

MINUTES
No. 1/2019

Unofficial translation

ANNUAL GENERAL MEETING OF MARTELA CORPORATION**Time:** 14 March 2019 at 3.00 p.m.**Place:** Martelatalo, Takkatie 1, 00370 Helsinki**Present:** Shareholders were present at the meeting, in person or represented by proxy, in accordance with the list of votes adopted at the meeting.

In addition, the CEO Matti Rantaniemi, Jan Mattson as nominee for the Board of Directors, Attorney at Law, M. Sc. (Econ.) Olli Kotila, Anni Salo, Authorized Public Accountant Ari Eskelinen, Authorized Public Accountant Jukka Rajala, and technical personnel as well as all members of the Board of Directors.

1 §
OPENING OF THE MEETING

The Chairman of the Board of Directors, Mr. Heikki Martela opened the meeting, introduced the members of the Board of Directors and the auditor and held a short presentation of the Company's operations.

2 §
CALLING THE MEETING TO ORDER

Mr. Olli Kotila, Attorney at Law, M. Sc. (Econ.), was elected as Chairman of the Annual General Meeting and he called Anni Salo to act as secretary.

The Chairman explained the procedures for handling matters on the agenda of the meeting.

It was noted that the proposals of the Board of Directors and of the shareholders to the Annual General Meeting have been made public by a stock exchange release on 5 February 2019.

3 §
ELECTION OF PERSONS TO SCRUTINIZE THE MINUTES AND TO SUPERVISE THE COUNTING OF VOTES

Anne Parviainen and Mr. Osku Mörtenhumer were elected to scrutinize the minutes and supervise the counting of votes.

4 §
RECORDING THE LEGALITY OF THE MEETING

It was noted that the notice to the meeting had been published on the Company's website and as stock exchange release on 5 February 2019.

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It was noted that the Annual General Meeting had been convened in accordance with the Articles of Association and the Companies Act, and thus constituted a quorum.

The notice to the meeting was attached to the minutes (Appendix 1).

5 §

RECORDING THE ATTENDANCE AT THE MEETING AND ADOPTION OF THE LIST OF VOTES

A list of attendees as of the beginning of the meeting and a list of votes represented at the meeting were presented, according to which 20 shareholders were present either in person, by legal representative or by proxy. It was noted that 1 477 268 shares and 9 510 621 were represented at the beginning of the meeting.

The list of attendees at the beginning of the meeting and the list of votes represented at the meeting were attached to the minutes (Appendix 2). It was noted that the list of votes will be adjusted to correspond to the attendance at the beginning of a possible vote.

6 §

PRESENTATION OF THE ANNUAL ACCOUNTS, THE REPORT OF THE BOARD OF DIRECTORS AND THE AUDITOR'S REPORT FOR THE YEAR 2018

The CEO, Mr. Matti Rantaniemi presented a report in which he considered the Company's business and profit for the financial year 2018.

The report of the CEO was attached to the minutes (Appendix 3).

The CEO, Mr. Matti Rantaniemi presented the annual accounts for the financial year 2018, consisting of the income statement, the balance sheet, cash flow statement including its annexes, consolidated annual accounts as well as the report by the Board of Directors. It was recorded that the annual accounts of the parent company had been prepared in accordance with Finnish accounting standards and that the consolidated annual accounts are prepared in accordance with international financial reporting standards (IFRS).

It was noted that the Company's annual accounts had been available on the Company's website since 21 February 2019, in addition to which they were also available at the meeting.

The documentation of the annual accounts was attached to the minutes (Appendix 4).

APA Ari Eskelinen presented the auditor's report, which was attached to the minutes (Appendix 5).

7 §

ADOPTION OF THE ANNUAL ACCOUNTS

The Annual General Meeting resolved to adopt the annual accounts for the financial year 1 January 2018–31 December 2018.

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8 §**RESOLUTION ON THE USE OF THE PROFIT SHOWN ON THE BALANCE SHEET AND THE PAYMENT OF DIVIDEND**

It was noted that according to the balance sheet of the parent company, on 31 December 2018 the distributable funds of the parent company were EUR 27.698.672,24 of which the loss for the financial year 2018 was EUR 563,446,59.

It was noted that the Board of Directors had proposed to the Annual General Meeting that a dividend of 0.10 EUR per share be paid for the financial year 1 January 2018–31 December 2018. According to the proposal the dividend per share be paid to the shareholders registered in the shareholders' register of the Company held by Euroclear Finland Ltd on the record date 18 March 2019. The Board of Directors had further proposed that the dividend be paid on 17 April 2019.

