

## Terms and conditions of the Offering

### Important dates

Event	Date
First trading date without Subscription Rights .....	26 March 2026
Record Date of the Offering.....	27 March 2026
The Subscription Period for the Offering commences.....	1 April 2026
Trading in the Subscription Rights commences on Nasdaq Helsinki.....	1 April 2026
Trading in the Interim Shares commences on Nasdaq Helsinki .....	2 April 2026
Trading in the Subscription Rights ends on Nasdaq Helsinki .....	10 April 2026
The Subscription Period for the Offering ends and unused Subscription Rights become void.....	16 April 2026
Announcement of the initial results of the Offering.....	estimated 17 April 2026
Announcement of the final results of the Offering .....	estimated 21 April 2026
Trading in the Interim Shares ends on Nasdaq Helsinki .....	estimated 22 April 2026
The New Shares subscribed for in the Offering are registered in the Trade Register .....	estimated 22 April 2026
Interim Shares are converted into New Shares.....	estimated 22 April 2026
Trading in the New Shares commences on Nasdaq Helsinki.....	estimated 23 April 2026

### General information on the Offering

In the Offering (as defined below), Eezy Plc ("**Eezy**" or the "**Company**") is seeking gross proceeds amounting approximately up to EUR 10 million. The number of all shares in the Company may as a result of the Offering increase from the 25,046,815 existing shares (the "**Existing Shares**", and together with the New Shares (as defined below), the "**Shares**") to up to 125,234,075 Shares in total. Provided that the Offering is fully subscribed, the New Shares will correspond to approximately 80 per cent of all Shares following the completion of the Offering. Nordea Bank Abp is acting as the Sole Global Coordinator in the Offering (the "**Sole Global Coordinator**").

### Subscription and underwriting commitments

Sentica Buyout V Ky, Sentica Buyout V Co-Investment Ky, Meissa-Capital Oy, SVP-Invest Oy and Paul Savolainen have, subject to certain customary conditions, committed to subscribe for New Shares in the Offering for an aggregate amount of EUR 4.9 million and 49.03 per cent of the New Shares (together the "**Subscription Commitments**" and each a "**Subscription Commitment**").

In addition, Sentica Buyout V Ky and Sentica Buyout V Co-Investment Ky have committed to to subscribe for any New Shares not otherwise subscribed and paid for pursuant to the Subscription Rights or in the secondary subscription (together the "**Underwriting Commitments**" and each a "**Underwriting Commitment**").

No fee will be paid to Sentica Buyout V Ky or Sentica Buyout V Co-Investment Ky for the Subscription Commitments or the Underwriting Commitments. The Subscription Commitments and the Underwriting Commitments of Sentica Buyout V Ky and Sentica Buyout V Co-Investment Ky are, among other things, conditional upon the Finnish Financial Supervisory Authority granting Sentica Buyout V Ky and persons deemed to be acting in concert with it (together the "**Applicants**") a permanent exemption under the Finnish Securities Markets Act from the obligation to make a mandatory public takeover bid in respect of the remaining shares in the Company and securities issued by the Company entitling to the shares, in the event that the proportion of voting rights conferred by all shares in the Company to the Applicants would, as a consequence of exercising the Underwriting Commitments, exceed 30 per cent or 50 per cent. According to information available to the Company, the Applicants intend to apply a permanent exemption from the Finnish Financial Supervisory Authority prior to the completion of the Offering.

### Share issue authorisation of the annual general meeting and the share issue resolution of the Board of Directors

The Company's annual general meeting resolved on 25 March 2026 to authorise the Company's Board of Directors to resolve on issuing up to 126 million new shares in a rights issue.

Pursuant to the authorisation, the Board of Directors of the Company may resolve on a rights offering in which the shareholders have a pre-emptive right to the new shares in the same proportion as they already hold shares in the Company. According to the authorisation, however, shares that remain unsubscribed on the basis of pre-emptive subscription rights may be offered on a secondary basis for subscription to other shareholders or third parties. Pursuant to the authorisation, the Company's Board of Directors is authorised to decide to whom shares that remain unsubscribed, if any, will be offered. The subscription price would be paid in cash. The Board of Directors was authorised to resolve on all other terms and conditions of the share issue. In the event that shares are issued on the basis of secondary subscription rights, such shares may first be issued to the company itself without consideration and subsequently transferred to the subscribers.

