

## NOTICE TO THE ANNUAL GENERAL MEETING OF VMP PLC

Notice is given to the shareholders of VMP Plc of the Annual General Meeting to be held on March 28, 2019 at 12:00 noon at Kasarmin Sali, Kasarmikatu 21 B, 00130 Helsinki. The reception of persons who have registered for the Annual General Meeting and the distribution of voting tickets will commence at 11.00 a.m. Coffee is served to participants before the meeting begins.

The Annual General Meeting is held in Finnish.

### ***A. Matters on the agenda of the Annual General Meeting***

At the Annual General Meeting, the following matters will be considered:

- 1. Opening of the meeting**
- 2. Calling the meeting to order**
- 3. Election of a person to scrutinize the minutes and persons to supervise the counting of votes**
- 4. Recording the legality of the meeting**
- 5. Recording of attendance at the meeting and adoption of the list of votes**
- 6. Presentation of the annual accounts, the report of the board of directors and the auditor's report for the year 2018**
  - a. Review by the CEO
- 7. Adoption of the annual accounts**
- 8. Resolution on the use of the profit shown on the balance sheet and the payment of dividends**

The board of directors proposes to the Annual General Meeting that a dividend of EUR 0,08 per share be paid based on the balance sheet to be adopted for the financial year 2018. The board of directors proposes that dividends be paid to shareholders, who on the record date of April 1, 2019 are listed as shareholders in the company's register of shareholders maintained by Euroclear Finland Oy, with the payment of dividends to be made on April 8, 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**

Shareholders, who represent more than 60 percent of all held company shares and the votes they generate, propose to the Annual General Meeting that remuneration for members of the board of directors remain at its current level. Members who are independent of major shareholders have been paid EUR 2,000 per month. Other members of the board of directors have not been paid remuneration. In addition, it is proposed to the Annual General Meeting that

an additional monthly remuneration of EUR 500 be paid to the chairperson of the audit committee, provided they are independent of major shareholders.

It is proposed that all members of the board of directors receive compensation for possible reasonable travel expenses.

#### **11. Resolution on the number of members of the board of directors**

Shareholders, who represent more than 60 percent of all held company shares and the votes they generate, propose to the Annual General Meeting that the number of members of the board of directors be confirmed as eight (8), instead of the current seven (7).

#### **12. Election of members of the board of directors**

Shareholders, who represent more than 60 percent of all held company shares and the votes they generate, propose to the Annual General Meeting that for the next term of the board of directors which ends at the end of the next Annual General Meeting, the following members be re-elected: Liisa Harjula, Joni Aaltonen, Heimo Hakkarainen, Tapio Pajuharju, Paul Savolainen and Mika Uotila, and that the following persons be elected as new members: Kati Hagros and Timur Kärki.

Personal information on and information on positions of trust held for candidates to the board of directors is presented on the company's website at <https://www.vmpgroup.fi/sijoittajat/hallinnointi/yhtiokokous/yhtiokokous2019>.

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

Shareholders, who represent more than 60 percent of all held company shares and the votes they generate, propose to the Annual General Meeting that the auditor's remuneration be paid based on a reasonable invoice accepted by the company.

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

On the recommendation of the audit committee, the board of directors proposes that the company's current auditor, auditing organization KPMG Oy Ab, which has nominated Authorized Public Accountant Esa Kailiala to act as chief auditor, be elected as the auditor. The auditor's term ends at the end of the next Annual General Meeting.

#### **15. Authorization of the board of directors to decide on the repurchase 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 repurchasing of the company's own shares with the company's unrestricted equity under the following conditions:

1. A maximum number of 1,000,000 the company's own shares can be repurchased.
2. The shares are repurchased in a trade organized on Nasdaq Helsinki Oy's regulated market at a price formed in public trading on the date of repurchase. Own shares can be repurchased otherwise than in proportion to the existing shareholdings of the company's shareholders.
3. Purchase of the shares lowers the company's distributable unrestricted equity.

4. It is proposed that the authorization remains in force until the end of the 2020 Annual General Meeting, however no longer than 18 months from the authorization decision at the Annual General Meeting.

