

NOTICE TO THE ANNUAL GENERAL MEETING OF AVIDLY PLC ON 1 APRIL 2020

Notice is given to the shareholders of Avidly Plc to the annual general meeting to be held on Wednesday, 1 April 2020 at 10:00 a.m. EET at Avidly Plc's meeting facilities at address Konepajankuja 1, 00510 Helsinki, Finland. The reception of persons who have registered for the meeting and the distribution of voting tickets will commence at the venue at 9:30 a.m. EET.

A. Matters on the agenda of the general meeting

At the general meeting, the following matters will be considered:

1. Opening of the meeting and the chairman's address
2. Calling the meeting to order
3. Election of persons to scrutinize 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. Presentation of the financial statements, the consolidated financial statements, the report of the board of directors and the auditor's report for the year 2019 and review by the CEO
7. Adoption of the financial statements and the consolidated financial statements
8. Resolution on the use of the loss shown on the balance sheet of Avidly Plc and on the payment of dividend

The board of directors proposes to the general meeting that the loss based on the adopted balance sheet for the financial year that ended on 31 December 2019 shall be transferred to an account for profits/losses and that no dividend shall be paid from the distributable funds.

9. Resolution on the discharge of the members of the board of directors and the CEO from liability
10. Resolution on the number of members of the board of directors

The shareholders who jointly represent 29.5 % of the voting rights attached to the all shares of Avidly Plc have proposed to the general meeting that in total four (4) ordinary members shall be elected to the board of directors of Avidly Plc for the incoming term.

11. Resolution on the remuneration of the members of the board of directors

The shareholders who jointly represent 29.5 % of the voting rights attached to the all shares of Avidly Plc have proposed to the general meeting that the remuneration for the chairman of the board of directors shall be EUR 4,000 per month, for the deputy chairman of the board of directors EUR 3,000 and for each of the other members of the board of directors EUR 2,000 per month. The remuneration shall be paid monthly for those months the person acts as a member or the chairman of the board of directors. The travel expenses of members of the board of directors shall be compensated in accordance with Avidly Plc's travel policy. Other allowances shall not be paid.

12. Election of members of the board of directors

The shareholders who jointly represent 29.5 % of the voting rights attached to the all shares of Avidly Plc have proposed to the annual general meeting that Joakim Fagerbakk, Juha Mikkola, Ville Skogberg and Jari Tuovinen are to be elected as members of the board of directors of Avidly Plc for a term that expires at the close of the next annual general meeting of Avidly Plc.

All proposed persons act as members of the board of directors of Avidly Plc during the current term of office of the members of the board of directors of Avidly Plc.

13. Resolution on the remuneration of the auditor

The board of directors proposes to the annual general meeting that the auditor's remuneration and reimbursements shall be paid as reasonably invoiced and approved by Avidly Plc.

14. Election of auditor and deputy auditor

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 Plc.

15. Authorizing the board of directors to acquire the company's own shares

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 248,750 shares, which amount corresponds to approximately maximum of 10 percent of all shares in Avidly Plc 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 market place 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 Plc 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 Plc, such as when executing arrangements or transactions relating to the company's business or in connection with other situations as resolved upon the board of directors from time to time, provided that there are weighty financial grounds for acquiring own shares.

The acquired shares may be held in the company's possession or they may be annulled or further transferred.

The authorization would be valid until 30 June 2021.

16. 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

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 Plc 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 Plc 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 1,500,000 shares. The amount corresponds to approximately maximum of 37.6 percent of all shares in Avidly Plc, 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 the board of directors from time to time, 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 Plc has weighty financial ground for such deviation, or when required by the Finnish Limited Liability Companies Act, when Avidly Plc has especially weighty financial ground.

The authorization would be valid until 30 June 2021.

