

# **NOTICE TO THE ANNUAL GENERAL MEETING OF TALENOM PLC; PROPOSALS OF THE BOARD OF DIRECTORS**

Talenom Plc, Stock exchange release, 3 February 2020 at 15:00

## **Notice to the Annual General Meeting of Talenom Plc; proposals of the Board of Directors**

Notice is given to the shareholders of Talenom Plc to the Annual General Meeting of the company to be held on 25 February 2020 at 10:00 a.m. in Pörssitalo, Helsinki at Fabianinkatu 14, Helsinki. The reception of persons who have registered for the meeting and the distribution of voting tickets will commence at 9:00 a.m.

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

The following matters will be considered at the Annual General Meeting:

- 1. Opening of the meeting**
- 2. Calling the meeting to order**
- 3. Election of persons to scrutinise 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 list of votes**
- 6. Presentation of the financial statements of the parent company, the consolidated financial statements and the report of the Board of Directors for the financial year ended 31 December 2019**  
- Review by the CEO
- 7. Presentation of the auditor's report**
- 8. Resolution on the adoption of the financial statements of the parent company, the consolidated financial statements and the report of the Board of Directors**
- 9. 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 0.75 per share be paid for the financial year 1 January–31 December 2019. Undistributed profits shall remain in equity.

The dividend will be paid to shareholders who on the dividend record date, 27 February 2020, are registered as shareholders in the company's shareholders' register maintained by Euroclear Finland Ltd. The Board of Directors proposes to the Annual General Meeting that the dividend would be paid on 5 March 2020. Dividend shall not be paid to treasury shares held by the company.

- 10. Resolution on the discharge of the members of the Board of Directors and the CEO from liability**
- 11. Presentation of Talenom Plc's remuneration policy to the Annual General Meeting**

## **12. Resolution on the number and remuneration of the members of the Board of Directors**

It is proposed that a remuneration of EUR 6,000 per month would be paid to the Chairman of the Board of Directors and EUR 2,000 per month to other members of the Board of Directors. Additionally, the travel expenses of the members of the Board of Directors would be compensated in accordance with the company's travel policy.

It is proposed to the Annual General Meeting that the number of the members of the Board of Directors be confirmed as six.

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

Shareholders representing approximately 36.7 per cent of shares and votes in the company have announced their intention to propose that Harri Tahkola, Mikko Siuruainen, Olli Hyyppä, Anne Riekkö and Johannes Karjula, all current members of the Board of Directors, be re-elected as the members of the Board of Directors and that Sampsa Laine be elected as new member of the Board of Directors.

The term of the members of the Board of Directors will run until the end of the next Annual General Meeting. All nominated persons have given their consent to the election.

The presentation and shareholdings of the persons nominated for the Board of Directors are available at Talenom Plc's website.

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

The Board of Directors proposes to the Annual General Meeting that the auditor be remunerated according to the reasonable invoice approved by the company.

## **15. Election of auditor**

The Board of Directors proposes to the Annual General Meeting that KPMG Oy Ab, authorised public accountant organisation, be re-elected as the auditor of the company, with Juho Rautio, authorised public accountant, as the principal auditor.

The term of the auditor will run until the end of the next Annual General Meeting.

## **16. Share issue without payment**

The Board of Directors proposes to the Annual General Meeting that in order to enhance the liquidity of the company's share, new shares shall be issued to the shareholders without payment in proportion to their holdings so that five (5) new shares will be issued for each share. In the share issue without payment, new shares will similarly be issued without payment to the company on the basis of treasury shares held by the company.

Based on the number of shares as at the date of this notice, a total of 34 863 360 new shares will be issued. The shares shall be issued to the shareholders who are registered in the shareholders' register maintained by Euroclear Finland Ltd on the record date of the share issue on 27 February 2020. The share issue without payment will be executed in the book-entry system and will not require any actions by the

shareholders. The registration of the new shares in the trade register is planned to occur on 27 February 2020 and the registration of the new shares in the shareholders' book-entry accounts is planned to occur on 28 February 2020. The new shares will generate shareholder rights when they have been registered in the trade register and in the shareholders' book-entry accounts, but the new shares do not entitle their holders to the dividend payments as defined in section 9 above.

#### **17. Authorising the Board of Directors to decide on the repurchase of own shares**

The Board of Directors proposes that the Annual General Meeting authorise the Board of Directors to resolve on the repurchase of a maximum of 300,000 shares in the company in one or several tranches using the company's unrestricted shareholders' equity. The shares will be repurchased otherwise than in proportion to the shareholdings of the shareholders in public trading arranged by Nasdaq Helsinki Ltd for the market price at the moment of purchase.

It is proposed that the authorisation remain valid until the closing of the next Annual General Meeting, but no longer than until 30 June 2021. The authorisation replaces the previous authorisation to repurchase own shares granted by the Annual General Meeting on 26 February 2019.

If the Annual General Meeting does not approve the share issue without payment as per section 16 of this notice, the Board of Directors proposes that the maximum amount for the authorisation to repurchase shall be 50,000 shares, all other conditions remaining as per the above proposal.

#### **18. Authorising the Board of Directors to resolve on share issues and issues of option rights and other special rights entitling to shares**

The Board of Directors proposes that the Annual General Meeting authorise the Board of Directors to resolve on the issuance of shares and the issuance of special rights entitling to shares as referred to in Chapter 10 Section 1 of the Finnish Limited Liability Companies Act in one or several tranches, either against payment or without payment.