#### **16. Authorization of the board of directors to decide on the issuance of shares and the issuance of options and other 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 options and on issuance of other special rights entitling to shares as specified in the Chapter 10 Section 1 of the Finnish Limited Liability Companies Act, in one or several lots under the following conditions:

1. Maximum aggregate number of shares issued based on the authorization may not exceed 2,000,000.
2. The board of directors decides on the conditions regarding any issuance of shares and options and other special rights entitling to shares. The authorization applies both to the issuance of new shares, and to giving away own shares.
3. Share issues and issuance of options and other special rights entitling to shares may take place in deviation of the shareholder's subscription right (directed issuance), if there exists a weighty financial reason for doing so from the company's perspective, such as, for example, the funding or realization of mergers or acquisitions, the development of the company's own capital structure or the realization of the company's incentive schemes.
4. Based on the authorization, the board of directors may also decide on the free issuance of shares to the company itself in such a way that the maximum number of shares held by the company after the issuance does not exceed 10 percent of all company shares. The shares held by the company itself and those possibly held by its subsidiaries are counted in this amount in the way specified in Paragraph 1, Section 11, Chapter 15 of the Finnish Limited Liability Companies Act.
5. It is proposed that the authorization repeals any previous authorizations of share issuance received by the board of directors.
5. It is proposed that the authorization is in effect until the end of the 2020 Annual General Meeting, however at most 18 months from the authorization decision at the Annual General Meeting.

#### **17. Closing of the meeting**

### ***B. Documents of the Annual General Meeting***

The above proposals on the agenda of the Annual General Meeting, along with this notice are available on VMP Plc's website at:

<https://www.vmpgroup.fi/sijoittajat/hallinnointi/yhtiokokous>.

VMP Plc's financial statement, annual report and audit report are available on the abovementioned website by March 7, 2019 at the latest. The proposals and other aforementioned documents are also available at the Annual General Meeting, and copies of those documents and of this notice will be sent to shareholders upon request.

The minutes of the Annual General Meeting is available on the aforementioned website by April 10, 2019 at the latest.

## C. Instructions for participants in the Annual General Meeting

### 1. Shareholders registered in the shareholder register

Shareholders who are registered in the shareholder register of the company maintained by Euroclear Finland Ltd. on the Annual General Meeting's record date of March 18, 2019 are entitled to participate in the Annual General Meeting. A shareholder, whose shares have been recorded on their personal Finnish book-entry account, is registered in the company's shareholder register.

A shareholder registered on the company's shareholder register who wishes to participate in the Annual General Meeting must register their attendance by March 25, 2019, at 10.00 a.m. (EET) at the latest, at which time the registration must have been received. Registration can be made through:

- a) the Company's website at  
<https://www.vmpgroup.fi/sijoittajat/hallinnointi/yhtiokokous>
- b) by letter to: VMP / Yhtiökokous, PL 901, 20101 Turku, Finland.

The shareholder's name, personal identity number or business ID, address, phone number and the name of possible assistant or proxy representative and the proxy representative's personal identity number must be declared when registering. The shareholder's personal information provided to VMP Plc is used only in connection to the Annual General Meeting and to the processing of the necessary registrations relating to it.

The shareholder, their representative or proxy representative must be able to, if necessary, prove their identity and/or right to represent at the meeting place.

### 2. Holders of nominee registered shares

Holders of nominee registered shares are entitled to participate in the Annual General Meeting based on those shares on the basis of which they would be entitled to be listed in the shareholder register of the company maintained by Euroclear Finland Oy on the Annual General Meeting's record date of March 18, 2019. In addition, participation requires that the shareholder is temporarily listed, based on these shares, to the Company's shareholder register maintained by Euroclear Finland Oy on March 25, 2019 at 10.00 a.m. (EET) at the latest. This is treated as a notification of attendance to the Annual General Meeting for the part of shares registered in the nominee share register.

It is suggested that the holders of nominee registered shares request the necessary information from their asset manager regarding registration in the temporary shareholder list, provision of powers of attorney and registration at the Annual General Meeting well in advance. The asset manager's account manager organization must notify that a holder of a nominee registered share,

who wishes to participate in the Annual General Meeting, be registered temporarily in the Company's shareholder list by the aforementioned date at the latest.

### 3. Proxy representative and powers of attorney

A shareholder may participate in the Annual General Meeting and exercise their rights at the meeting by way of proxy representation.

The shareholder's representative proxy must present a dated power of attorney, or must in an otherwise reliable manner prove that they are entitled to represent the shareholder. In case the shareholder participates in the Annual General Meeting through multiple representative proxies who represent the shareholder through shares held on different asset accounts, must announce the shares based on which each representative proxy is representing the shareholder when registering. The template for power of attorney is available on the company's website.

It is requested that the possession of possible powers of attorney be disclosed when registering and that original powers of attorney are delivered before the registration period ends to VMP Plc, Aino Nylander, Mannerheimintie 20a (3<sup>rd</sup> floor), 00100 Helsinki, Finland. Alternatively, a copy of the power of attorney can be delivered electronically by email to [yhtiokokous@vmp.fi](mailto:yhtiokokous@vmp.fi), in addition to which the original copy of the power of attorney must be presented upon arrival and registration at the meeting place.

### 4. Other instructions and information

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

On the date of notice to the Annual General Meeting on March 7, 2019, VMP Plc has a total of 14,799,198 shares, with a corresponding number of votes.

In Helsinki, March 7, 2019

VMP PLC

BOARD OF DIRECTORS