

Notice to the Annual General Meeting of Sievi Capital Plc

Notice is given to the shareholders of Sievi Capital Plc to the Annual General Meeting to be held on Thursday, 29 April 2021 at 10:00 a.m. EEST at Sanomatalo at the address Töölönlahdenkatu 2, FI-00100 Helsinki.

The shareholders of the company and their proxy representatives can participate in the meeting and exercise their shareholder's rights only by voting in advance as well as by submitting counterproposals and asking questions in advance. It is not possible to attend the meeting in person. Instructions for shareholders are provided in section C "Instructions for the participants in the Annual General Meeting" of this notice.

The Board of Directors of the company has resolved on exceptional meeting procedures pursuant to temporary legislation (667/2020) that entered into force on 3 October 2020. In order to prevent the spread of the COVID-19 pandemic, the Annual General Meeting will be held without shareholders' and their proxy representatives' presence at the meeting venue. This is necessary in order to ensure the health and safety of the shareholders, the company's personnel and other stakeholders, and in order to hold the meeting in a manner that is predictable and treats shareholders equally while ensuring compliance with applicable restrictions imposed by the authorities.

It is possible for shareholders to follow the General Meeting remotely via internet. Shareholders following the meeting in this manner are not considered participants in the General Meeting, so they do not have, among other things, the right to ask questions or vote during the General Meeting. Instructions for shareholders to follow the General Meeting remotely are provided in section C "Instructions for the participants in the Annual General Meeting" of this notice.

A. Matters on the Agenda of the Annual General Meeting

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

1. Opening of the meeting

2. Calling the meeting to order

Attorney-at-law Antti Kuha will act as the Chairman of the meeting. In the event Antti Kuha is prevented for a weighty reason from acting as the Chairman, the Board of Directors will appoint the person it deems most suitable to act as the Chairman.

3. Election of person to scrutinise the minutes and to supervise the counting of votes

Tuomo Lähdesmäki will scrutinise the minutes and supervise the counting of votes. In the event Tuomo Lähdesmäki is prevented for a weighty reason from scrutinising the minutes and supervising the counting of votes, the Board of Directors will appoint the person it deems most suitable to scrutinise the minutes and supervise the counting of votes.

4. Recording the legality and quorum of the meeting

5. Recording the attendance at the meeting and adopting the list of votes

Shareholders who have voted in advance within the advance voting period and who are entitled to participate in the General Meeting in accordance with Chapter 5, Sections 6 and 6 a of the Finnish Limited Liability Companies Act shall be deemed to be shareholders participating in the meeting. The list of votes will be adopted based on information provided by Euroclear Finland Oy and Innovatics Ltd.

6. Presentation of the Financial Statements, the Board of Directors' Report, and the Auditor's Report for the year 2020, and presentation of the CEO's Review

Since the General Meeting may only be attended by voting in advance, the company's Annual Report for the year 2020, which includes the Financial Statements of the company, the Board of Directors' Report and the Auditor's Report, and which is available on the company's website at www.sievicapital.fi/en/annual-general-meetings/agm-2021, is deemed to have been presented to the General Meeting.

7. Adoption of the Financial Statements

8. Resolution on the use of profit shown on the balance sheet and the payment of dividend

The Board of Directors proposes to the General Meeting that a dividend of EUR 0.04 per share be paid for the financial period ended on 31 December 2020. The dividend shall be paid to a shareholder who is registered in the shareholders' register of the company maintained by Euroclear Finland Oy on the dividend record date of 3 May 2021. The dividend will be paid on 14 May 2021.

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

10. Adoption of the Governing Bodies' Remuneration Report

The Board of Directors proposes that the General Meeting adopts, through an advisory resolution, the company's Governing Bodies' Remuneration Report for the year 2020.

Since the General Meeting may only be attended by voting in advance, the Governing Bodies' Remuneration Report, which is available on the company's website at www.sievicapital.fi/en/annual-general-meetings/agm-2021, is deemed to have been presented to the General Meeting.