The aggregate amount of shares to be issued, including the shares to be received based on special rights, must not exceed 1,800,000 shares. The Board of the Directors may resolve to issue new shares or to transfer own shares possibly held by the company. The proposed maximum amount of the authorisation corresponds to approximately 4.3 per cent of all shares in the company, assuming that the Annual General Meeting approves the share issue without payment as per section 16 of this notice.

The Board of Directors is authorised to decide on all other matters related to the issuance of shares and special rights entitling to shares, including the right to deviate from the pre-emptive right of shareholders to subscribe for shares to be issued. The authorisation is proposed to be used for the purposes of paying purchase prices of corporate acquisitions, share issues directed to personnel or share award schemes or for other purposes decided by the Board of Directors.

It is proposed that the authorisation remain valid until the closing of the next Annual General Meeting, but no longer than until 30 June 2021. The authorisation revokes all previous unused authorisations to resolve on the issuance of shares, option rights and other special rights entitling to shares.

If the Annual General Meeting does not approve the share issue without payment as per section 16 of this notice, the Board of Directors proposes that the maximum amount for the authorisation to resolve on the

issuance of shares and the issuance of special rights entitling to shares as referred to in Chapter 10 Section 1 of the Finnish Limited Liability Companies Act shall be 300,000 shares in the company. In that case, the proposed maximum amount of the authorisation corresponds to approximately 4.3 per cent of all shares in the company based on the number of shares as at the date of this notice, all other conditions remaining as per the above proposal.

## **19. Amendment of the Articles of Association**

The Board of Directors proposes to the Annual General Meeting that the Articles of Association of the company be amended in order to, among other things, expand the field of business of the company and enable the increase of the number of members that can be elected to the Board of Directors. The Board of Directors proposes that sections 3 and 4 of the Articles of Association be amended to read as follows:

“3 § The company’s field of business

The company engages, both directly and through its subsidiaries, in accounting services, housing management, business consulting, company brokerage, insurance brokerage and auditing, financing activities as well as brokerage of financing and other services and products, payment service activities as stated in the Finnish Payment Services Act, sale and brokerage of services and products as well as IT, archiving and destroying services and related consultancy and rental activities. The company may own and administer real estate, shares and securities and engage in related trading and provide consulting services to the group’s subsidiaries in relation to strategy, management, financing, financial administration, human resources management or other sector of business activities.”

“4 § Board of Directors of the company

The company has a Board of Directors, consisting of at least four (4) and no more than eight (8) ordinary members. The term of the Board of Directors will end at the closing of the next Annual General Meeting following the election.”

## **20. Closing of the Meeting**

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

The proposals for the decisions on the aforementioned matters on the above agenda of the Annual General Meeting, this notice and the financial statements, the report of the Board of Directors and the auditor’s report are available at Talenom Plc’s website at [www.talenom.fi](http://www.talenom.fi) from 3 February 2020.

The proposals for decisions and the other above-mentioned documents are also available at the Annual General Meeting, and they can be uploaded and printed from the company’s website.

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

#### **Shareholders registered in the shareholders’ register**

Each shareholder, who is registered on 13 February 2020 (the record date of the Annual General Meeting) in the shareholders’ register maintained by Euroclear Finland Ltd, has the right to participate in the Annual

General Meeting. A shareholder, whose shares are registered on his/her Finnish book-entry account, is registered in the shareholders' register of the Company.

Changes in shareholdings occurring after the record date of the Annual General Meeting will not affect the right to attend the Annual General Meeting or the number of votes of the shareholder.

Shareholders are requested to notify their participation in the Annual General Meeting at <https://www.talenom.fi/en/general-meetings> no later than by Thursday 20 February 2020 at 4:00 p.m.

The personal data provided to Talenom Plc will only be used in connection with the Annual General Meeting and with the processing of related registrations.

The shareholder, his/her authorised representative or proxy representative must be able to prove his/her identity and/or right of representation at the meeting where necessary.

### **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 would be entitled to be registered in the shareholders' register of the company held by Euroclear Finland Ltd on 13 February 2020 (the record date of the Annual General Meeting). The right to participate in the Annual General Meeting requires, in addition, that the shareholder has been registered into the temporary shareholders' register held by Euroclear Finland Ltd on the basis of such shares at the latest by 20 February 2020 at 10:00 a.m. 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 from his/her custodian bank all necessary instructions regarding the registration in the temporary shareholders' register of the company, the issuing of proxy documents and registration for the Annual General Meeting. The account management organisation of the custodian bank has to register a holder of nominee registered shares, who wants to participate in the Annual General Meeting, into the temporary shareholders' register of the company at the latest by the time stated above 20 February 2020 at 10:00 a.m.

### **Proxy representatives and powers of attorney**

A shareholder may participate in the Annual General Meeting and exercise his/her rights at the 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. 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 originals before the end of the registration period 20 February 2020 at 16:00 p.m. to Talenom Oyj, Annual General Meeting, Yrttipellontie 2, FI-90230 Oulu, Finland.

### **OTHER 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 the right to request information with respect to the matters to be considered at the meeting.

On the date of this notice to the Annual General Meeting, the total number of shares and votes in Talenom Plc is 6,972,672.

In Helsinki, 3 February 2020

TALENOM PLC  
Board of Directors

**Further information:**

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Talenom Plc is an accounting firm established in 1972. Talenom offers a wide range of accounting services as well as other expert and advisory services to support its clients' business. The company has its own software development and it provides its clients with electronic financing tools.

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Remuneration policy

