

## **Notice to the Annual General Meeting of Kojamo plc**

Notice is given to the shareholders of Kojamo plc to the Annual General Meeting to be held on Thursday, 14 March 2019 at 10:00 a.m. (Finnish time) at Finlandia Hall (Congress wing) at Mannerheimintie 13e, 00100, Helsinki. Entrance to Finlandia Hall through the Mannerheimintie entrance M1 or Karamziniranta entrance K1. The reception of persons who have registered for the Annual General Meeting and the distribution of voting tickets will commence at the venue at 09:00 a.m.

### **A. MATTERS ON THE AGENDA FOR THE ANNUAL GENERAL MEETING**

#### **1. Opening of the Meeting**

#### **2. Calling the Meeting to order**

#### **3. Election of persons to review 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 voting list**

#### **6. Presentation of the Financial Statements, the report of the Board of Directors and the Auditor's report for the year 2018**

- Review by the CEO

#### **7. Adoption of the Financial Statements**

#### **8. Resolution on the use of the profit shown on the balance sheet and the payment of dividend**

The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0.29 per share be paid from the distributable profits of Kojamo plc based on the balance sheet to be adopted for the financial year 2018. Dividend shall be paid to shareholders who on the record date of the dividend payment 18 March 2019 are recorded in the company's shareholders' register held by Euroclear Finland Ltd. The dividend will be paid on 2 April 2019.

#### **9. Resolution on the discharge of the members of the Board of Directors and the CEO from liability**

#### **10. Resolution on the remuneration of the members of the Board of Directors**

The Shareholders' Nomination Board proposes that the fees remain the same as for the ending term and that the Members of the Board will be paid the following annual fees for the term ending at the conclusion of the Annual General Meeting in 2020:

- Chairman of the Board EUR 60,000
- Vice Chairman of the Board EUR 36,000
- Other Members of the Board EUR 30,000
- Chairman of the Audit Committee EUR 36,000

The Members of the Board are paid only one annual fee according to their role so that no overlapping fees will be paid. In addition, the Nomination Board has proposed that an

attendance allowance of EUR 600 be paid for each meeting and an attendance allowance of EUR 600 be paid for Committee meetings as well.

As a new remuneration practice, the Nomination Board proposes the annual fee to be paid as company's shares and cash so that approximately 40 per cent of the annual fee will be paid as Kojamo plc's shares and the rest will be paid in cash. The shares will be purchased directly on behalf of the Members of the Board. The company will pay any transaction costs and transfer tax related to the purchase of the company shares. The shares in question can't be transferred earlier than two years from the transaction or before the term of the Member of the Board has ended, depending which date is earlier. The shares shall be purchased within two weeks of the publication of Kojamo plc's Interim Report for 1 January – 31 March 2019.

#### **11. Resolution on the number of members of the Board of Directors**

The Shareholders' Nomination Board proposes that for the term ending at the close of the Annual General Meeting in 2020, the number of the members of the Board of Directors to remain the same and to be seven (7).

#### **12. Election of members and Chairman of the Board of Directors**

The Nomination Board proposes Mikael Aro to be elected as Chairman of the Board as a new member, and as members of the Board of Directors, Heli Puura to be elected as a new member and the current members Mikko Mursula, Matti Harjuniemi, Anne Leskelä, Minna Metsälä and Reima Rytsölä to be elected as members of the Board of Directors. A presentation of the proposed new members of the Board is attached to this Notice.

All candidates have consented to being elected and are independent of the company. The candidates are also independent of the company's major shareholders, except for Mikko Mursula, Heli Puura and Reima Rytsölä who are employed by shareholders owning over 10 per cent of Kojamo plc's share stock.

#### **13. Resolution on the remuneration of the Auditor**

On the recommendation of the Audit Committee, the Board of Directors proposes to the Annual General Meeting that the Auditor's fees be paid according to the Auditor's reasonable invoice approved by the company.

#### **14. Election of Auditor**

Based on the recommendation of the Audit Committee, the Board of Directors proposes to the Annual General Meeting that KPMG Oy Ab, authorised public accountants, be re-elected as the company's Auditor for the term ending at the closing of the next Annual General Meeting. KPMG Oy Ab has announced that it will appoint Esa Kailiala, APA, as the principally responsible auditor.

#### **15. Authorizing the Board of Directors to decide on the repurchase and/or on the acceptance as pledge of the company's own shares**

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors to decide on the repurchase and/or on the acceptance as pledge of an aggregate maximum of 24,714,439 of the company's own shares. The proposed amount of shares corresponds to approximately 10 per cent of all the shares of the company.

Own shares may be repurchased on the basis of this authorization only by using unrestricted equity. Own shares can be repurchased at a price formed in trading on a regulated market on the date of the repurchase or otherwise at a price formed on the market. The Board of Directors is entitled to decide how shares are repurchased and/or accepted

as pledge. Own shares may be repurchased otherwise than in proportion to the shares held by the shareholders (directed repurchase).

The authorization shall be in force until the closing of the next Annual General Meeting, however no longer than until 30 June 2020.

The authorization cancels the authorization given to the Board of Directors by the Extraordinary General Meeting on 25 May 2018 to decide on the repurchase of the company's own shares.