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

The Board of Directors proposes to the General Meeting that the Chairman of the Board of Directors be paid as remuneration EUR 3,550 per month (previously EUR 3,400) and the members of the Board of Directors each EUR 2,300 per month (previously EUR 2,200), and that the travel expenses of the members of the Board of Directors be compensated in accordance with the company's travel policy. The Board of Directors further proposes that each of the members of the Board of Directors shall have the right to abstain from receiving remuneration.

Earnings-related pension insurance contributions are paid voluntarily for the paid remuneration.

Preato Capital AB, which represented approximately 23.3% of the company's voting rights on 29 March 2021, has indicated that it supports the proposal of the Board of Directors at the General Meeting.

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

The Board of Directors proposes to the General Meeting that the number of members of the Board of Directors shall be five (5).

Preato Capital AB, which represented approximately 23.3% of the company's voting rights on 29 March 2021, has indicated that it supports the proposal of the Board of Directors at the General Meeting.

13. Election of members of the Board of Directors

Preato Capital AB, which represented approximately 23.3% of the company's voting rights on 29 March 2021, proposes to the General Meeting that current members Kati Kivimäki and Taru Narvanmaa shall be re-elected to the Board of Directors and that Lennart Simonsen, Juha Karttunen and Simon Hallqvist shall be elected as new members of the Board of Directors.

The term of the members of the Board of Directors ends at the closing of the Annual General Meeting following the election. All persons nominated as members of the Board of Directors have given their

consent to the election, and they are considered independent of the company and of the significant shareholders of the company except for Simon Hallqvist, who is not independent of the company's shareholder Preato Capital AB. Simon Hallqvist has indicated that he will abstain from receiving the remuneration of a member of the Board of Directors if he is elected to the Board of Directors.

A presentation of the persons nominated as members of the Board of Directors is available on Sievi Capital PLC's website at www.sievicapital.fi/en/annual-general-meetings/agm-2021.

14. Resolution on the remuneration of the auditor

The Board of Directors proposes to the General Meeting that the remuneration of the auditor shall be paid according to the auditor's reasonable invoice approved by the company.

15. Election of the auditor

The Board of Directors proposes to the General Meeting that KPMG Oy Ab, Authorised Public Accountant firm, be elected as the company's auditor. KPMG Oy Ab has notified that Esa Kailiala, APA, will act as the principally responsible auditor for the company.

The term of the auditor ends at the closing of the Annual General Meeting following the election.

16. Authorising the Board of Directors to decide on the issuance of shares and special rights entitling to shares

The Board of Directors proposes to the General Meeting that the General Meeting authorise the Board of Directors to decide on the issuance of shares and/or the granting of special rights entitling to shares as referred to in Chapter 10, Section 1 of the Finnish Limited Liability Companies Act, in one or several instalments as follows: The total number of shares to be issued under the authorisation may be at the most 11,400,000 shares. The authorisation concerns both the issuance of new shares as well as the conveyance of shares held by the company. The authorisation is proposed to be used to finance or carry out possible acquisitions or other arrangements or investments related to the company's business, to implement the company's incentive program, or for other purposes decided by the Board of Directors.

The Board of Directors decides on all terms and conditions of a share issue and the issuance of special rights referred to in Chapter 10, Section 1 of the Finnish Limited Liability Companies Act, and the authorisation therefore includes the right of the Board of Directors to deviate from the shareholders' pre-emptive subscription right (directed issue), the right to issue shares against consideration or without payment, and the right to decide on a free issuance of shares to the company itself, however, taking into account the provisions of the Finnish Limited Liability Companies Act concerning the maximum number of own shares held by the company.

The authorisation is proposed to be effective until 30 June 2022, and it will cancel the corresponding authorisation given to the Board of Directors by the Extraordinary General Meeting on 29 January 2020.

