

## NOTICE TO CONVENE MULTITUDE SE'S EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

Notice is given to the shareholders of Multitude SE (**Company**) that the Extraordinary General Meeting of the Company is to be held on 21 March 2024 at 10:00 a.m. (EET / Finnish time).

The General Meeting will be held as a virtual-only meeting. Instructions for participation are provided in section 3.4 of this notice.

Shareholders may also exercise their voting rights by voting in advance. Instructions concerning advance voting are provided in section 3.5 of this notice.

The meeting will be held in the English language.

### 1 MATTERS ON THE AGENDA OF THE GENERAL MEETING OF SHAREHOLDERS

At the General Meeting of Shareholders, the following matters will be considered:

- (1) Opening of the Meeting
- (2) Calling the Meeting to Order
- (3) Election of Persons to Scrutinise the Minutes and 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) Transfer of the Registered Office of the Company from Finland to Malta

The Company has on 17 January 2024 announced that the Board of Directors has resolved to approve a transfer proposal for the transfer of the registered office of Multitude SE from Finland to Malta (**Transfer of Registered Office**) in accordance with the Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European Company (SE) (**SE Regulation**) (**Transfer Proposal**) and a related report (**Report**) explaining and justifying the legal and economic aspects of the Transfer of Registered Office and explaining the implications of the Transfer of Registered Office for the shareholders, creditors and employees.

Due to Maltese requirements, the Company has made a minor clarification to section 7 of the new memorandum enclosed to the Transfer Proposal, which was published on 17 January 2024 in a stock exchange release as an attachment to the Board of Directors' proposal on the Transfer of Registered Office and made available at the website of the Company as of the same date. The clarification concerns the subscriber of the issued shares of the Company that has been changed to the Malta Stock Exchange plc as custodian of Clearstream Banking AG.

In order to complete the Transfer of Registered Office, the Board of Directors proposes that the Extraordinary General Meeting resolves to (i) approve the Transfer Proposal, including, without limitation, the proposed new Maltese law governed memorandum with the above minor clarification and articles of association (**New M&A**), and resolves on the

Transfer of Registered Office in accordance with the Transfer Proposal, (ii) change the issuer CSD of the Company to the Malta Stock Exchange Central Securities Depository (**MSE CSD**) and, consequently, remove the Company shares from the book-entry securities depository system maintained by Euroclear Finland Oy, (iii) amend the Company's current Articles of Association by introducing a nominal value for the shares and increase the Company's share capital accordingly, (iv) appoint a Maltese company secretary and (v) appoint a Maltese auditor, each as described in more detail in this item (6).

The proposals under this item (6) form a whole that requires the adoption of all its individual items as a single resolution.

#### *Transfer of Registered Office*

Pursuant to Article 8 paragraph 1 of the SE Regulation, the registered office of an SE may be transferred to another Member State in accordance with paragraphs 2 to 13 of said Article. Such a transfer shall not result in the winding up of the SE or in the creation of a new legal person.

The Transfer Proposal and the Report have been enclosed to this notice as Appendices, and they are also available on the Company's website.

The Transfer Proposal has been registered in the Finnish Trade Register on 19 January 2024.

The Board of Directors proposes that the Extraordinary General Meeting approves the Transfer Proposal, including, without limitation, the New M&A which will replace the current Articles of Association of the Company upon the registration of Multitude SE with the Malta Business Registry, and resolves on the Transfer of Registered Office to ST Business Centre 120, The Strand, Gzira, GZR 1027, Malta in accordance with the Transfer Proposal.

The approval includes, without limitation, an authorisation to the Company's Board of Directors to amend clause 10 in the New M&A if there will be changes to the Company's directors between the date of the Transfer Proposal and the date of Transfer of Registered Office.

Furthermore, the Board of Directors proposes that the Extraordinary General Meeting authorises any one of the members of the Board of Directors to sign the New M&A and any other documents required in connection with the Transfer of Registered Office.

