

Solteq Plc: Decisions of the Annual General Meeting 2026 and the Board of Directors' organizing meeting

Stock Exchange Bulletin
Decisions of the General Meeting
March 26, 2026, at 2:00 p.m. EET

The Annual General Meeting of Solteq Plc was held today, March 26, 2026. The Annual General Meeting supported all proposals made by the Board of Directors and Shareholders' Nomination Committee to the Annual General Meeting and adopted the following resolutions:

Financial statements, discharge of liability, and dividend distribution

The Annual General Meeting adopted the financial statements for the financial year January 1– December 31, 2025, and discharged the CEO and members of the Board of Directors who were active during the financial year from liability.

In accordance with the Board of Directors' proposal, it was resolved that no dividend be distributed for the financial year ended December 31, 2025.

Election of the Board of Directors and their remuneration

The Annual General Meeting resolved to elect 5 members to the Board of Directors. The Annual General Meeting resolved to elect the following members to the Board of Directors according to the proposal of the Shareholders' Nomination Committee: Markku Pietilä, Lotta Airas, Anni Sarvaranta, Mika Sutinen, and Esko Mertsalmi.

It was resolved that a monthly remuneration of EUR 5,000 will be paid to the Chairman of the Board and EUR 2,500 to the other 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, Board members will be reimbursed for ordinary and reasonable expenses resulting from Board work against an invoice.

In addition, the meeting fees of the Audit Committee were increased. The Chairman of the Audit Committee will be paid EUR 1,500 and the members of the Audit Committee will be paid EUR 1,000 per meeting.

Auditor

The Annual General Meeting elected audit firm PricewaterhouseCoopers Oy as the auditor of the company. PricewaterhouseCoopers Oy has informed that Tiina Puukkonieniemi, Authorised Public Accountant (KHT) is the auditor with principal responsibility.

The auditor is remunerated according to a reasonable invoice approved by the company.

Remuneration report for governing bodies

The Annual General Meeting adopted the remuneration report of the company's governing bodies for the year 2025.

Amendment of 7 § Board of Directors of the Articles of Association

The Annual General Meeting resolved that the 7 § Board of Directors of the Articles of Association is amended so that the minimum required number of board members shall be 4 and the maximum number of 7 ordinary members. The term of office of the members of the Board of Directors shall end at the close of the next Annual General Meeting following their election.

Authorizing the Board of Directors to decide on the issuance of shares, option rights, and other special rights entitling to shares

The Annual General Meeting authorized the Board of Directors to decide on a share issue carried out with or without payment and on issuing share options and other special rights referred to in Chapter 10, Section 1 of the Finnish Limited Liability Companies Act as follows:

The maximum total number of shares or other rights issued under the authorization is 2,000,000. The authorization includes the right to issue new shares and special rights or convey treasury shares. The new shares and rights can be issued and treasury shares conveyed in a directed share issue deviating 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 includes the right for the Board of Directors to decide on all other terms concerning the share issue and granting 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 record it in the company's balance sheet.

The authorization is effective until the next Annual General Meeting, however, no longer than 30 April 2027. This authorization cancels the corresponding decision made by the Annual General Meeting 2025.

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 as part of the implementation of the company's incentive schemes

The Annual General Meeting authorized the Board of Directors to decide on a share issue carried out with or without payment and on issuing share options 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 1,000,000. The authorization includes the right to give new shares and special rights or convey the company's own shares. The authorization includes the right to deviate from the shareholders' pre-emptive right of subscription, as part of the implementation the company's incentive schemes in which case there is a weighty financial reason for the company. The purpose of such incentive schemes must be to retain the company's key personnel over a period of 3 to 5 years. In addition, the purpose is that the now-granted authorization's maximum amount covers the company's key personnel's incentive schemes for at least 3 years. 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 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 30 April 2027. This authorization will cancel the decision made by the Annual General Meeting 2023 regarding the same matter.

Authorizing the Board of Directors to decide on repurchasing the company's own shares

The Annual General Meeting authorized the Board of Directors to decide on repurchasing the company's own shares. The number of own shares to be repurchased based on the authorization cannot exceed 500,000. Shares may be repurchased in one or more lots. The Company may use only unrestricted equity to repurchase its own shares.

Own shares may be repurchased 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 at most 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 development 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 2027. This authorization cancels the corresponding decision made by the Annual General Meeting 2025.

Authorizing the Board of Directors to decide on accepting the company's own shares as pledge

The Annual General Meeting authorized the Board of Directors to decide on accepting the company's own shares as pledge. 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 several transactions. The number of own shares accepted as pledge cannot exceed 2,000,000. The Board of Directors decides on other terms concerning the pledge.

The authorization is effective until the next Annual General Meeting, however, no longer than 30 April 2027. This authorization cancels the corresponding decision made by the Annual General Meeting 2025.

Minutes

The minutes of the Annual General Meeting will be available by April 9, 2026, at the latest at www.solteq.com/generalmeeting.

Decisions of the Board of Directors' organizing meeting

In its organizing meeting after the Annual General Meeting, the Board of Directors elected Markku Pietilä as its chairman.

Mika Sutinen, Anni Sarvaranta and Markku Pietilä were elected as members of the Audit Committee. Mika Sutinen acts as the Chairman of the Audit Committee.

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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 approximately 400 professionals

and operates in Finland, Sweden, Norway, Denmark, Poland, and the UK.