Based on the general meeting's authorisation, the Company's Board of Directors on 25 March 2026 resolved to issue up to 100,187,260 new shares (the "**New Shares**") in accordance with the pre-emptive right of shareholders (the "**Offering**").

## **Rights to subscribe for New Shares**

### *Right to subscribe for New Shares with Subscription Rights (Primary Subscription)*

The New Shares are offered for subscription by the Company's shareholders in the same proportion as they hold Shares in the Company on the record date of the Offering, 27 March 2026 (the "**Record Date**").

Each holder of Existing Shares that is recorded on the Record Date in the Company's shareholder register maintained by Euroclear Finland Oy ("**Euroclear Finland**") will, unless otherwise stated below, receive one (1) subscription right in the form of a book-entry (the "**Subscription Right**") per each (1) Existing Share held by the shareholder. See also "*Shareholders resident in certain restricted jurisdictions*". The Subscription Rights will be recorded on shareholders' book-entry accounts in the book-entry system maintained by Euroclear Finland on 30 March 2026 at the latest.

Each holder of Subscription Rights shall with one (1) Subscription Rights have the right to subscribe for four (4) New Shares at the Subscription Price (as defined below) ("**Primary Subscription**"). No fractional New Shares will be issued, and no Subscription Right may be used only in part. Unused Subscription Rights will become void and will be removed from the holders' book-entry accounts upon the end of the Subscription Period without any notice or compensation. In case the Offering is not carried out, the Subscription Rights cannot be exercised and have no value. In order not to lose the value of the Subscription Right, the holder of the Subscription Rights should either use the Subscription Rights to subscribe for New Shares no later than on 16 April 2026 (unless the Subscription Period is extended) in accordance with the instructions received or sell any unused Subscription Right no later than on the last trading date of the Subscription Rights on 10 April 2026 (unless the Subscription Period is extended). Where Existing Shares entitling to Subscription Rights have been pledged or otherwise encumbered, it may not be possible to use the Subscription Rights without the consent of the pledgee or other such rights holder.

### *Right to subscribe for New Shares not subscribed for in the Primary Subscription without Subscription Rights (Secondary Subscription)*

Where not all New Shares are subscribed for in the Primary Subscription, the Company's shareholders and other investors have a right to subscribe for the unsubscribed New Shares without Subscription Rights (the "**Secondary Subscription**") at the Subscription Price. The Company's Board of Directors will resolve on any offering of New Shares not subscribed for with Subscription Rights secondarily to the Company's shareholders and/or other investors, who have given a subscription order to subscribe for New Shares without Subscription Rights. See also "*Subscription procedure and payment of the Subscription Price – Subscription for New Shares without Subscription Rights in the Secondary Subscription*".

## **Approval of subscriptions**

The Company's Board of Directors will on or about 21 April 2026 (unless the Subscription Period is extended) approve subscriptions made in the Primary Subscription and in the Secondary Subscription in accordance with these terms and conditions of the Offering and applicable law and regulations. The Company will on or about 21 April 2026 (unless the Subscription Period is extended) announce the results of the Offering and the aggregate number of New Shares subscribed. Such announcement will be made by way of a stock exchange release.

No notice of approval will be sent regarding the approval of Primary Subscriptions made with Subscription Rights. For approved Secondary Subscriptions, the financial intermediary of each investor may decide to deliver a separate notice of approval after the Offering.

## **Subscription Price and Subscription Period**

The subscription price for each New Share is EUR 0.10 (the "**Subscription Price**"). The Subscription Price for the New Shares will be recorded in the reserve for invested unrestricted equity of the Company. The Subscription Price has been determined based on the Subscription Commitments and the Underwriting Commitments received and has been determined based on the negotiations between the Company's major shareholders, investors, the Sole Global Coordinator and the Company. The Subscription Price includes a customary discount to the theoretical ex-rights price of the share based on the closing price of the Share on the last trading day on Nasdaq Helsinki immediately preceding the resolution on the Offering.

The subscription period for the New Shares will commence on 1 April 2026 at 9.30 am Finnish time and will end on 16 April 2026 at 4:00 pm Finnish time (the "**Subscription Period**"). The Company's Board of Directors shall have the right to reject subscriptions received after the end of the Subscription Period. The Board of Directors is entitled to extend the Subscription Period. The Company will announce any extension of the Subscription Period no later than on 16 April 2026 by way of a stock exchange release. The financial intermediary used by the investor may require subscription orders to be given on a certain date before trading in Subscription Rights or the Subscription Period ends.