## **16. Authorizing the Board of Directors to decide on the issuance of shares and the issuance of special rights entitling to shares**

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors to decide on the issuance of shares and the issuance of special rights entitling to shares referred to in Chapter 10, Section 1 of the Companies Act as follows:

The number of shares to be issued on the basis of this authorization shall not exceed an aggregate maximum of 24,714,439 shares, which corresponds to approximately 10 per cent of all the shares of the company. This authorization applies to both the issuance of new shares and the conveyance of own shares held by the Company.

The Board of Directors is entitled to decide on all terms of the issuance of shares and of special rights entitling to shares. The issuance of shares and of special rights entitling to shares may be carried out in deviation from the shareholders' pre-emptive rights (directed issue).

The authorization shall be in force until the closing of the next Annual General Meeting, however no longer than until 30 June 2020.

The authorization cancels the authorisation given to the Board of Directors by the General Meeting on 15 March 2018 to decide on the issuance of shares as well as special rights entitling to shares as well as the authorization given to the Board of Directors by the Extraordinary General Meeting on 25 May 2018 to decide on the issuance of shares without payment and a directed share issue.

## **17. Closing of the Meeting**

### **B. DOCUMENTS OF THE ANNUAL GENERAL MEETING**

The proposals for the decisions on the agenda of the Annual General Meeting as well as this notice are available on Kojamo plc's website at [www.kojamo.fi/agm](http://www.kojamo.fi/agm). The Financial Statements of Kojamo plc, the report of the Board of Directors and the Auditor's report are available on website at [www.kojamo.fi/agm](http://www.kojamo.fi/agm) no later than on 21 February 2019. The proposals for decisions and the other above-mentioned documents are also available at the Annual General Meeting. The minutes of the Annual General Meeting will be available at [www.kojamo.fi/agm](http://www.kojamo.fi/agm) at the latest on 28 March 2019.

### **C. INSTRUCTIONS FOR THE PARTICIPANTS IN THE ANNUAL GENERAL MEETING**

#### **1. Shareholders registered in the shareholders' register**

Each shareholder, who is registered on the record date of the meeting, Monday, 4 March 2019 in the shareholders' register of the company held by Euroclear Finland Ltd, has the right to participate in the Annual General Meeting. A shareholder, whose shares are registered on his/her personal Finnish book-entry account, is registered in the shareholders' register of the company.

A shareholder, who is registered in the company's shareholders' register and who wants to participate in the Annual General Meeting, shall register for the meeting no later than on Monday, 11 March 2019 at 10:00 a.m. (Finnish time) by giving a prior notice of participation, which shall be received by the company no later than on the above-mentioned time. Such notice can be given:

- a) through website at [www.kojamo.fi/agm](http://www.kojamo.fi/agm);
- b) by regular mail to Kojamo plc/AGM 2019, P.O. Box 40, FI-00301 Helsinki, Finland.

In connection with the registration, a shareholder shall notify his/her name, personal/business identification number, 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 Kojamo plc is used only in connection with the Annual General Meeting and with the processing of related registrations.

A shareholder, his/her authorized representative or proxy representative shall, where necessary, be able to prove at the meeting place their 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 Annual General Meeting by virtue of such shares, based on which he/she on the record date of the Annual General Meeting, i.e. on Monday, 4 March 2019, would be entitled to be registered in the shareholders' register of the company held by Euroclear Finland Ltd. The right to participate in the Annual General Meeting requires, in addition, that the shareholder on the basis of such shares has been temporarily registered into the shareholders' register held by Euroclear Finland Ltd. at the latest on Monday, 11 March 2019 at 10.00 a.m. (Finnish time). As regards nominee registered shares this constitutes due registration for the Annual General Meeting.

A holder of nominee registered shares is advised to request without delay necessary instructions from his/her custodian bank regarding the temporary registration in the shareholder's register of the company, the issuing of proxy documents and registration for the Annual General Meeting. The account manager of the custodian bank has to register a holder of nominee registered shares, who wishes to participate in the Annual General Meeting, temporarily in the shareholders' register of the company at the latest by the time stated above.

## **3. Proxy representative and powers of attorney**

A shareholder may participate at the Annual General Meeting and exercise his/her rights at the Annual General 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 Annual General Meeting. When a shareholder participates in the Annual 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 Annual General Meeting.

Possible proxy documents should be delivered in original to the address Kojamo plc/AGM 2019, P.O. Box 40, FI-00301 Helsinki, Finland, before the last date for registration. The proxy document template is available on the company's website at [www.kojamo.fi/agm](http://www.kojamo.fi/agm).

#### **4. Other instructions and information**

Pursuant to Chapter 5, Section 25 of the Companies Act, a shareholder who is present at the Annual General Meeting has the right to request information with respect to the matters to be considered at the Annual General Meeting.

On the date of this notice to the Annual General Meeting, the total number of shares in Kojamo plc and the total number of votes represented by such shares is 247,144,399. On the date of this notice to the Annual General Meeting the Company does not hold any of its own shares.

In Helsinki, 14 February 2019

KOJAMO PLC

THE BOARD OF DIRECTORS