The proposal of the Board of Directors was attached to the minutes (Appendix 6).

The Annual General Meeting resolved, in accordance with the proposal by the Board of Directors that a dividend of EUR 0.10 per share be paid for the financial period of 1 January 2018–31 December 2018, to the shareholders registered in the shareholders' register of the Company held by Euroclear Finland Ltd on the record date 18 March 2019. The dividend shall be paid on 17 April 2019.

9 §**RESOLUTION ON THE DISCHARGE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE CEO FROM LIABILITY**

It was noted that the discharging of liability for the financial year 1 January 2018–31 December 2018 concerned the following persons:

Mr. Heikki Martela, chairman of the Board of Directors

Ms. Kirsi Komi, member of the Board of Directors

Ms. Minna Andersson, member of the Board of Directors

Mr. Yrjö Närhinen, member of the Board of Directors, until 13 March 2018

Mr. Eero Leskinen, member of the Board of Directors

Mr. Eero Martela, member of the Board of Directors

Ms. Katarina Mellström, member of the Board of Directors as of 13 March 2018

Ms. Anni Vepsäläinen, member of the Board of Directors, and

Mr. Matti Rantaniemi, CEO.

The Annual General Meeting resolved to discharge the above-mentioned members of the Board of Directors and the CEO from liability.

10 §**RESOLUTION ON THE REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS**

It was noted that the shareholders representing more than 50 % of the Company's voting rights had proposed to the Annual General Meeting that the chairman of the Board of Directors will receive EUR 3.400,00 per month, the other board members will receive EUR 1.700,00 per month and members of Board committees be paid EUR 1.600 per year for committee membership. Board members employed

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by the Martela Group will not be paid the remuneration for the Board work. Compensation for travelling expenses will be paid according to Martela Corporation's travelling policy.

The proposal of the shareholders was attached to the minutes ([Appendix 7](#)).

The Annual General Meeting resolved to adopt the proposal of the shareholders regarding the remuneration of the members of the Board of Directors.

11 §

RESOLUTION ON THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS

It was noted that the shareholders representing more than 50 % of the Company's voting rights had proposed to the Annual General Meeting that seven (7) members will be elected to the Board of Directors.

The proposal of the shareholders was attached to the minutes ([Appendix 8](#)).

The Annual General Meeting resolved, in accordance with the proposal by the shareholders mentioned above, that the number of the members of the Board of Directors is seven (7).

12 §

ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS

It was noted that the shareholders representing more than 50 % of the Company's voting rights had proposed to the Annual General Meeting that Ms. Minna Andersson, Mr. Eero Leskinen, Mr. Eero Martela, Mr. Heikki Martela, Ms. Katarina Mellström and Ms. Anni Vepsäläinen would be re-elected as members of the Board of Directors and Mr. Jan Mattsson would be elected as a new member of the Board of Directors. Of the present members of the Board of Directors, Ms. Kirsi Komi has announced that she is not available for re-election. In addition, it was noted that the members of the Board of Directors will be elected for a term which expires at the end of the first Annual General Meeting following the election.

The proposal of the shareholders was attached to the minutes ([Appendix 9](#)).

The Annual General Meeting resolved, in accordance with the proposal of the shareholders mentioned above, that Ms. Minna Andersson, Mr. Eero Leskinen, Mr. Eero Martela, Mr. Heikki Martela, Ms. Katarina Mellström and Ms. Anni Vepsäläinen will be re-elected as members of the Board of Directors and Mr. Jan Mattsson will be elected as a new member of the Board of Directors. The members of the Board of Directors will be elected for a term which expires at the end of the first Annual General Meeting following the election.

13 §

RESOLUTION ON THE REMUNERATION OF THE AUDITOR

It was noted that the Board of Directors had proposed to the Annual General Meeting that the remuneration for the auditor be paid according to their invoice as approved by the Audit Committee of the Board of Directors. The proposal of the Board of Directors was attached to the minutes ([Appendix 10](#)).

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The Annual General Meeting resolved, in accordance with the proposal of the Board of Directors that the remuneration of the auditor will be paid according to their invoice as approved by the Audit Committee of the Board of Directors.

14 § ELECTION OF AUDITOR

It was noted that the Board of Directors had proposed to the Annual General Meeting that KPMG Oy Ab, Authorized Public Accountants, will be re-elected as Company's auditor. The term of the auditor expires at the end of the first Annual General Meeting following the election.

The proposal of the Board of Directors was attached to the minutes (Appendix 11).

