



PROPOSALS OF THE BOARD OF DIRECTORS FOR THE ANNUAL GENERAL MEETING OF AVIDLY PLC ON 30 MARCH 2022

Avidly Plc's (hereafter the "Company") board of directors makes the following proposals to the annual general meeting of the Company to be held on 30 March 2022 at 10:00 a.m. EET:

1. Adoption of the financial statements, which include the consolidated financial statements (as presented in item number 7 of the notice to the general meeting)

The board of directors proposes that the general meeting adopts the financial statements.

2. Proposal of the board of directors for a resolution on the use of the profit shown on the balance sheet of Avidly Plc and on the payment of dividend (as presented in item number 8 of the notice to the general meeting)

The board of directors proposes to the general meeting that the profit based on the adopted balance sheet of Avidly Plc for the financial year that ended on 31 December 2021 shall be transferred to an account for profits/losses and that no dividend shall be distributed from the distributable funds for the financial year 1 January 2021 – 31 December 2021.

3. Proposal of the board of directors for a resolution on the remuneration of the auditor (as presented in item number 13 of the notice to the general meeting)

The board of directors proposes to the annual general meeting that the auditor's remuneration and reimbursements shall be paid in accordance with a reasonable invoice approved by the Company.

4. Proposal of the board of directors for a resolution on the election of auditor and deputy auditor (as presented in item number 14 of the notice to the general meeting)

The board of directors proposes to the annual general meeting that Jari Paloniemi, Authorised Public Accountant, shall be further elected as the auditor and Veikko Terho, Authorised Public Accountant, as the deputy auditor of Avidly.

5. Proposal of the board of directors for a resolution on authorizing the board of directors to acquire the Company's own shares (as presented in item number 15 of the notice to the general meeting)

The board of directors proposes to the general meeting that by revoking the previous, unused authorizations, the general meeting would resolve to authorize the board of directors to resolve upon the acquisition of the Company's own shares in one or more instalments. The maximum amount of shares to be acquired under the authorization is 536,960 shares, which amount corresponds to approximately a maximum of 10 percent of all shares in Avidly on the date of this notice to the general meeting. Any acquisition under the authorization may only be carried out by using the Company's non-restricted equity and at a value formed in Nasdaq First North Growth Market marketplace maintained by Nasdaq Helsinki Ltd (Helsinki Stock Exchange) at the time of the applicable acquisition.

The board of directors would otherwise be authorized to resolve upon all terms and conditions of the aforementioned acquisitions, including the procedure by which the shares shall be acquired. The authorization shall not limit the right of the board of directors to resolve upon directed acquisitions of own shares, provided that Avidly has weighty financial grounds for such directed acquisitions of own shares. The authorization is proposed to be used in connection with transactions important to Avidly, such as when executing arrangements or transactions relating to the Company's business or in connection with other situations as resolved upon by the board of directors, provided that there are weighty financial grounds for acquiring own shares.

The own shares acquired for Avidly may be held in the Company's possession or they may be annulled or further transferred.

The authorization would be valid until 30 June 2023.

6. Proposal of the board of directors for a resolution on authorizing the board of directors to resolve upon a share issue, which includes transfers of treasury shares and issues of option or other special rights entitling to shares (as presented in item number 16 of the notice to the general meeting)

The board of directors proposes to the general meeting that the general meeting would resolve to authorize the board of directors to resolve upon one or more share issues without payment and/or share issues against payment. The authorization includes the right to issue new shares or to transfer treasury shares possessed by Avidly or to resolve upon issuing of option rights and other special rights entitling to shares as set out in the Finnish Limited Liability Companies Act Chapter 10, Section 1. The maximum amount of shares that can be issued under the authorization, either by issuing new shares, transferring treasury shares possessed by Avidly or by issuing option and other special rights entitling to shares as set out in the Finnish Limited Liability Companies Act Chapter 10 Section 1, is 1,800,000 shares. The amount corresponds to approximately a maximum of 25 percent of all shares in Avidly, after all shares that can be issued and/or all treasury shares that can be transferred and/or all shares that can be issued based on option and other special rights entitling to shares as set out in the Finnish Limited Liability Companies Act Chapter 10, Section 1 have been issued and/or transferred pursuant to a decision made under the authorization.

The authorization shall not limit the right of the board of directors to resolve upon directed issues of shares or option and other special rights entitling to shares as set out in the Finnish Limited Liability Companies Act Chapter 10, Section 1. The authorization shall be used in connection with arrangements that are important to the Company, such as in transactions and business acquisitions or in connection with financing of other business arrangements or investments. The authorization may also be used for expanding the Company's ownership structure, providing incentives to the Company's employees or for strengthening employee engagement or in connection with other applicable situations as resolved upon by the board of directors, provided that there are weighty financial grounds for issuing shares or option or other special rights set out in the Finnish Limited Liability Companies Act Chapter 10 Section 1. The pre-emptive subscription right of shareholders can be deviated from in the event Avidly has weighty financial ground for such deviation, or when required by the Finnish Limited Liability Companies Act, when Avidly has especially weighty financial ground.

The authorization would be valid until 30 June 2023.