

# Proxy Document for AGM (including voting instructions)

## Solwers Plc Annual General Meeting on 21 April 2022

The undersigned (hereinafter also the “principal” or “shareholder”) authorises the following proxy representative alone (hereinafter also the “proxy representative”) to represent himself/herself/itself and vote with his/her/its all shares in accordance with the voting instructions given below at Solwers Plc Annual General Meeting on 21 April 2022:

Fill in the name of the proxy representative: \_\_\_\_\_

Fill in the date of birth of the proxy representative: \_\_\_\_\_

The completed and signed proxy form and voting instructions shall be delivered primarily as an attachment in connection with the registration and advance voting, or alternatively by e-mail to [agm@innovatics.fi](mailto:agm@innovatics.fi) or as originals by mail to Innovatics Oy, Yhtiökokous/Solwers Oyj, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland.

The principal accepts everything that the proxy representative legally does or fails to do under this proxy document. The principal also agrees to the transmission of information in accordance with this proxy document to Solwers Plc and Innovatics Ltd, as well as between these parties, to be used in connection with the Annual General Meeting and the processing of thereto related necessary registrations.

A shareholder who is a legal person shall in connection with the delivery of the proxy form and voting instructions deliver evidence of the proxy form signatory's/signatories' right to represent the legal person (for example, a Trade Register extract or a certified copy of a board resolution).

Proxy documents in original shall be presented to the company upon request.

### Information of the principal:

The personal information provided on this proxy is used to identify a shareholder through a comparison to information in the book-entry system, as well as to confirm shareholdings on the record date of the General Meeting. The personal information will be stored in Innovatics Ltd's database for General Meetings for the Company's use, and information will not be used for any other purposes or for any other General Meetings.

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Shareholder's name

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Date of birth or business ID (Y-tunnus)

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Address

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Postal code and town/city

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Country

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Phone number

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E-mail

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Place and date

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Signature(s)

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**Voting instructions:**

At the Annual General Meeting, the proxy representative shall exercise the voting rights of the shareholder granting the authorisation in each of the items of the agenda of the meeting as indicated with a cross (X) below.

If no voting instructions have been indicated below, or if there are more than one voting instruction on the same item, or if other text or markings other than a cross (X) have been used to indicate a voting instruction, the item will be marked as “No action” when the votes are registered. This means that shareholder’s shares are not taken into consideration in the item in question. Shareholder’s shares are not considered as shares represented at the meeting and the votes are not counted as cast votes with regard to the item in question.

I/we understand that if I/we give the proxy document as a representative of an entity (incl. estate), the legal representative of the entity or a person authorised by the entity must provide necessary documents to prove the right to represent the entity (e.g. trade register extract or board resolution). Documents are requested to be attached to these voting instructions. If the documents are not submitted during the registration period or they are otherwise incomplete, the shares of the entity will not be included as shares represented at the General Meeting.

**Matters to be decided at Solwers Plc Annual General Meeting 2022:**

Agenda items 7 to 16 cover proposals of the Board of Directors of Solwers Plc to the Annual General Meeting in accordance with the notice of the meeting. The option “Yes” means that the shareholder is in favor of approving the proposal. The option “No” means that the shareholder objects to the acceptance of the proposal. By voting in advance it is not possible to submit a counter-proposal to the meeting or demand a voting. “Abstain from voting” means giving an empty vote and shares are considered to be represented in the meeting, which is meaningful in resolutions requiring qualified majority. In qualified majority items all shares represented at the meeting are taken into account and abstentions thus have the same effect as votes Against/No. Therefore, abstaining from voting affects the voting result. Shareholders should be aware of this, especially if giving a vote against is not their intention. If not otherwise communicated, the voting instructions are presumed to concern all the shares that the shareholder holds.

