

## Notice of Qt Group Plc's Annual General Meeting

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 12, 2024, at 10 a.m. EET at the Leka hall in Mestari hotel, address Fredrikinkatu 51-53, 00100 Helsinki. Finland. The reception of persons who have registered for the meeting and distribution of voting tickets will commence at 9:00 a.m. EET.

### 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**
3. **Election of persons to scrutinize the minutes and persons 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, the report of the Board of Directors and the auditor's report for the year 2023**

Presentation of the review by the President and CEO.

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, 2023, and that the loss of EUR -135,002.13 for the accounting period that ended on December 31, 2023, will be carried over to retained earnings.

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, which is appended to this notice of meeting and is also available on Qt Group Plc's website at <https://www.qt.io/investors/governance/general-meetings/annual-general-meeting-2024>

11. **Handling of the remuneration policy for governing bodies**

Company's Remuneration policy is attached to this Notice and also available at company's website at <https://www.qt.io/investors/governance/general-meetings/annual-general-meeting-2024>.

12. **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 2025 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.

**13. 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 six members of the Board of Directors be elected.

**14. 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 Marika Auramo, Matti Heikkonen, Robert Ingman, Mikko Marsio and Mikko Välimäki be re-elected and that Elina Anckar will be elected as a new member based on their consent for a new term ending at the close of the 2025 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://www.gt.io/investors/governance/general-meetings/annual-general-meeting-2024>.

**15. 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.

**16. Proposal of the Board of Directors to change the Articles of Association**

Board of Directors proposes Article 8 of Articles of Association to be changed so as to enable joining the General Meeting via remote access. Amended Article reads as follows:

**"8 § Notice of Meeting**

A Notice of Meeting shall be delivered to shareholders not earlier than two (2) months and not later than three (3) weeks before the General Meeting and in any case at least nine (9) days before the record date of the General Meeting defined in Chapter 4 Section 2 Sub-section 2 of the Companies Act. The summons shall be delivered by publishing it on the company's site on the Internet or in at least one (1) newspaper decided on by the Board of Directors or by delivering the summons to each shareholder in writing to the address reported by the shareholder in the shareholders' register.

To be able to participate in a General Meeting, a shareholder must register with the company no later than on the day mentioned in the notice of meeting, which can be no earlier than ten (10) days before the meeting.

Board of Directors may decide that participation into the General Meeting can take place also by way of shareholders exercising their right to speak in full before or during the General Meeting by way of a telecommunications connection or other technical means.

**17. 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 12, 2025, and it replaces any earlier authorizations on the repurchase and/or acceptance as collateral of the company's own shares.

#### **18. 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 12, 2025, and it replaces any earlier authorizations on the granting of shares or special rights entitling to shares.

#### **19. 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://www.qt.io/investors/governance/general-meetings/annual-general-meeting-2024>. 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 16, 2024, at the latest. The proposals and the above-mentioned documents are also available at the meeting.

The minutes of the Annual General Meeting will be available on the above-mentioned website as of March 26, 2024, at the latest.

### **C. INSTRUCTIONS FOR MEETING PARTICIPANTS**

#### **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 February 29, 2024, 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. Changes in the number of held shares after the record date of the Annual General Meeting shall not have an effect on the right to participate in the meeting nor on the number of votes held by a shareholder in the meeting.

## 2. Registration

Registration begins on February 19, 2024, at 10 a.m. EET. A shareholder registered in the Company's shareholder register who wants to take part in the general meeting should register for the Annual General Meeting by March 1, 2024, at 10 a.m. EET at the latest, by which time the registration must have been received.

The requested information, such as the shareholder's name, date of birth or company identification number, address, telephone number, and the name and date of birth of the possible assistant, proxy representative, or statutory representative, has to be provided in conjunction with the registration. Personal data disclosed will only be used in connection with the Annual General Meeting and the related necessary processing of registrations.

Shareholders with a Finnish book-entry account can register from February 19, 2024, at 10 a.m. EET to March 1, 2024, at 10 a.m. EET as follows:

a) via the Company's website at <https://www.qt.io/investors/governance/general-meetings/annual-general-meeting-2024>

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

b) By mail or e-mail

A shareholder registering by mail or e-mail should submit the registration form available on the Company's website or corresponding information to Innovatics Oy by mail at Innovatics Oy, Yhtiökokous / Qt Group Oyj, Ratamestarinkatu 13 A, 00520 Helsinki or by e-mail to [agm@innovatics.fi](mailto:agm@innovatics.fi).

c) by telephone at +358 10 2818 909, weekdays between 9.00 am-12 noon EET and 13.00-16.00 EET

Shareholder, their assistant, proxy representative, or statutory representative shall, where necessary, be able to prove his/her identity and/or right of representation at the meeting.

Further information on registering is available by telephone at +358 10 2818 909, weekdays between 9.00 am-12 noon EET and 13.00-16.00 EET /Innovatics Oy.

## 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. The proxy representative must authenticate with the electronic registration service personally using strong authentication, after which they can register 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 will be available on the Company's website at <https://www.qt.io/investors/governance/general-meetings/annual-general-meeting-2024>.

Powers of attorney are to be primarily sent as an attachment in conjunction with the registration or alternatively sent by e-mail attachment to [agm@innovatics.fi](mailto: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 registration period.

In addition to the delivery of proxy authorization documents, the shareholder or his/her proxy representative must take care of registering for the Annual General Meeting as described

above in this notice. 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, February 29, 2024, 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 7, 2024, at 10:00 a.m. EET 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 on behalf of the nominee-registered shareholder.

#### **5. Other instructions/information**

On the day of the notice of the meeting, February 16, 2024, Qt Group Plc had a total of 25,470,211 shares and votes.

The Annual General Meeting will be held in Finnish.

A shareholder present at the meeting may present questions referred to in chapter 5, section 25 of the Limited Liability Companies Act.

Espoo, February 16, 2024

### **QT GROUP PLC**

Board of Directors

Additional information:

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Tel. +358 9 8861 8040

Distribution:

Nasdaq Helsinki Oy

Key media

[www.qt.io](http://www.qt.io)