

EAB Group Plc, Stock Exchange Release, 14 July 2022, 16.15 p.m. (EEST)

## **EAB Group Plc's Extraordinary General Meeting has approved the merger of EAB and Evli and authorised the Board to resolve upon a distribution of dividend**

**EAB Group Plc's ("EAB") Extraordinary General Meeting was held today 14 July 2022 in Helsinki, Finland. The General Meeting approved the merger of EAB and Evli Plc ("Evli") and authorised the Board of Directors to resolve upon an extra distribution of dividend in accordance with the proposals of the Board of Directors to the General Meeting.**

### **Resolution on the merger**

The General Meeting resolved to approve the merger plan regarding the merger of EAB and Evli and the merger of EAB into Evli in accordance with the merger plan. Pursuant to the merger plan, EAB will be merged into Evli through a statutory absorption merger pursuant to Chapter 16 of the Finnish Companies Act whereby all assets and liabilities of EAB would be transferred without a liquidation procedure to Evli in a manner described in more detail in the merger plan. The contemplated merger has been described in more detail in the stock exchange release published by EAB on 31 May 2022.

Pursuant to the merger plan, the shareholders of EAB shall receive as merger consideration 0.172725 new series B shares in Evli for each share they hold in EAB and a cash consideration for a total amount of EUR three (3) million, which shall be equally distributed between the EAB shares subject to the merger, *i.e.* which are outstanding on the last trading day before the completion date of the merger.

The planned effective date of the merger is 1 October 2022, but the effective date may change as described in the merger plan, depending on the satisfaction of the conditions for the merger, among other things.

No redemption claims in accordance with Chapter 16, Section 13 of the Finnish Companies Act regarding the redemption of the merging company's shareholders shares were presented at the General Meeting.

### **Resolution to authorise the Board of Directors to resolve upon an extra distribution of dividend**

Pursuant to the combination agreement between EAB and Evli, EAB may distribute dividend to its shareholders before the completion date of the merger up to a maximum aggregate amount of EUR 2.35 million, yet, however, no more than such an amount that can be distributed by EAB without resulting in a failure to meet the statutory requirements on capital adequacy applicable to it.

The General Meeting resolved to authorise the Board of Directors of EAB to resolve, before the completion of the merger, upon a distribution of dividend not exceeding a total of EUR 2.35 million, which would be paid from the company's retained earnings. The authorisation is in force until the opening of the next Annual General Meeting of the company.

EAB will separately publish its Board of Directors' resolution to distribute dividend based on the authorisation and will simultaneously confirm the applicable record and payment dates. The dividends paid on the basis of the authorisation will be paid to the shareholders who are registered as shareholders in the company's shareholders' register on the record date of the distribution of dividends.

In accordance with the stock exchange release of EAB published on 29 June 2022, EAB is expected to hold an Extraordinary General Meeting in or about August or September 2022 to consider the interim financial statements for the payment of the dividend under the combination agreement and the merger plan. The Board of Directors of the company will later resolve on the convening of said Extraordinary General Meeting and will



publish a notice to such meeting separately. The Board of Directors of the company is expected to resolve on the dividend distribution after such Extraordinary General Meeting.

EAB GROUP PLC  
Board of Directors

**Further information:**

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