The Annual General Meeting resolved, in accordance with the proposal of the Board of Directors that KPMG Oy Ab, Authorized Public Accountants continues as the Company's auditor and that the term of the auditor expires at the end of the first Annual General Meeting following the election. It was noted that KPMG has informed that Mr. Jukka Rajala, Authorized Public Accountant, will act as the principal auditor.

15 § AUTHORIZING THE BOARD OF DIRECTORS TO DECIDE ON THE REPURCHASE OF OWN SHARES

It was noted that the Board of Directors had proposed that the Annual General Meeting authorize the Board of Directors to decide on the repurchase of the Company's own shares in one or several occasions as follows:

Based on authorization the Board of Directors may resolve on the repurchase of a maximum of 415,560 Company's A shares with assets from the Company's unrestricted equity.

Shares will be repurchased in public trading on Nasdaq Helsinki Ltd., at the market price of the shares as per the time of repurchase or otherwise at a price formed on the market. Own shares may be repurchased when necessary as a part of the Company's salary and incentive scheme, for use in conjunction with corporate acquisitions and other business arrangements, if the Board deems this is in the interest of the share-holders in light of the Company's share indicators, or if the Board deems it is an economical way of using liquid assets, or for some other purpose.

Own shares repurchased to the Company may be retained in the possession of the Company, cancelled or transferred further.

The authorization grants the Board of Directors the right to resolve on all other terms of the repurchase of the shares. Thus, this share repurchase authorization includes the right to repurchase shares otherwise than in proportion of the shareholdings (directed repurchase).

The authorization cancels any previous unused authorizations to repurchase the Company's own shares.

This share repurchase authorization will be valid until the closing of the next Annual General Meeting, however, no longer than until 30 June 2020.

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The proposal of the Board of Directors was attached to the minutes (Appendix 12).

The Annual General Meeting resolved, in accordance with the proposal of the Board of Directors to authorize the Board of Directors to decide on the repurchase of the Company's own shares.

16 §

AUTHORIZING THE BOARD OF DIRECTORS TO DECIDE ON THE SHARE ISSUE

It was noted that the Board of Directors had proposed to the Annual General Meeting that the General Meeting authorize the Board of Directors to resolve to issue a maximum of 415,560 new A shares and/or to dispose of the Company's own A shares held by the Company either in one or several occasions either against payment or without payment.

The Board of Directors will be authorized to decide to whom and in what order the new shares may be issued and the own shares held by the Company will be disposed of.

The new shares may be issued and the shares held by the Company may be disposed to the shareholders in proportion to their current shareholdings of the Company's shares or through a directed share issue deviating from the shareholders pre-emptive right.

The authorization includes the Board of Director's right to resolve on other terms of the share issues.

The authorization cancels any previous unused share issue authorizations.

The proposed authorization will be valid until the closing of the next Annual General Meeting, however, no longer than until 30 June 2020.

The proposal of the Board of Directors was attached to the minutes (Appendix 13).

The Annual General Meeting resolved, in accordance with the proposal of the Board of Directors to authorize the Board of Directors to decide on the share issue.

17 §

CLOSING OF THE MEETING

It was noted that all decisions of the Annual General meeting had been made unanimously unless otherwise indicated in the minutes.

The Chairman noted that the items on the agenda had been attended to and that the minutes of the meeting would be available on the Company's website as from 27 March 2019.

The Chairman announced the meeting closed at 4.00 p.m..

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Chairman of the General Meeting: OLLI KOTILA

Olli Kotila

In fidem: ANNI SALO

Anni Salo

Minutes reviewed and confirmed by: ANNE PARVIAINEN

Anne Parviainen

OSKU MÖRTENHUMER

Osku Mörtenhumer

APPENDICES

- Appendix 1 Notice of the meeting
- Appendix 2 List of attendees and the list of votes represented at the meeting
- Appendix 3 Report of the CEO
- Appendix 4 Annual accounts documents
- Appendix 5 Auditor's report
- Appendix 6 Proposal of the Board of Directors concerning the payment of dividend
- Appendix 7 Proposal of the shareholders concerning the remuneration of members of the Board of Directors
- Appendix 8 Proposal of the shareholders concerning the number of members of the Board of Directors
- Appendix 9 Proposal of the shareholders concerning the election of the members of the Board of Directors
- Appendix 10 Proposal of the Board of Directors concerning the remuneration of the auditor
- Appendix 11 Proposal of the Board of Directors concerning the election of the auditor
- Appendix 12 Proposal of the Board of Directors for the authorization of the Board of Directors to decide on the repurchase of own shares
- Appendix 13 Proposal of the Board of Directors for the authorization of the Board of Directors to decide on the share issue

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