



Notice of Qt Group Plc's Annual General Meeting

Qt Group Plc, stock exchange release, February 17, 2022 at 8.15 am EET

Notice is given to the shareholders of Qt Group Plc (“**the Company**”) that the Annual General Meeting this year will be held on Tuesday, March 15, 2022, at 10 a.m. EET at the Company's head office, address Bertel Jungin aukio D 3 A, 02600 Espoo, Finland. The Company's shareholders may attend the meeting and exercise their shareholder rights only by voting in advance and by presenting counterproposals and questions in advance. Instructions for shareholders can be found in section “C. Instructions for meeting participants” of this notice.

The Company's Board of Directors has decided on the exceptional meeting practice under the temporary act 375/2021 that entered into force on May 8, 2021. In order to prevent the spread of the COVID-19 pandemic, the Company has decided to take measures allowed by the temporary act so that the general meeting can be held in a predictable manner, taking into account the health and safety of shareholders, the Company's personnel and other stakeholders.

Shareholders who have registered for the meeting can follow the meeting as a live webcast and present questions or comments via a chat function during the meeting. Questions presented during the webcast will be answered immediately after the meeting in a separate event. The event is not part of the actual Annual General Meeting. Instructions for watching the webcast and taking part in the separate event will be available on the Company's website at <https://investors.qt.io/fi/governance/general-meetings/annual-general-meeting-2022/> on March 8, 2022, at the latest. Participation in the webcast or separate event or presenting questions or comment via the chat function does not constitute the shareholder's official participation in the general meeting or exercising a shareholder's right to vote, question and speak at the meeting. Correspondingly, questions presented via the chat function are not questions presented as referred to in chapter 5, section 25 of the Limited Liability Companies Act. Statutory questions must be presented in advance, as described below.

A. MATTERS ON THE AGENDA OF THE ANNUAL GENERAL MEETING

At the Annual General Meeting, the following matters will be considered:

- 1. Opening of the meeting**
- 2. Calling the meeting to order**

The chairperson of the meeting is attorney Juha Väyrynen. If attorney Juha Väyrynen is not able to act as the chairperson due to a weighty reason, the Board of Directors will appoint the person it best sees fit as the chairperson.

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

The Company's General Counsel Mika Pälsi will act as the person scrutinizing the minutes and supervising the counting of votes. If Mika Pälsi is not able to act as the person scrutinizing the minutes and supervising the counting of votes due to a weighty reason, the Board of Directors will appoint the person it best sees fit 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 cast their votes in advance during the advance voting period and who are eligible to take part in the Annual General Meeting under chapter 5, sections 6 and 6a of the Limited

Liability Companies Act, are considered to be shareholders attending the meeting. The list of votes will be adopted according to the information provided by Euroclear Finland Oy and Innovatics Ltd.

6. Presentation of the financial statements, the report of the Board of Directors and the auditor's report for the year 2021

Presentation of the review by the President and CEO.

Because attendance at the Annual General Meeting is only possible through advance voting, the Annual Report published by the Company on February 17, 2022, containing the Company's financial statements, consolidated financial statement, report of the Board of Directors and the auditor's report, that is available on the Company's website, is considered to have been presented to the Annual General Meeting.

7. Adoption of the financial statements and consolidated financial statements

8. Resolution on the use of the profit shown on the balance sheet and authorizing the Board of Directors to decide on the distribution of dividends

The Board of Directors proposes to the Annual General Meeting that no dividend will be paid based on the balance sheet adopted for the accounting period that ended on December 31, 2021, and that the profit of EUR 543,370.26 for the accounting period that ended on December 31, 2021, will be carried over to retained earnings.

Because the Board of Directors has proposed that no dividend will be paid, a minority dividend pursuant to chapter 13, section 7 of the Limited Liability Companies Act is an option. The minority dividend must be distributed if it is supported by shareholders holding a minimum of one-tenth of all shares. The amount of the minority dividend is EUR 271,685.13, corresponding to one-half of the profit for the fiscal year. A shareholder supporting the minority dividend can vote for the minority dividend in the advance voting, and it is not necessary to present a separate demand or counterproposal.