Shareholders, whose shares are registered on their personal Finnish book-entry accounts on the record date of the Extraordinary General Meeting, i.e., 11 March 2024, may demand the redemption of their shares. The shareholder demanding redemption must vote against the resolution proposal. The demand for redemption must be made either in the General Meeting before the adoption of the resolution or by delivering a notification to that effect to the Company by email to [agm@multitude.com](mailto:agm@multitude.com) so that the notification is received by the Company no later than on 21 March 2024 before the adoption of the resolution.

#### *Change of Issuer CSD to the MSE CSD and Removal from the Book-Entry System Maintained by Euroclear Finland Oy*

The Board of Directors proposes that the Extraordinary General Meeting resolves to change the issuer CSD of the Company (i.e., transfer the holding of the Company's share

register) to the MSE CSD and, consequently, have the Company shares held through the book-entry securities depository system maintained by the MSE CSD and have the Company shares removed from the book-entry securities depository system maintained by Euroclear Finland Oy.

The Board of Directors proposes that the above-mentioned transfer and removal enter into force either on or around the date when the Company will be registered in the Malta Business Registry, or on another date as resolved by the Board of Directors.

#### *Amendment of the Articles of Association and Increase of Share Capital*

In anticipation and in pursuance of the Transfer of the Registered Office, the Board of Directors proposes that, in the interim, the Extraordinary General Meeting resolves to amend the Company's current Articles of Association to introduce a nominal value for the Company shares by adding a new Article 10 in the Articles of Association which reads as follows:

##### 10 Nominal Value

The nominal value of the shares is EUR 1.85.

The nominal value of the shares, i.e., EUR 1.85 per share, and the related increase of the Company's share capital as proposed below are proposed in order to facilitate the implementation of the Transfer of Registered Office.

In other respects, the Articles of Association are proposed to remain unchanged.

The Board of Directors proposes that the Extraordinary General Meeting resolves to increase the Company's share capital by EUR 55,766 from EUR 40,133,560 to EUR 40,189,326. The increase will be carried out by transferring the necessary amount from the invested unrestricted equity fund to the share capital.

#### *Appointment of Maltese Company Secretary*

The Board of Directors proposes that the Extraordinary General Meeting resolves to appoint Ganado Services Limited (Registration Number: C10785) having its registered office at 171, Old Bakery Street, Valletta VLT1455, Malta as the company secretary of the Company, with effect from the date of registration of the Company with the Malta Business Registry.

#### *Appointment of Maltese Auditor*

The Board of Directors proposes that, upon the registration of the Company with the Malta Business Registry, PricewaterhouseCoopers (Registration Number: AB/26/84/38), with their registered office situated at 78, Mill Street, Qormi, Malta be appointed as the auditors of the Company until the close of the Annual General Meeting to be held in year 2024, and that the audit committee be authorised to fix their remuneration and sign any engagement letter as may be required for the purposes of finalising the engagement thereof.

(7) Closing of the Meeting

## **2 MEETING MATERIALS**

This notice, which includes the proposals of the Board of Directors relating to the agenda of the General Meeting of Shareholders, as well as the Transfer Proposal and the Report are available on Multitude SE's website at <https://www.multitude.com/investors/shareholder-information/agm/2024>.

The proposals of the Board of Directors and the other above-mentioned documents will also be available at the meeting.

The minutes of the meeting will be made available on the above-mentioned Multitude SE's website no later than on 4 April 2024.

### **3 INSTRUCTIONS FOR THE PARTICIPANTS IN THE GENERAL MEETING OF SHAREHOLDERS**

#### **3.1 Shareholders Registered in Shareholders' Register**

Each shareholder who is registered in the shareholders' register of the Company held by Euroclear Finland Oy on the record date of the General Meeting of Shareholders, i.e., 11 March 2024, has the right to participate in the General Meeting. Shareholders whose shares are registered on their Finnish book-entry account are registered in the shareholders' register of the Company. Changes in shareholding after the record date do not affect the right to participate in the meeting or the number of votes.

