

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

Talenom Plc, Stock exchange release, 8 February 2021 at 15:00 p.m. EET

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 3 March 2021 at 10:00 a.m. at Töölönlahdenkatu 2, 00100 Helsinki. Shareholders and their proxy representatives may participate in the Annual General Meeting and exercise their shareholder rights only by voting in advance and by submitting counterproposals and asking questions in advance in accordance with this notice and other instruction given by the company. It is not possible to participate in the meeting in person. However, it is possible for the shareholders to follow the Annual General Meeting on the internet via video connection. Shareholders following the meeting in this way are not considered to participate in the Annual General Meeting. Instructions for shareholders to attend and follow the Annual General Meeting on the internet are provided under section C "Instructions for the participants in the Annual General Meeting".

The Board of Directors of the company has resolved on exceptional meeting procedures based on the so-called temporary act which came into force on 3 October 2020. In order to prevent the spread of the COVID-19 pandemic, the Board of Directors has resolved to take the measures allowed by the said legislation so that the Annual General Meeting can be held in a predictable manner while ensuring the health and safety of the shareholders, employees and other stakeholders of the company.

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

Jyrki Tähtinen will serve as chairperson of the meeting. In the event Jyrki Tähtinen is prevented from serving as the chairperson for a weighty reason, the Board of Directors will appoint the person they deem the most suitable to serve as the chairperson.

3. Election of person to scrutinize the minutes and to supervise the counting of votes

Matti Eilonen will scrutinize the minutes and supervise the counting of the votes. In the event Matti Eilonen is prevented from scrutinizing the minutes and supervising the counting of the votes for a weighty reason, the Board of Directors will appoint the person they deem the most suitable to scrutinize the minutes and supervise the counting of the votes.

4. Recording the legality of the meeting

5. Recording the attendance at the meeting and adoption of the list of votes

Shareholders who have voted in advance within the advance voting period and who are entitled to participate in the Annual General Meeting in accordance with Chapter 5, Sections 6 and 6 a of the Limited Liability Companies Act will be deemed shareholders participating in the meeting.

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 2020

Presentation of the review by the CEO.

As participation in the Annual General Meeting is possible only in advance, the Annual Report published on 8 February 2021, which includes the company's financial statements, the report of the Board of Directors and the auditor's report is deemed to have been presented to the Annual General Meeting. The document is available on the company's website.

7. Adoption of the financial statements

The Board of Directors proposes that the Annual General Meeting adopts the financial statements of the parent company and the consolidated financial statements.

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 0.15 per share be paid for the financial year 1 January–31 December 2020. Undistributed profits shall remain in equity.

The dividend will be paid to shareholders who on the dividend record date, 5 March 2021, 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 12 March 2021. Dividend shall not be paid to treasury shares held by the company.

9. Resolution on the discharge of the members of the Board of Directors and the President and CEO from liability for the financial year 2020

10. Consideration of the Remuneration Report for governing bodies

The Remuneration Report for the company's governing bodies is available at <https://www.talenom.fi/en/investors/general-meetings/>.

11. Resolution on the 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.

12. Resolution on the number of members of the Board of Directors

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 members of the Board of Directors

The Board of Directors proposes to the Annual General Meeting that Harri Tahkola, Mikko Siuruainen, Olli Hyypä, Johannes Karjula and Sampsa Laine, all current members of the Board of Directors, be re-elected as the members of the Board of Directors and that Elina Tourunen be elected as new member of the Board of Directors. Shareholders representing approximately 34.4 per cent of shares and votes in the company have announced their intention to support the Board of Directors proposal.

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. 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 150,000 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 2022. The authorisation replaces the previous authorisation to repurchase own shares granted by the Annual General Meeting on 25 February 2020.

17. 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 2,100,000 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 4.8 per cent of all shares in the company.

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 to issue share options 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 2022. The authorisation revokes all previous unused authorisations to resolve on the issuance of shares, option rights and other special rights entitling to shares.

18. 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 and this notice are available at Talenom Plc's website at www.talenom.fi/en/investors/general-meetings/. Talenom Plc's Annual Report, financial statements, the report of the Board of Directors and the auditor's report as well as the remuneration report will be available on the above-mentioned website as of 8 February 2021. A copy of the Annual Report will be sent to shareholders upon request. The minutes of the Annual General Meeting will be available on the above-mentioned website as of 17 March 2021 at the latest.