*[Continues on the next page]*

		In favour/ Yes	Against/ No	Abstain from voting
7.	Adoption of the Financial Statements	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.	Allocation of the profit shown in the balance sheet  The distributable funds of Solwers Plc (the parent company of Solwers Group) amount to EUR 32,490,306.98. The Board of Directors proposes that the loss of the financial period EUR 883,403.88 be transferred to the retained earnings account and that the company distribute dividends from retained earnings account EUR 0,04 per share. Based on the number of shares outstanding as of the date of this notice, the total amount of the proposed dividend would be EUR 350,343.36, which correspond to approximately 21 % of the confirmed net profits of Solwers Group from financial period 2021. According to the proposal, the dividend would be paid to shareholders who on the dividend record date 25 April 2022 are registered in the Company's shareholders' register held by Euro-clear Finland Oy. The Board of Directors propose the dividends to be paid on 2 May 2022.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.	Resolution on the discharge of the members of the Board of Directors and the CEO from liability	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10.	Resolution on the remuneration of the members of the Board of Directors  The Board of Directors proposes that the remuneration of the members of the Board of Directors remain unchanged and that each member of the Board of Directors (including the Chairman of the Board) be paid a meeting compensation of EUR 2,000 per meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11.	Resolution on the number of members of the Board of Directors  The Board of Directors proposes that five regular members be elected to the Board of Directors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12.	Election of members of the Board of Directors  The Board of Directors proposes that Leif Sebbas, Hanna-Maria Heikkinen, John Lindahl, Mari Pantsar and Emma Papakosta be re-elected to the Board of Directors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13.	Resolution on the remuneration of the auditor  The Board of Directors proposes that the Auditor be reimbursed in accordance with the Auditor's invoice approved by the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14.	Election of the Auditor  The Board of Directors proposes that the audit firm Revico Grant Thornton Ltd be re-elected as the Auditor,	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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who has notified that Satu Peltonen shall continue as the main responsible Auditor.

		In favour/ Yes	Against/ No	Abstain from voting
15.	<p>Authorisation of the Board of Directors to decide on the repurchase and on the acceptance as pledge of own shares</p> <p>The Board of Directors proposes that the Annual General Meeting resolve to authorise the Board to decide on the repurchase or acceptance as pledge of the Company's own shares in one or more tranches so that a maximum of 1,000,000 shares can be repurchased or accepted as pledge under the authorisation.</p> <p>The decision to repurchase own shares or to accept them as pledge may not be made so that the treasury shares in the possession of, or held as pledges by, the Company and its subsidiaries would exceed one tenth of all shares. Based on the authorisation, the Board of Directors may decide on the repurchase or acceptance as pledge of own shares in a directed manner, i.e., in a proportion other than that of the shares held by the shareholders if there is a weighty financial reason for the Company to do so.</p> <p>The Board of Directors may use the authorisation to implement mergers and acquisitions or other arrangements relating to the Company's operations, to implement personnel incentive schemes or for other purposes decided by the Board of Directors.</p> <p>Own shares may be repurchased at a price determined in the Nasdaq First North Growth Market Finland multilateral trading facility operated by Nasdaq Helsinki Oy or at a price otherwise established in the market.</p> <p>The authorisation is in force until the next Annual General Meeting, but not beyond 30 June 2023.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16.	<p>Authorisation of 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</p> <p>The Board of Directors proposes that the General Meeting authorise the Board to decide on a share issue and the granting of option rights and other special rights entitling to shares referred to in chapter 10, section 1 of the Limited Liability Companies Act so that a maximum of 8,000,000 new shares or treasury shares can be issued under the authorisation.</p> <p>Based on the authorisation, the Board of Directors may also decide on a directed is-sue, i.e., an issue deviating from the pre-emptive subscription rights of the shareholders.</p> <p>The Board of Directors would be authorised to decide on the terms of the issuance of shares and option rights and other special rights.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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The Board of Directors may use the authorisation to implement mergers and acquisitions or other arrangements relating to the Company's operations and capital structure, to implement incentive schemes for the Group personnel or for other purposes decided by the Board of Directors.

In a share issue, the Board of Directors may decide that the subscription price may be set off against a receivable from the Company, or that special rights are issued with a condition that a receivable from the Company is used to set off the subscription price of the share.

In a share issue carried out in connection with the Company's potential listing on First North, the Board of Directors is also entitled to decide to issue shares to the members of the Board, provided that this occurs under the same terms as shares are issued to other subscribers.

The authorisation is valid until 30 April 2024.  
The authorisation does not revoke prior authorisations of the Board of Directors to decide on the issuance of shares or special rights entitling to shares.

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