

# PRIVANET

## **Privanet Group Oyj**

### **ANNOUNCEMENT**

06 November 2019, 3:00 pm.

## **NOTICE TO THE EXTRAORDINARY GENERAL MEETING**

Shareholders of Privanet Group Oyj (Business ID: 2393685-6) are hereby summoned to an Extraordinary General Meeting that will be held on **Wednesday 27 November 2019 at 10:00 am. at Privanet Group Oyj's office, Eteläesplanadi 24 A, Helsinki**. The reception of persons who have registered for the meeting, as well as the distribution of voting tickets, will begin at 9.30 am.

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

The following matters will be on the agenda of the Extraordinary 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. Authorizing the Board of Directors to decide on the repurchase of own shares**

The Board of Directors proposes that it would be authorized to decide on the repurchase of own shares with non-restricted equity with following terms and conditions: Altogether no more than 2,000,000 shares may be purchased, which represents approximately 9.97 percent of all shares in the company. The shares may be repurchased in one or more lots. The purchase price per share shall be the price that is determined in the Nasdaq First North Growth Market trading venue, or another market-based price.

Shares can be purchased for the purpose of improving the company's capital structure, financing or carrying out corporate acquisitions, investments or other arrangements that belong to the company's business operations, to be used as a part of the company's incentive scheme, or to be cancelled, if there is a well-founded reason for both the company and the shareholders to do so. The authorization includes the right for the Board of Directors to decide whether the shares will be repurchased through a directed purchase or in proportion to the shareholders' holdings. The shares may be repurchased through a directed purchase only if there is a weighty financial reason for the company to do so. The Board of Directors is entitled to decide on all the remaining terms and conditions relating to the repurchase. This authorization shall remain in effect for a period of 18 months from the resolution by the General Meeting.

### **7. Authorizing the Board of Directors to decide on the transfer of own shares**

The Board of Directors proposes that it would be authorized to decide on the transfer of own shares in possession of the company with following terms and conditions: Shares in possession of the company may be transferred with one or more decisions so that the number of shares to be transferred on the basis of the authorization is altogether not more than 2,000,000 shares, which represents approximately 9.97 percent of all shares in the company.

Shares can be transferred for the purpose of improving the company's capital structure, financing or carrying out corporate acquisitions, investments or other arrangements that belong to the company's business operations, or to be used as a part of the company's incentive scheme. Shares in possession of the company

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may be transferred to the shareholders of the company in proportion to their holdings or in deviation from the pre-emption rights of the shareholders, if there is a weighty financial reason for the company to do so.

Shares in possession of the company may be transferred either with or without payment. A directed share issue may be carried out without payment only if there is an especially weighty reason both for the company and in regard to the interests of all shareholders in the company to do so.

The Board of Directors is entitled to decide on all the remaining terms and conditions relating to the transfer. The authorization shall remain in effect for a period of three years from the resolution by the General Meeting. The authorization does not replace earlier authorizations for a share issue of the company.

## **8. Closing of the meeting**

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

The aforementioned proposals for the decisions on the agenda of the Extraordinary General Meeting and this notice as well as other documents as defined in Chapter 5, Section 21 of the Finnish Act on Limited Liability Companies are available on Privanet Group Oyj's website at [www.privanetgroup.fi](http://www.privanetgroup.fi) no later than 20 November 2019. The proposals for the decisions and other documents mentioned above will also be available at the Extraordinary General Meeting, and a copy of them and this notice will be sent to shareholders on request. The Minutes of the Extraordinary General Meeting will be available on the aforementioned website no later than **11 December 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 November 2019, is entitled to attend the Extraordinary 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 Extraordinary General Meeting, shall register no later than 18 November 2019, at 4:00 p.m., when the registration must be available in the company.

The registration can be made:

- a. on the Internet: <https://tapahtumat.privanet.fi/privanetin-yhtiokokous>; or
- b. by telephone: +358 (0)44 7382 272, on weekdays between 10:00 a.m. and 4:00 p.m.

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 Extraordinary 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 Extraordinary 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 November 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 on 22 November 2019, at 10:00 am. As regards nominee-registered shares, this constitutes due registration for the Extraordinary General Meeting.

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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 Extraordinary 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 Extraordinary 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 Extraordinary 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 Extraordinary 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 Extraordinary General Meeting.

Possible powers of attorney are asked to be delivered in original to the address: Privanet Group Oyj, Gabriela Haara, Eteläesplanadi 24 A, 00130 Helsinki, before the end of the registration period.

### 4. Other instructions/information

A shareholder, who is present at the Extraordinary 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.

On the date of this notice to the Extraordinary General Meeting, 6 November 2019, Privanet Group Oyj has a total of 20 054 317 shares that represent an equal number of votes. On the date of this notice Privanet Capital Markets Oy owns 404 shares in Privanet Group Oyj.

Helsinki 6 November 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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