Subscriptions are binding and may not be amended or withdrawn. Incomplete or incorrect subscription orders can be rejected. Where the Subscription Price is not paid in accordance with these terms and conditions, the subscription order can be rejected. The Board of Directors may, however, resolve to accept a subscription order or payment of the Subscription Price made in deviation from these terms and conditions. If the subscription is rejected, the Subscription Price paid will be returned to the subscriber. No interest will be paid on the funds returned.

### ***Trading in Subscription Rights***

The Subscription Rights will be subject to trading on Nasdaq Helsinki Ltd ("**Nasdaq Helsinki**") between 10.00 am on 1 April 2026 and 6.30 pm on 10 April 2026 (unless the Subscription Period (as defined below) is extended), provided that Nasdaq Helsinki accepts the Company's listing application. The ISIN code of the Subscription Rights is FI4000602495 and the trading code on Nasdaq Helsinki is EEZYU0126.

### ***Subscription procedure and payment of the Subscription Price***

#### ***Use of Subscription Rights in the Primary Subscription***

Subject to the restrictions set out in "*Shareholders resident in certain restricted jurisdictions*", each shareholder or other investor may participate in the Offering by subscribing for New Shares with the Subscription Rights on their book-entry account and by paying the Subscription Price multiplied by the number of New Shares subscribed for. The Subscription Price shall be paid in its entirety upon giving a subscription order and in accordance with the instructions of the subscriber's financial intermediary.

#### ***Subscription for New Shares without Subscription Rights in the Secondary Subscription***

Shareholders and other investors may subscribe for New Shares without Subscription Rights by giving a subscription order and by paying the Subscription Price (multiplied by the number of New Shares subscribed for) in full and as instructed by the financial intermediary. The financial intermediary shall receive the subscription order and payment no later than on 16 April 2026 (unless the Subscription Period is extended) or at any earlier date and time as instructed by the financial intermediary.

Certain financial intermediaries may not allow for a subscription order in the Secondary Subscription to be made via an equity savings account (the Finnish Act on Equity Savings Accounts, (680/2019, as amended)). In such case, the investor should provide the Secondary Subscription via a book-entry account other than the equity savings account.

In the event that New Shares are to be issued based on the Underwriting Commitment, a) the investor who has issued the Underwriting Commitment shall be deemed to have subscribed for the New Shares through the Underwriting Commitment, b) the Company is entitled to issue such New Shares first to itself without consideration and then convey such treasury shares to the relevant investor and in such event the relevant investor shall pay the Company the Subscription Price for the Offer Shares so allocated against the delivery of such New Shares through Euroclear Finland, and c) the Subscription Price for the New Shares shall be paid within 15 business days once the Company has issued notice of the acceptance of the subscription made based on the Underwriting Commitment.

#### ***Important information on payment and the validity of subscription orders in the Primary and Secondary Subscription***

Subscriptions will be deemed made only once the subscription order has been received by the financial intermediary in accordance with their instructions and once the Subscription Price has been paid in full. Incomplete or deficient subscription orders may be rejected. Where the Subscription Price is not paid in accordance with these terms and conditions, the subscription can be rejected. For rejected subscriptions, the Subscription Price paid will be refunded to the subscriber. No interest will be paid on the funds returned. **Investors should note that subscription of New Shares, with or without Subscription Rights, is irrevocable and the subscription order cannot be cancelled or amended.**

#### ***Allocation of New Shares subscribed for in the Secondary Subscription***

If not all of the New Shares have been subscribed for in the Primary Subscription, the Company's Board of Directors will resolve on the allocation of New Shares subscribed for in the Secondary Subscription as follows:

1. First to those who have subscribed for New Shares also with Subscription Rights in the Primary Subscription. If the Offering is oversubscribed by such subscribers, the allocation to such subscribers shall be determined on a per-book-entry account basis pro rata to the Subscription Rights used to subscribe for New Shares and, if this is not possible, by a drawing of lots.
2. Second to those who have subscribed for New Shares only without Subscription Rights in the Secondary Subscription. If the Offering is oversubscribed by such subscribers, the allocation to such subscribers shall be

determined on a per-book-entry account basis pro rata to the New Shares subscribed for by such subscribers and, if this is not possible, by a drawing of lots.

3. Third to Sentica Buyout V Ky and Sentica Buyout V Co-Investment Ky in accordance with the Underwriting Commitments.

### **Registration of the New Shares and the Interim Shares on the book-entry accounts as well as trading in the New Shares and the Interim Shares**

The New Shares subscribed for in the Offering will be issued as book-entries in the book-entry system maintained by Euroclear Finland.