17. Authorising the Board of Directors to decide on the repurchase of the company's own shares

The Board of Directors proposes to the General Meeting that the General Meeting authorise the Board of Directors to decide to repurchase a maximum of 5,700,000 shares in the company in one or several instalments by using funds in the company's unrestricted equity, however, taking into account the provisions of the Finnish Limited Liability Companies Act concerning the maximum number of own shares held by the company. The company's own shares may be repurchased to be used as consideration in possible acquisitions or in other arrangements related to the company's business, to finance investments, as a part of the company's incentive program, to develop the company's capital structure as well as to be conveyed for other purposes, to be held by the company or to be cancelled. The authorisation also includes the right to pledge the company's own shares.

The company's own shares may be repurchased in public trading organized by Nasdaq Helsinki Ltd otherwise than in proportion to the shareholdings of the shareholders, at the market price at the time of repurchase. The shares will be repurchased and paid in accordance with the rules of Nasdaq Helsinki Ltd and Euroclear Finland Oy. The Board of Directors is in all other respects authorised to decide on the terms and conditions of the repurchase of own shares.

The authorisation is proposed to be effective until 30 June 2022, and it will cancel the corresponding authorisation given to the Board of Directors by the Extraordinary General Meeting on 29 January 2020.

18. Closing of the meeting

B. Documents of the Annual General Meeting

The aforementioned proposals on the agenda of the General Meeting, this notice, the company's Governing Bodies' Remuneration Report as well as the Annual Report, which includes the Financial Statements of the company, the Board of Directors' Report and the Auditor's Report, are available on Sievi Capital Plc's website at www.sievicapital.fi/en/annual-general-meetings/agm-2021.

The minutes of the General Meeting will be available on the aforementioned website on 13 May 2021, at the latest.

C. Instructions for the participants in the Annual General Meeting

In order to prevent the spread of the COVID-19 pandemic, the Annual General Meeting will be arranged without the presence of the shareholders or their proxy representatives at the meeting venue. A shareholder can participate in the General Meeting and exercise his/her rights only by voting in advance or through a proxy representative in accordance with the instructions set out below. Shareholders who have registered for the General Meeting, can follow the General Meeting via a live webcast. A video link and password to follow the meeting remotely will be sent via email and text message to the email address and mobile phone number provided in connection with the registration. Following the meeting through the remote access is only possible for shareholders who are shareholders on the record date of the General Meeting. Shareholders following the meeting through the remote access are not considered participants in the General Meeting, so they do not have, among other things, the right to ask questions or vote during the General Meeting. The list of votes of the General Meeting and the results of the voting are determined solely on the basis of the advance voting. Shareholders are requested to note that the webcast will be held only if it can be arranged in compliance with all regulatory rules and restrictions imposed by the authorities due to the COVID-19 pandemic. Further information and instructions on following the webcast are available on the company's website at www.sievicapital.fi/en/annual-general-meetings/agm-2021.

1. Shareholder registered in the shareholders' register

Each shareholder who is registered on 19 April 2021 in the shareholders' register of the company maintained by Euroclear Finland Oy has the right to participate in the General Meeting. A shareholder whose shares are registered on his/her personal Finnish book-entry account, is registered in the shareholders' register of the company. A shareholder can participate in the meeting only by voting in advance by him/herself or through a proxy representative, as described below.

2. Registration and voting in advance

The registration and advance voting begin on 9 April 2021 at 10:00 a.m. EEST, when the deadline for submitting counterproposals to be put to vote has expired. A shareholder who is registered in the shareholders' register of the company and who wants to participate in the General Meeting by voting in advance, shall register for the General Meeting and vote in advance no later than on 22 April 2021 at 4:00 p.m. EEST, by which time the registration and votes must be received. Registration to the General Meeting without submitting advance votes will not be considered participation in the General Meeting.