9. Resolution on the discharge of the members of the Board of Directors and the President and CEO from liability

10. Handling of the Remuneration report for governing bodies

The Company has prepared a remuneration report for governing bodies referred to in chapter 7, section 7b of the Securities Markets Act, which is appended to this notice of meeting and is also available on Qt Group Plc's website at <https://investors.qt.io/fi/governance/general-meetings/annual-general-meeting-2022/>. Because attendance at the Annual General Meeting is only possible through advance voting, the remuneration report published by the Company as a stock exchange release on February 17, 2022, that is available on the Company's website, is considered to have been presented to the Annual General Meeting for advisory review.

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

The Compensation and Nomination Committee of the Board of Directors proposes to the Annual General Meeting that the elected members of the Board of Directors be paid the following compensation for the term ending at the close of the 2023 Annual General Meeting:

- each member of the Board of Directors EUR 3,000 per month;
- vice chair of the Board of Directors EUR 4,000 per month; and
- chair of the Board of Directors EUR 6,000 per month.

In addition, the chairs of the Board committees will be paid a meeting fee of EUR 1,000 per committee meeting and each Board member a meeting fee of EUR 500 per Board meeting and Board committee meeting.

In addition to the above compensation, it is proposed that standard and reasonable costs resulting from work on the Board of Directors will be reimbursed against invoice.

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

The Compensation and Nomination Committee of the Board of Directors proposes to the Annual General Meeting that five members of the Board of Directors be elected.

13. Election of the members of the Board of Directors

The Compensation and Nomination Committee of the Board of Directors proposes to the Annual General Meeting that the current members of the Company's Board of Directors Robert Ingman, Jaakko Koppinen, Mikko Marsio and Leena Saarinen be elected and that Mikko Välimäki will be elected as a new member based on their consent for a new term ending at the close of the 2023 Annual General Meeting.

The proposed members of the Board of Directors with assessments of their independence are presented on the Company's website at <https://investors.qt.io/fi/governance/general-meetings/annual-general-meeting-2022>.

14. Resolution on the remuneration for the auditor

The Audit Committee of the Board of Directors proposes to the Annual General Meeting that the remuneration for the auditor be paid according to reasonable invoice submitted by the auditor.

15. Authorizing the Board of Directors to decide on repurchasing the company's own shares and/or accepting them as collateral

The Board of Directors proposes to the Annual General Meeting that the Annual General Meeting authorize the Board of Directors to decide on the repurchase and/or acceptance as collateral of a maximum of 2,000,000 of the Company's own shares by using funds in the unrestricted shareholders' equity reserve.

According to the proposal, the Board will decide on how these shares are to be purchased. The shares may be repurchased or accepted as collateral in a proportion other than that of the shares held by the current shareholders (directed repurchase and/or acceptance as collateral). The authorization also includes the acquisition of shares through public trading organized by Nasdaq Helsinki Ltd in accordance with its and Euroclear Finland Ltd's rules and instructions, or through offers made to shareholders.

Shares may be acquired or accepted as collateral in order to improve the company's capital structure, to finance or carry out acquisitions or other arrangements, to implement share-based incentive schemes, to be transferred for other purposes, or to be cancelled.

The shares shall be repurchased for a price based on the fair value quoted in public trading. The authorization is valid for 18 months from the issue date of the authorization, i.e. until September 15, 2023, and it replaces any earlier authorizations on the repurchase and/or acceptance as collateral of the company's own shares.

16. Authorizing the Board of Directors to decide on a share issue and the granting of special rights entitling to shares

The Board of Directors proposes to the Annual General Meeting that the general meeting authorize the Board to decide on a share issue and the granting of special rights pursuant to chapter 10, section 1 of the Limited Liability Companies Act, subject to or free of charge, in one or several tranches on the following terms.

The maximum total number of shares to be issued by virtue of the authorization is 2,000,000. The authorisation concerns both the issuance of new shares as well as the transfer of treasury shares. By virtue of the authorization, the Board of Directors is entitled to decide on share issues and the granting of special rights waiving the pre-emptive subscription rights of the shareholders (directed issue).

The authorization may be used in order to finance or carry out acquisitions or other arrangements, to carry out the company's share-based incentive schemes and to improve the capital structure of the company, or for other purposes decided by the Board of Directors.

