

## **Privanet Group Oyj**

### **ANNOUNCEMENT**

06 March 2019, 3:35 pm.

## **Privanet Group Oyj: Notice to the Annual General Meeting**

Shareholders of Privanet Group Oyj (Business ID: 2393685-6) are hereby summoned to the Annual General Meeting that will be held on Wednesday, **27 March 2019, at noon. The location of the meeting will be the Jura event room at Kasarmin Salit, at the address Kasarminkatu 21 B, Helsinki.** The reception of persons who have registered for the meeting, as well as the distribution of voting tickets, will be started at 11.30 am. The meeting will be held in Finnish.

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

The following matters will be on the agenda of the Annual General Meeting:

**1. Opening of the meeting**

**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 and the list of votes**

**6. Presenting the financial statements, consolidated financial statements, Board of Directors' report, and the auditor's report for the year 2018**

Presenting the CEO's review

**7. Adoption of the financial statements and the consolidated financial statements**

**8. Resolution on the use of profits shown on the balance sheet and the payment of dividends**

The Board of Directors proposes to the Annual General Meeting that no dividends will be paid based on the balance sheet that has been adopted for the financial period that ended on 31 December 2018

**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**

Shareholders, who altogether represent more than 10 percent of the shares and votes in the company, have provided in advance a proposition, according to which the following remuneration will be paid to the members of the Board of Directors until the close of the following Annual General Meeting:

- i. To a member of the Board of Directors, who does not work for Privanet Group Oyj or a company belonging to the same group, 1500 euros per calendar month shall be paid as rewards, regardless of the number of meetings. In addition, reasonable costs and travelling expenses caused by the meetings shall be recompensed.
- ii. To a Chairman of the Board of Directors, who does not work for Privanet Group Oyj or a company belonging to the same group, 3000 euros per calendar month shall be paid as rewards, regardless of the number of meetings. In addition, reasonable costs and travelling expenses caused by the meetings shall be recompensed.
- iii. To a member of the Board of Directors, who works for Privanet Group Oyj or a company belonging to the same group, no rewards shall be paid, but reasonable costs and travelling expenses caused by the meetings shall be recompensed.

- iv. To a Chairman of the Board of Directors, who works for Privanet Group Oyj or a company belonging to the same group, no rewards shall be paid, but reasonable costs and travelling expenses caused by the meetings shall be recompensed.

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

Shareholders, who altogether represent more than 10 percent of the shares and votes in the company, have provided in advance a proposition, according to which four members shall be elected to the Board of Directors.

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

Shareholders, who altogether represent more than 10 percent of the shares and votes in the company, have provided in advance a proposition, according to which a current member of the Board of Directors, Timo T. Laitinen, shall be re-elected as a member of the Board of Directors for a term that continues until the close of the following Annual General Meeting, and Tommi Lindfors, Jonas Lindholm and Mika Lehtimäki as new members of the Board of Directors for a term that continues until the close of the following annual general meeting.

All the persons, who are proposed to be elected, have given their consent for the election.

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

The Board of Directors proposes to the Annual General Meeting that the reward to the auditor will be paid according to the invoice that the company has approved.

## **14. Election of the auditor**

The Board of Directors proposes to the Annual General Meeting that audit firm KPMG Oy Ab shall be elected to act as the auditor of the company and that the Annual General Meeting asks the auditor to comment on the adoption of the financial statements, the discharging from liability and the proposal of the Board of Directors regarding the distribution of profits. The auditor shall be elected for a term that continues until the close of the following Annual General Meeting. KPMG Oy Ab has informed that Authorized Public Accountant (KHT) Tapio Raappana would act as the key audit partner. The proposed auditor has given their consent for the election.

## **15. Authorizing the Board of Directors to decide on a share issue, as well as on an issuance of options and other special rights entitling to shares, and a conveyance of own shares**

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors to decide on the issuance of a maximum of 1 400 000 shares through a share issue or by issuing options or other special rights entitling to shares in one or more issues. The authorization includes a right to decide on either issuing new shares or conveying shares in the company's possession either with or without payment. New shares can be issued and own shares in the company's possession conveyed in deviation from the shareholders' preemptive rights (directed issue), if there is a weighty financial reason for the company to do so, or in case of a share issue without payment, if there is an especially weighty reason both for the company and in regard to the interests of all shareholders in the company. The Board of Directors is authorized to decide on all of the remaining conditions and details relating to the share issue, the issuance of special rights entitling to shares, and the conveyance of shares.