In connection with the registration, a shareholder shall notify the requested information, such as the name of the shareholder, personal or business ID and contact information as well as the name of a possible proxy representative or legal representative and the personal ID of the proxy representative or legal representative. The personal data given by the shareholders or proxy representatives to Sievi Capital Plc or Innovatics Ltd is used only in connection with the General Meeting and the processing of related necessary registrations. Further information on how Sievi Capital Plc processes personal data is available on Sievi Capital Plc's privacy notice regarding the Annual General Meeting, which is available on the company's website at www.sievicapital.fi/en/annual-general-meetings/agm-2021 or can be requested by email from tiina.grondahl@sievicapital.fi.

Shareholders with a Finnish book-entry account can register and vote in advance on certain items on the agenda of the General Meeting between 9 April 2021 at 10:00 a.m. EEST and 22 April 2021 at 4:00 p.m. EEST in the following manner:

a) Through the company's website at www.sievicapital.fi

In the electronic registration and advance voting, a strong identification of the shareholder or his/her proxy representative or legal representative is required with Finnish or Swedish banking codes or a mobile ID.

b) By mail or email

A shareholder voting by mail or email shall submit the advance voting form available as of 9 April 2021 on the company's website at www.sievicapital.fi/en/annual-general-meetings/agm-2021, or corresponding information, by mail to Innovatics Ltd to the address Innovatics Ltd, AGM/Sievi Capital Plc, Ratamestarinkatu 13 A, FI-00520 Helsinki or by email to agm@innovatics.fi.

If a shareholder participates in the General Meeting by submitting advance votes by mail or email to Innovatics Ltd, the submission of votes before the expiry of the registration and advance voting period constitutes due registration for the General Meeting, provided that the documents delivered by the shareholder contain the information required for registration specified in the advance voting form.

The advance voting instructions will be available on the company's website at www.sievicapital.fi/en/annual-general-meetings/agm-2021 before the advance voting begins. Additional information on registration and advance voting is available by phone during the registration period of the General Meeting at +358 10 2818 909 from Monday to Friday 9:00 a.m. to 12 noon and 1:00 p.m. to 4:00 p.m.

3. Proxy representative and powers of attorney

A shareholder may participate in the General Meeting and exercise his/her rights at the meeting by way of a proxy representative. Due to the COVID-19 pandemic, shareholders who do not vote in advance may use a centralised proxy representative designated by the company by authorising attorney-at-law Annemari Rosi from Hannes Snellman Attorneys Ltd, or a person appointed by her, to represent them and use his/her voting right at the meeting in accordance with the voting instructions given by the shareholder. There are no costs for the shareholder for authorising the designated proxy representative, except for any costs arising out of mailing the proxy documents. Further information about the designated proxy representative is available on the following website: www.hannessnellman.com/people/all/annemari-rosi/.

Shareholders may also participate in the General Meeting and exercise their rights at the meeting by way of another proxy representative. The proxy representative can only participate in the meeting by voting in advance on behalf of the shareholder and by making counterproposals and asking questions in advance as described in this notice. The proxy representative must identify him/herself to the electronic registration service and advance voting with strong identification, after which he/she will be able to register and vote in advance on behalf of the shareholder he/she represents. A proxy representative shall produce a dated proxy document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder.

The legal representation right can be demonstrated by using the suomi.fi authorisation service available in the electronic registration service. If a shareholder participates in the General Meeting by means of several proxy representatives representing the shareholder with shares at different book-entry accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration.

A power of attorney template and voting instructions will be available on the company's website at www.sievicapital.fi/en/annual-general-meetings/agm-2021 on 9 April 2021 at the latest. Possible proxy documents are requested to be delivered primarily as an attachment in connection with the registration and advance voting, or alternatively by email to agm@innovatics.fi or as originals by mail to the address Innovatics Oy, AGM/Sievi Capital Plc, Ratamestarinkatu 13 A, FI-00520 Helsinki. The proxy documents must be received before the expiry of the registration period on 22 April 2021 at 4:00 p.m. EEST.