17. Closing of the meeting

B. Documents of the general meeting

Abovementioned proposals included in the agenda of the general meeting, financial statements, consolidated financial statements, report of the board of directors and the auditor's report for the year 2019 and this notice are available on Avidly Plc's website at <https://investors.avidlyagency.com/> no later than 10 March 2020. In addition to being available at the general meeting, copies of above-mentioned documents shall be sent to shareholders upon request.

The minutes of the meeting shall be available on the above-mentioned website as from 15 April 2020 the latest.

C. Instructions for the participants in the general meeting

1. Shareholders registered in the shareholders' register

Each shareholder, who is registered on 20 March 2020 in the shareholders' register of the company maintained by Euroclear Finland Ltd., shall be entitled to participate in the general meeting. A shareholder, whose shares are registered on shareholder's Finnish book-entry account, is registered in the shareholders' register of the company.

A shareholder, who is registered in the shareholders' register of the company and who wants to participate in the general meeting, shall register for the meeting no later than 4.00 p.m. EET on 27 March 2020 by giving a prior notice of participation, which shall be received by the company no later than on the abovementioned date.

Such notice can be given:

- by regular mail to Avidly Oyj, Reception, Konepajankuja 1, 00510, Helsinki, Finland;
- by e-mail to agm@avidlyagency.com;
- by telephone to number +358(0)10 231 9000 Avidly Plc's switchboard on weekdays from Monday to Friday at 9 a.m. EET to 4.00 p.m. EET; or
- through the Website of the company at <https://investors.avidlyagency.com/>

In connection with the registration, a shareholder shall notify shareholder's name, personal identification number/business ID, address, telephone number and the name of a possible assistant or proxy representative and the personal identification number of a proxy representative. The personal data given to Avidly Plc is used only in connection with the general meeting and with the processing of related registrations.

The shareholder, authorized representative or proxy representative of the shareholder shall, where necessary, be able to prove his/her identity and/or right of representation.

2. Holders of nominee registered shares

A holder of nominee registered shares has the right to participate in the general meeting by virtue of such shares, based on which the shareholder would be entitled to be registered in the shareholders' register of the company held by Euroclear Finland Ltd on 20 March 2020. The right to participate in the general meeting requires, in addition, that the shareholder on the basis of such shares has been registered into the temporary shareholders' register held by Euroclear Finland Ltd. at the latest by 10.00 a.m. EET on 27 March 2020. Registration to the temporary register of shareholders is seen as notification of attendance in the general meeting.

A holder of nominee registered shares is advised to request without delay necessary instructions regarding the registration in the temporary shareholder's register of the company, the issuing of proxy documents and registration for the general meeting from shareholder's custodian bank. The account management organization of the custodian bank has to register a holder of nominee registered shares, who wants to participate in the general meeting, into the temporary shareholders' register of the company at the latest by the time stated above.

3. Proxy representative and powers of attorney

A shareholder may participate in the general meeting and exercise shareholder's rights at the meeting by way of proxy representation.

A proxy representative shall produce a dated proxy document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder at the general meeting. When a shareholder participates in the general meeting by means of several proxy representatives representing the shareholder with shares at different securities accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the general meeting.

Possible proxy documents should be delivered in originals to Avidly Plc, Reception, Konepajankuja 1, 00510 Helsinki, Finland before the last date for registration mentioned before.

4. Other instructions and information

Pursuant to chapter 5, section 25 of the Companies Act, a shareholder who is present at the general meeting has the right to request information with respect to the matters to be considered at the meeting.

On the date of this notice to the general meeting 10 March 2020, the total number of shares in Avidly Plc is 2,487,502 shares from which Avidly Plc possesses 14,212 shares. Shares other than those possessed by Avidly Plc entitle to one (1) vote in the annual general meeting.

AVIDLY PLC

The board of directors

Oaklins Merasco Oy is the Certified Advisor for the company, telephone +358 (0)9 6129 670.

DISTRIBUTION:

Nasdaq Helsinki
www.avidlyagency.com