The authorization may be used, among others, for the development of the capital structure, expanding the ownership base, as consideration for corporate transactions, when the company acquires assets that relate to its business operations, and to carry out incentive schemes.

The authorization is proposed to be valid for five years from the decision. The Board of Directors proposes that the authorization replaces all the earlier authorizations for a share issue of the company.

## **16. Closing of the meeting**

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

The aforementioned proposals for the decisions on the agenda of the Annual General Meeting and this notice are available on Privanet Group Oyj's website at [www.privanetgroup.fi](http://www.privanetgroup.fi). Privanet Group Oyj's financial statements, consolidated financial statements, report of activities and the auditor's report are available on the

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above-mentioned website no later than 6 March 2019. The proposals for the decisions and other documents mentioned above will also be available at the Annual General Meeting, and a copy of them and this notice will be sent to shareholders on request. The Minutes of the Annual General Meeting will be available on the aforementioned website no later than 10 April 2019.

## C. INSTRUCTIONS FOR THE PARTICIPANTS OF THE MEETING

### 1. Shareholder who is registered in the shareholders' register

A shareholder, who is registered in the shareholders' register of the company maintained by Euroclear Finland Ltd on 15 March 2019, is entitled to attend the Annual General Meeting. A shareholder, whose shares have been recorded in their personal 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 wishes to attend the Annual General Meeting, shall register no later than on 20 March 2019, at 10:00 am, when the registration has to be available in the company. The registration can be made:

- a. on the Internet: <http://ssl.eventilla.com/privanetin-yhtiokokous>; or
- b. by telephone: +358 (0)44 7823 675, on weekdays between 10 am and 4pm.

In connection with the registration, a shareholder shall notify their name, personal identification number or business ID, address, telephone number and e-mail address, as well as the name and personal identification number of a possible assistant or representative. The personal information, that the shareholders disclose to Privanet Group Oyj, will be used only in connection with the Annual General Meeting and processing the necessary registrations relating to the meeting.

The shareholder or their representative must be capable of proving their identity and/or right of representation at the location of the meeting.

### 2. Holder of a nominee-registered share

A holder of nominee-registered shares has a right to attend the Annual General Meeting by virtue of such shares, based on which they would be entitled to be registered in the shareholders' register of the company held by Euroclear Finland Ltd on 15 March 2019. The right to participate in the meeting requires, in addition, that the shareholder on the basis of these shares has been temporarily registered into the shareholders' register held by Euroclear Finland Ltd at the latest by 22 March 2019, at 10:00 am. As regards nominee-registered shares, this constitutes due registration for the Annual General Meeting.

A holder of a nominee-registered shares is advised to request well in advance necessary instructions regarding the registration for the temporary shareholders' register, the issuing of proxy documents, and registration for the Annual General Meeting from their custodian bank. The account manager of the custodian bank shall register a holder of nominee-registered shares, who wants to participate in the Annual General Meeting, temporarily into 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 in the Annual General Meeting and exercise their rights by way of proxy representation. Any proxy representative will be required to present a dated proxy document or otherwise in a reliable manner demonstrate their right to represent a shareholder. In case a shareholder participates in the Annual General Meeting by means of multiple 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 powers of attorney are asked to be delivered in original to the address: Privanet Group Oyj, Gabriela Haarala, Eteläesplanadi 24 A, 00130 Helsinki, before the end of the registration period.

### 4. Other instructions/information

A shareholder, who is present at the Annual General Meeting, has the right to present questions with respect to matters to be considered at the meeting, as defined in Chapter 5, Section 25, of the Finnish Act on Limited Liability Companies.

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On the date of this notice to the Annual General Meeting, 6 March 2019, Privanet Group Oyj has a total of 14 054 317 shares that represent an equal number of votes.

Helsinki 6 March 2019

**PRIVANET GROUP OYJ**

Board of Directors

Certified Adviser of Privanet Group Oyj is Valkia Advisors Oy, telephone +358 (0)50 368 6866.

## **Privanet Group briefly**

Privanet Group Oyj is the parent company in a Finnish investment group. The group includes Privanet Capital Markets Ltd which focuses on capital arrangements, and Privanet Securities Ltd which operates Finland's leading secondary market for trading securities of unlisted companies. Privanet Group's main function is to bring together companies in need of funding and investors. Privanet Group serves about 17 000 customers in Finland and has offices in 13 Finnish cities. The customer base consists of private persons, companies and institutional investors. [privanet.fi](http://privanet.fi), [privanetgroup.fi](http://privanetgroup.fi)

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