The registration to the General Meeting of Shareholders starts on 1 March 2024 at 10:00 a.m. (EET / Finnish time). Shareholders, who are registered in the shareholders' register of the Company, and who wish to participate in the General Meeting, must register for the meeting by giving prior notice of participation as instructed below. The notice of participation must be received by the Company no later than on 18 March 2024 at 4:00 p.m. (EET / Finnish time). Such notice can be given:

- (a) on the Company's website <https://www.multitude.com/>;
- (b) by email to [agm@multitude.com](mailto:agm@multitude.com); or
- (c) by mail to Multitude SE, "EGM 2024", Ratamestarinkatu 11 A, 00520 Helsinki, Finland.

In connection with the registration, shareholders must provide the information requested such as their name, personal identification number/business ID, address, email address and telephone number, and the shareholder's possible representative's and/or proxy representative's name and personal identification number. Personal data disclosed by shareholders to Multitude SE will only be used in connection with the General Meeting and the processing of the related registrations.

A registration and advance voting form is available on the Company's website no later than upon the start of the registration and advance voting.

#### **3.2 Holders of Nominee Registered Shares**

Holders of nominee registered shares have the right to participate in the General Meeting by virtue of shares, based on which they would be entitled to be registered in the shareholders' register of the Company held by Euroclear Finland Oy on the record date of the General Meeting, i.e., 11 March 2024. In addition, the right to participate in the General Meeting requires that the holders of nominee registered shares be temporarily entered into the shareholders' register held by Euroclear Finland Oy based on these shares by 18

March 2024 at 10:00 a.m. (EET / Finnish time), at the latest. This registration constitutes due registration for holders of nominee registered shares wishing to participate in the Extraordinary General Meeting. Changes in shareholding after the record date do not affect the right to participate in the meeting or the number of votes.

Holders of nominee registered shares are advised to ask their custodian bank without delay for the necessary instructions regarding the temporary registration in the Company's shareholders' register, the issuing of proxy documents and voting instructions as well as registration for the General Meeting of Shareholders and advance voting. The account manager of the custodian bank must temporarily register holders of nominee-registered shares in the Company's shareholders' register at the latest by the time stated above. Where necessary, the account manager of the custodian bank shall also arrange advance voting on behalf of the holder of nominee registered shares during the registration period applicable to holders of nominee registered shares.

Further information on these matters is also available on the Company's website at <https://www.multitude.com/investors/shareholder-information/agm/2024> no later than upon the start of the registration and advance voting.

### 3.3

#### **Proxy Representatives and Power of Attorney**

Shareholders may participate in the General Meeting of Shareholders and exercise their rights at the meeting by way of proxy representation.

Proxy representatives must produce a dated proxy document or otherwise reliably demonstrate their right to represent the shareholder. If a shareholder participates in the General Meeting of Shareholders by means of several proxy representatives representing the shareholder with shares in different securities accounts, the shares by which each proxy representative represents the shareholder must be identified in connection with the registration for the General Meeting of Shareholders.

A form of proxy is provided on Multitude SE's website at <https://www.multitude.com/investors/shareholder-information/agm/2024> no later than upon the start of the registration and advance voting. The form of proxy is provided for the shareholders' convenience, and it is not necessary to use the form provided on the website.

Copies of proxy documents are requested to be delivered to the Company either by email to [agm@multitude.com](mailto:agm@multitude.com) or by mail to Multitude SE, "EGM 2024", Ratamestarinkatu 11 A, 00520 Helsinki, Finland before the end of registration on 18 March 2024 at 4:00 p.m. (EET / Finnish time) by which time the proxy documents must be received.

In addition to the delivery of the proxy documents, shareholders or their proxy representatives must register for the General Meeting as described above in this notice.

### 3.4

#### **Participation Instructions**

Shareholders who have the right to participate in the General Meeting will participate and exercise their power of decision in full in real time during the meeting using telecommunication connection and technical means.