The authorization includes the Board of Directors' right to decide on all terms relating to the share issue and granting of special rights including the subscription price, its payment, and its entry into the company's balance sheet.

The authorization is valid for 18 months from the issue date of the authorization, i.e. until September 15, 2023, and it replaces any earlier authorizations on the granting of shares or special rights entitling to shares.

17. Closing of the meeting

B. DOCUMENTS OF THE ANNUAL GENERAL MEETING

This notice of meeting including all proposals on the agenda of the Annual General Meeting is available on Qt Group Plc's website at <https://investors.qt.io/fi/governance/general-meetings/annual-general-meeting-2022>. Qt Group Plc's annual report, including the Company's financial statements, consolidated financial statements, report of the Board of Directors and auditor's report and remuneration report will be available on the said website on February 17, 2022, at the latest. A copy of the annual report will be sent to shareholders by request.

The minutes of the Annual General Meeting will be available on the above-mentioned website as of March 29, 2022, at the latest.

C. INSTRUCTIONS FOR MEETING PARTICIPANTS

Shareholders may attend the meeting and exercise their shareholder rights only by voting in advance and by presenting counterproposals and questions in advance according to the instructions below.

In order to follow the meeting, webcast link and password will be sent to the email address and mobile phone number given at registration. Following the meeting via webcast will be possible only to shareholders registered in the Company's shareholder register on the record date. Shareholders following the meeting via webcast are not considered to participate in the Annual General Meeting. List of votes and voting results from the General Meeting are based only on the advance voting.

1. Shareholder registered in the list of shareholders

A shareholder who is registered in the shareholder register of the Company maintained by Euroclear Finland Oy on Thursday, March 3, 2022, has the right to participate in the Annual General Meeting. A shareholder whose shares are registered in their personal Finnish book-entry account is registered in the shareholder register of the Company. A shareholder can participate in the Annual General Meeting only by voting in advance as described below.

2. Registration and voting in advance

Registration and advance voting begin on February 22, 2022, once the deadline for submitting counterproposals for votes has expired. A shareholder registered in the Company's shareholder register who wants to take part in the general meeting by voting in advance should register for the Annual General Meeting and vote in advance by March 8, 2022, at 10 a.m. at the latest, by which time the registration and votes must have been received by the Company.

The requested information, such as the shareholder's name, date of birth and contact details, has to be provided in conjunction with the registration. Personal data disclosed by shareholders to Qt Group Plc or its service provider Innovatics Oy will only be used in connection with the Annual General Meeting and related necessary processing of registrations.

Shareholders with a Finnish book-entry account can register and vote in advance with regard to certain items on the Annual General Meeting agenda from February 22, 2022 to March 8, 2022 at 10 a.m. as follows:

a) via the Company's website at <https://investors.qt.io>

Strong authentication of the shareholder or their legal representative or agent using Finnish or Swedish online banking credentials or a mobile certificate is required for electronic registration and advance voting.

b) By mail or e-mail

A shareholder voting in advance by mail or e-mail should submit the advance voting form available on the Company's website <https://investors.qt.io/fi/governance/general-meetings/annual-general-meeting-2022> or corresponding information to Innovatics Oy by mail at Innovatics Oy, Yhtiökokus / Qt Group Oyj, Ratamestarinkatu 13 A, 00520 Helsinki or by e-mail to agm@innovatics.fi.

If the shareholder takes part in the Annual General Meeting by submitting the advance votes by mail or e-mail to Innovatics Oy, submitting the votes before the expiry of the registration and advance voting deadline is considered to be participation in the Annual General Meeting, provided that the shareholder's message includes the information required for registration specified in the advance voting form.

Voting instructions are available on the Company's website at <https://investors.qt.io/fi/governance/general-meetings/annual-general-meeting-2022>.

More information regarding registration and voting in advance is available during the registration period by calling 010 2818 909 on weekdays between 9.00-12.00 am EET and 1.00-4.00 pm EET.