Delivery of proxy documents and advance votes before the expiry of the registration and advance voting period constitutes due registration for the General Meeting, provided that the aforementioned information required for the registration is included in the documents delivered.

4. Holder of nominee registered share

A holder of nominee registered shares has the right to participate in the General Meeting by virtue of such shares based on which he/she on the record date of the General Meeting, i.e., on 19 April 2021, would be entitled to be registered in the shareholders' register of the company maintained by Euroclear Finland Oy. The right to participate in the General Meeting requires, in addition, that the shareholder on the basis of such shares has been temporarily registered into the shareholders' register of the company maintained by Euroclear Finland Oy on 26 April 2021 by 10:00 a.m. EEST at the latest. As regards nominee registered shares, this constitutes due registration for the General Meeting. Changes in shareholding after the record date of the General Meeting do not affect the right to participate in the General Meeting or the number of votes of the shareholder.

A holder of a nominee registered share is advised to request without delay the necessary instructions regarding the registration in the temporary shareholders' register of the company, the issuing of proxy documents and the registration for the General Meeting from his/her custodian bank. The account management organisation of the custodian bank has to register a holder of a nominee registered share temporarily into the shareholders' register of the company at the latest by the time stated above and see to the voting in advance on behalf of a holder of a nominee registered share.

5. Other instructions/information

Shareholders who hold at least one hundredth of all the shares in the company have the right to submit counterproposals concerning the matters on the agenda of the General Meeting to be placed for a vote. Such counterproposals shall be delivered to the company by email to tiina.grondahl@sievicapital.fi or by mail to address Sievi Capital Plc, Tiina Gröndahl, Aleksanterinkatu 17, FI-00100 Helsinki by 7 April 2021 at 4:00 p.m. EEST at the latest. The shareholders shall in connection with submitting the counterproposal present evidence of their shareholding. The counterproposal is admissible for consideration at the General Meeting if the shareholder who has made the counterproposal has the right to attend the General Meeting and on the record date of the General Meeting holds at least one hundredth of all shares in the company. If a counterproposal will not be taken up for consideration at the General Meeting, the votes given in favour of the counterproposal will not be taken into account. The company will publish possible counterproposals to be put to a vote on the company's website at www.sievicapital.fi/en/annual-general-meetings/agm-2021 on 9 April 2021 at the latest.

A shareholder has the right to pose questions with respect to the matters to be considered at the meeting pursuant to Chapter 5, Section 25 of the Finnish Companies Act until 15 April 2021 at 4:00 p.m. EEST in the electronic registration service or by email to tiina.grondahl@sievicapital.fi or by mail to address Sievi

Capital Plc, Tiina Gröndahl, Aleksanterinkatu 17, FI-00100 Helsinki or in connection with the electronic advance voting until 15 April 2021 at 4:00 p.m. EEST. Such questions by shareholders, responses to them by the company's management, and counterproposals other than those put to a vote, will be available on the company's website at www.sievicapital.fi/en/annual-general-meetings/agm-2021 on 20 April 2021 at the latest. A shareholder must present sufficient evidence of his/her shareholding as a prerequisite for presenting questions or counterproposals.

On the date of this notice, 31 March 2021, the total number of shares and votes in Sievi Capital Plc is 57,974,409.

In Helsinki, on 31 March 2021

SIEVI CAPITAL PLC
Board of Directors

FURTHER INFORMATION:
CEO Päivi Marttila, tel. +358 400 285 358

DISTRIBUTION:
Nasdaq Helsinki Ltd
Main media
www.sievicapital.fi

Sievi Capital is a listed (Nasdaq Helsinki) private equity investment company that invests in small and medium-sized Finnish companies. Sievi Capital acts in close partnership with management and co-owners in target companies and actively supports growth, performance and value creation.