A remote connection to the General Meeting will be arranged via an online meeting platform, which includes a video and audio connection to the General Meeting. Additionally, there will be a separate online voting platform in case of possible votes. No software or

downloads subject to a charge are required to participate in the remote meeting. In addition to an internet connection, participation requires a computer, smartphone or tablet with speakers or headphones for sound reproduction and a microphone for asking questions or addresses. To participate, it is recommended to use one of the following browsers: Chrome, Edge or Safari or alternatively to use MS Teams.

The links and the instructions for logging into the meeting and the online voting platform will be sent by email to the email address provided in connection with registration after the expiry of the registration period. It is recommended to test the network connection and log into the meeting system in good time before the start of the meeting. It is possible to log into the meeting system 30 minutes before the start of the meeting.

Further information regarding the remote participation, additional instructions for proxies representing several shareholders, contact details of the service provider and instructions in case of potential disruptions in the functioning of the service will be sent by email to the email address provided in connection with registration after the expiry of the registration period. A Q&A document concerning questions and answers regarding the remote participation will be available on the Company's website at <https://www.multitude.com/investors/shareholder-information/agm/2024> no later than 1 March 2024. Shareholders are recommended to familiarise themselves with the detailed instructions prior to the start of the General Meeting.

### **3.5 Advance Voting**

Shareholders may use their voting rights also by voting in advance.

Shareholders who are registered in the shareholders' register of the Company can vote in advance as instructed below. The advance voting starts on 1 March 2024 at 10:00 a.m. (EET / Finnish Time) and the advance votes must be received by the Company no later than on 18 March 2024 at 4:00 p.m. (EET / Finnish time). The advance votes can be given:

- (a) on the Company's website <https://www.multitude.com/>;
- (b) by email to [agm@multitude.com](mailto:agm@multitude.com); or
- (c) by mail to Multitude SE, "EGM 2024", Ratamestarinkatu 11 A, 00520 Helsinki, Finland.

Submitting votes as described above shall be deemed to constitute registration for the General Meeting, provided that the information required for the registration is provided.

A registration and advance voting form is available on the Company's website no later than upon the start of the registration and advance voting.

For the advance votes to be considered in the General Meeting, the shareholder must be registered in the Company's shareholders' register maintained by Euroclear Finland Oy on the record date of the General Meeting.

A shareholder who has voted in advance cannot exercise their right to request information, make proposals for resolutions, or demand a vote, or vote for an amended or a new proposal for resolution unless they attend the General Meeting virtually in person or by proxy.

Holders of nominee registered shares can vote in advance through their account operators. Account operators can vote in advance on behalf of the holders of nominee registered shares they represent in accordance with the relevant shareholders' voting instructions during the registration period applicable to holders of nominee registered shares.

Proposals for resolutions that are subject to advance voting are considered to have been presented unchanged in the General Meeting, and the advance votes are taken into account in a possible vote held during the meeting also in circumstances where an alternative proposal for resolution has been made in the relevant matter.

### **3.6 Other Instructions and Information**

The meeting will be held in the English language.

Pursuant to Chapter 5, Section 25 of the Finnish Limited Liability Companies Act, shareholders who are present at the General Meeting via the remote connection have the right to request information with respect to the matters to be considered at the meeting.

On the date of this notice to the Extraordinary General Meeting of Shareholders, dated 14 February 2024, the total number of shares in Multitude SE is 21,723,960 and each of these shares carries one vote. Multitude SE holds 80,786 of its own shares as treasury shares. Pursuant to Chapter 5, Section 9 of the Finnish Limited Liability Companies Act, shares held by the Company or a subsidiary do not entitle to participation in the General Meeting. Accordingly, the number of voting rights carried by the outstanding shares is 21,643,174.

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In Helsinki on 14 February 2024

**MULTITUDE SE**  
The Board of Directors

### **APPENDICES**

Transfer Proposal (including the New M&A) and Report