3. Proxy representative and powers of attorney

A shareholder may participate in the Annual General Meeting and exercise their rights at the Annual General Meeting by way of proxy representation. Also a proxy representative authorized by the shareholder can only take part in the meeting by voting on behalf of the shareholder in advance as described above. The proxy representative must authenticate with the electronic registration service and advance voting personally using strong authentication, after which they can register and vote in advance on behalf of the shareholder they represent. The proxy representative must present a dated power of attorney or in another reliable way prove that they are authorized to represent the shareholder. Statutory right of representation can be proven by using the suomi.fi authorizations service available in the electronic registration service.

If a shareholder takes part in the Annual General Meeting through several proxy representatives representing the shareholder based on shares on different book-entry accounts, the shares based on which each proxy representative represents the shareholder must be reported in conjunction with registration.

The power of attorney template and advance voting form will be available on the Company's website at <https://investors.qt.io/fi/governance/general-meetings/annual-general-meeting-2022> on February 22, 2022 at the latest, once the deadline for submitting counterproposals for voting has expired. Powers of attorney are to be primarily sent in conjunction of the registration and advance voting by e-mail attachment to agm@innovatics.fi or mailed or delivered as original copies to Innovatics Oy, Yhtiökokous / Qt Group Oyj, Ratamestarinkatu 13 A, 00520 Helsinki, Finland before the expiry of the advance voting period.

Submitting a power of attorney to the Company prior to the expiry of the registration period is considered to be registration for the Annual General Meeting, provided that it includes the information required for registration mentioned above.

4. Holders of nominee-registered shares

Holders of nominee-registered shares have the right to take part in the Annual General Meeting by virtue of shares, based on which he/she on the record date of the Annual General Meeting, March 3, 2022, would be entitled to be registered in the shareholder register of the Company held by Euroclear Finland Oy. The right to participate in the Annual General Meeting requires, in addition, that the shareholder has been temporarily registered into the shareholder register held by Euroclear Finland Oy no later than on March 10, 2022 at 10 a.m. on the basis of such shares. With regard to nominee-registered shares, this constitutes registration for the Annual General Meeting. Changes in shareholding after the record date do not affect the right to participate in the meeting or the number of voting rights held in the meeting.

A holder of nominee-registered shares is advised to request without delay necessary instructions regarding the registration in the temporary shareholder register of the Company, the issuing of proxy documents and registration for the Annual General Meeting from their custodian bank. The account management organization of the custodian bank has to register the holder of nominee-registered shares into the temporary shareholders' register of the Company at the latest by the time stated above and see to advance voting on behalf of the nominee-registered shareholder.

5. Other instructions/information

Shareholders holding a minimum of one-hundredth of all shares in the Company have the right to make a counterproposal to the decision proposals included in the agenda of the Annual General Meeting to be voted on. Such counterproposals shall be submitted to the Company by e-mail at pr@qt.io by February 21, 2022 at 10 a.m. at the latest. The shareholders making a counterproposal shall present an account of their holding upon submitting the counterproposal. The counterproposal will be reviewed by the Annual General Meeting, provided that the shareholder has the right to participate in the Annual General Meeting and the shareholder holds a minimum of one-hundredth of all shares in the Company on the record date of the Annual General Meeting. If the counterproposal is not reviewed by the Annual General Meeting, any votes cast in favor of the counterproposal will be ignored. The Company will publish any counterproposals included in the agenda for voting on the Company's website <https://investors.qt.io/fi/governance/general-meetings/annual-general-meeting-2022> by February 22, 2022.

A shareholder may present questions referred to in chapter 5, section 25 of the Limited Liability Companies Act concerning matters reviewed at the meeting until March 1, 2022 at 4 p.m. through the electronic registration service or by e-mail to pr@qt.io. Such shareholder questions, answers by the Company's management and any counterproposals not included in the agenda for voting will be available on the Company's website <https://investors.qt.io/fi/governance/general-meetings/annual->

general-meeting-2022 on March 4, 2022 at the latest. A prerequisite for presenting questions and counterproposals is that the shareholder presents an adequate account of their shareholding by request.

On the day of the notice of the meeting, Qt Group Plc had a total of 25,181,198 shares and votes.

Espoo, February 17, 2022

QT GROUP PLC

Board of Directors

Additional information:

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Distribution:

Nasdaq Helsinki Oy

Key media

www.qt.io