The New Shares subscribed for with Subscription Rights will be recorded on investors' book-entry accounts as interim shares corresponding to the New Shares (the "**Interim Shares**") after subscriptions have been made and paid for. The ISIN code of the Interim Shares is FI4000602503 and the trading code on Nasdaq Helsinki is EEZYN0126. The Interim Shares will be freely transferable, and trading in the Interim Shares on Nasdaq Helsinki as a separate share series commences on or about 2 April 2026, provided that Nasdaq Helsinki accepts the Company's listing application. The Interim Shares will be combined with the Company's Existing Shares (ISIN code: FI4000322326; trading code: EEZY) once the New Shares have been registered with the Finnish Trade Register. The combination will take place on or about 22 April 2026 (unless the Subscription Period is extended) and provided that Nasdaq Helsinki accepts the Company's listing application.

New Shares subscribed for without Subscription Rights will be recorded on the subscriber's book-entry account as Shares on or about 23 April 2026 (unless the Subscription Period is extended). Trading in the New Shares will commence on Nasdaq Helsinki on or about 23 April 2026 (unless the Subscription Period is extended). If New Shares are issued based on the Underwriting Commitment, the relevant dates may vary.

### **Shareholders resident in certain restricted jurisdictions**

The granting of Subscription Rights to the Company's shareholders, the issuance of New Shares to subscribers who have used their Subscription Rights and subscriptions for New Shares in the Secondary Subscription may be affected by the securities laws of the subscriber's domicile, if the subscriber is resident in a country other than Finland. As a result, subject to certain exceptions, shareholders whose registered address is in the United States, Australia, Canada, Hong Kong, Japan, New Zealand, Singapore or South Africa or in any other jurisdiction where it would be prohibited to participate in the Offering may not necessarily receive Subscription Rights or be entitled to subscribe for New Shares. Each such shareholder recorded in the Company's shareholder register in Finland may, through the financial intermediary where its Existing Shares are in custody, sell a part or all of the Subscription Rights managed on the shareholder's behalf, to the extent permitted by contractual arrangements and applicable law, and receive proceeds from the sales (net of expenses) on their account.

### **Shareholder rights**

The New Shares will carry the right to receive dividends and other distributions of funds, if any, and other shareholder rights in the Company following their registration with the Finnish Trade Register and delivery to the investor's respective book-entry account maintained by Euroclear Finland. Thereafter the New Shares will rank *pari passu* with all Existing Shares. Each New Share entitles the holder to one vote at General Meetings of Shareholders. The Shares, including the New Shares, are freely transferable.

### **Fees and expenses**

No service fees are levied by the Company or the Sole Global Coordinator on the subscription for New Shares. Financial intermediaries may charge commissions or other fees and expenses for orders made in respect of Subscription Rights in accordance with their terms of service. Financial intermediaries may also charge fees in accordance with their terms of service for any other custody and brokerage arrangements.

### **Information required to be made available**

Documents pursuant to Chapter 5, Section 21 of the Finnish Companies Act are available on the Company's website at [eezy.fi/en/investors/](http://eezy.fi/en/investors/) and on the Sole Global Coordinator's website at [nordea.com/fi/eezy](http://nordea.com/fi/eezy).

### **Company's lock-up**

The Company has committed, during the period that will end 180 days from completion of the Offering, without the prior written consent of the Sole Global Coordinator, not to issue, offer, pledge, sell, contract to do any of the foregoing, or otherwise transfer or dispose of, directly or indirectly, any Shares or any securities entitling to Shares or exchangeable for

or convertible into or exercisable for Shares. The lock-up does not apply to the measures related to the execution of the Offering.

***Applicable law and dispute resolution; other matters***

The Offering is governed by Finnish law. Any disputes arising in connection with the Offering shall be settled by a court of competent jurisdiction in Finland. In the event of any discrepancies between the original Finnish version and the English translation of these terms and conditions, the Finnish version shall prevail.

The Board of Directors of the Company will decide on any technical matters and practical measures relating to the Offering and the issuance of the New Shares. The Company's Board of Directors may decide not to approve the subscriptions and not to carry out the Offering.

By subscribing for New Shares in the Offering, each subscriber will be deemed to have authorised its financial intermediary to disclose any necessary personal information, the number of the subscriber's book-entry account and details regarding the subscription to such persons who take part in executing the subscription order or in the allocation and settlement of New Shares.