers Oy has notified the Company that Tiina Puukkonen, Authorised Public Accountant (KHT), Authorised Sustainability Auditor (KRT), would act as the responsible sustainability reporting assurance provider.

Further information on the proposed auditor with the principal responsibility is available on the company's website at www.solteq.com/generalmeeting2024.

17. Amendment of the Articles of Association

The Board of Directors proposes to the Annual General Meeting that the Articles of Association is amended so that the domicile of the company is Espoo and that a general meeting of shareholders can be held in addition to the domicile of the company in Helsinki or Vantaa.

According to the proposal of the Board of Directors, the sections 1 § and 11 § would after the amendment read as follows:

1 § Company's trade name and domicile

The trade name of the company is Solteq Oyj, in Swedish Solteq Abp and in English Solteq Plc. The domicile of the company is Espoo.

11 § Notice of meeting, meeting venue, and method of participation

The notice of the general meeting shall be given by publication in the manner prescribed by the Board of Directors in a newspaper with a national circulation or on the company's website, or otherwise in a verifiable manner not earlier than two months and not later than three weeks before the general meeting, but always at least nine days before the record date of the general meeting.

In order to attend the general meeting, a shareholder must notify the company no later than on the date specified in the notice, which may not be earlier than ten days before the general meeting.

The general meeting shall be held at a venue determined by the Board of Directors, which may be in Helsinki or Vantaa in addition to the company's domicile.

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/generalmeeting2024.

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 option rights 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 transfer 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 2025. This authorization will cancel the decision made by the Annual General Meeting 2023 regarding the same matter.

19. 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 2025. This authorization will cancel the decision made by the Annual General Meeting 2023 regarding the same matter.

20. 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 2025. This authorization will cancel the decision made by the Annual General Meeting 2023 regarding the same matter.

21. 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/generalmeeting2024. Solteq Plc's Financial Statements, Annual Report, Auditor's Report, and Remuneration Report 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 10 April 2024. The CEO's review will also be published on Solteq Plc's website after the Annual General Meeting.

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 15 March 2024, 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. 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.

Registration for the Annual General Meeting starts on 6 March 2024 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 21 March 2024 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/generalmeeting2024> Electronic registration requires strong identification of the shareholder or his/her legal representative or proxy with a Finnish, Swedish or Danish 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/generalmeeting2024> 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.

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. 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.

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 15 March 2024. Participation also requires that the shareholder is temporarily registered in the shareholders' register held by Euroclear Finland Oy by 22 March 2024 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/generalmeeting2024.

The holder of nominee-registered shares who has registered for the General Meeting may also participate in the meeting in real-time using telecommunication connection and technical means if he/she so wishes. Real-time participation to the meeting requires, in addition to the temporary registration to the company's shareholders' register, the shareholder's e-mail address and telephone number and, if necessary, the submission of a power of attorney and other documents necessary to prove the right of representation by post to Innovatics Oy, Annual General Meeting / Solteq Plc, Ratamestarinkatu 13 A, 00520 Helsinki, Finland or by e-mail to agm@innovatics.fi before the end of the registration period for holders of nominee-registered shares, so that the shareholder can be sent a link and password to attend the meeting. If a holder of nominee-registered shares has authorized his/her custodian bank to cast advance votes on his/her behalf, the votes thus cast will be taken into account as advance votes of the holder of the nominee-registered shares at the General Meeting, unless the holder of the nominee-registered shares votes otherwise at the General Meeting.

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-Authorization service available in the electronic registration service.

Model proxy documents and voting instructions are available on the company's website at www.solteq.com/generalmeeting2024. 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 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. Participation instructions

Shareholders entitled to attend the Annual General Meeting participate in the meeting and exercise their rights fully and in real-time during the meeting remotely.

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, the shareholders who have voted in advance 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. If they participate remotely they 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 for the proxy when representing several shareholders, contact details of the service provider and instructions in case of possible disruptions can be found at <http://vagm.fi/support> and for a link to test the compatibility of your computer, smartphone, or tablet with the network connection, please visit <http://demo.videosync.fi/agm-compatibility?language=fi>. 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 6 March 2024 at 12:00 (EET) and 21 March 2024 at 16:00 (EET) on the agenda items 7-20 of the Annual General Meeting.

a) via the company's website at <http://www.solteq.com/generalmeeting2024>. 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.

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 or his/her proxy attends the Annual General Meeting remotely.

With respect to holders of nominee-registered shares, 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/generalmeeting2024>.

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, 5 March 2024

SOLTEQ PLC
BOARD OF DIRECTORS

Additional Information:

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Attachment:

Remuneration Report 2023
Remuneration Policy 2024

Distribution:

Nasdaq Helsinki
Key Media
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 nearly 500 professionals and has offices in Finland, Sweden, Norway, Denmark, Poland, and the UK.