C. INSTRUCTIONS FOR THE PARTICIPANTS IN THE ANNUAL GENERAL MEETING

Shareholders registered in the shareholders' register

A shareholder can participate in the Annual General Meeting and exercise shareholder rights only by voting in advance or by voting in advance through a proxy in the manner described below. A video connection link, password and instructions on how to follow the meeting via a video connection will be sent by email and text message to the email address and mobile phone number provided by the subscriber. The video connection link to follow the Annual General Meeting will only be provided to those shareholders who have been registered in the shareholders' register on the record date of the Annual General Meeting. Shareholders following the meeting via a video connection are not considered to participate in the Annual General Meeting unless they have also registered and voted in advance in accordance with this notice.

1. Shareholders registered in the shareholders' register

Each shareholder who is registered on 19 February 2021 (record date of the Annual General Meeting) in the shareholders' register of the company held by Euroclear Finland Oy has the right to participate in the Annual General Meeting. A shareholder whose shares are registered on his/her personal Finnish book-entry account is registered in the shareholders' register of the Company. A shareholder can participate in the Annual General Meeting and exercise shareholder rights only by voting in advance or by voting in advance through a proxy in the manner described below.

2. Registration and advance voting

Registration for the meeting and advance voting will begin on 16 February 2021 when the deadline for submitting counterproposals subject for voting has passed. A shareholder, who is registered in the shareholders' register of the company and who wants to participate in the Annual General Meeting by voting in advance must register for the meeting and vote in advance by 24 February 2021 at 16:00 p.m. Finnish time, by which time the registration shall be completed and votes need to be received.

When registering, requested information such as the name of the shareholder, personal identification number and contact information, must be notified. The personal data submitted to Talenom Plc and Innovatics Ltd will be used only in connection with the Annual General Meeting and with the processing of related registrations.

Shareholders, who has a personal Finnish book-entry account, can register and vote in advance on certain items on the agenda of the Annual General Meeting from 16 February 2021 until 16:00 p.m. Finnish time on 24 February 2021 by the following means:

a) through the company's website: www.talenom.fi/en/investors/general-meetings/.

Strong identification with Finnish or Swedish bank IDs or mobile IDs is required for electronic registration and advance voting of shareholders or his/her legal or proxy representatives.

b) by email

A shareholder voting in advance by email must submit the advance voting form available on the company's website at www.talenom.fi/en/investors/general-meetings/ by email to agm@innovatics.fi.

If the shareholder participates in the Annual General Meeting by submitting the advance votes to Innovatics Ltd by email, the submission of votes before the end of the notification of participation and advance voting period also constitutes due registration for the Annual General Meeting, provided that the required information for the participation listed above is given.

Additional information about the registration and voting in advance is available by phone +358 10 2818 909 from Monday to Friday at 9:00 a.m. – 12:00 noon and 13:00 – 16:00 p.m. Finnish time.

3. Proxy representative 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 may also attend to the meeting only by voting in advance on behalf of the shareholder as described in this notice. A proxy representative must identify to the electronic registration service and advance voting in person using strong identification, after which he/she is able to complete the registration and vote in advance on behalf of the shareholder he/she represents. A proxy representative shall produce a dated proxy authorization document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder at the Annual General Meeting. The right of legal representation can be demonstrated by utilising the suomi.fi e-authorisation service available in the electronic registration service.

If a shareholder participates in the Annual General Meeting by means of several proxy representatives representing the shareholder with shares on different securities accounts, the shares in respect of which each proxy representative represents the shareholder shall be identified in connection with the registration.

The template for the proxy and the voting form will be available on the company's website on 16 February 2021 at latest when the deadline for submitting counterproposals subject for voting has passed. Possible proxies are requested to be submitted to agm@innovatics.fi before the end of the registration period, by which time the proxies need to be received.

Submitting a proxy to the company before the end of the notification of participation period constitutes due registration for the Annual General Meeting, provided that the required information for the participation listed in this notice is given.

4. 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 on the record day of the Annual General Meeting, i.e. 19 February 2021, would be entitled to be registered in the shareholders' register of the company held by Euroclear Finland Ltd. The right to participate in the Annual General Meeting requires, in addition, that the shareholder on the basis of such shares has been registered into the temporary shareholders' register held

by Euroclear Finland Ltd by 26 February 2021 at 10:00 a.m. Finnish time. With regards to nominee registered shares, this constitutes due registration for the Annual General Meeting. Any changes in the ownership of shares after the record date of the Annual General Meeting do not affect the right to participate in the meeting or the number of votes of the shareholder.

A holder of nominee registered shares is advised to request without delay necessary instructions regarding the registration in the temporary shareholder's register of the company, the issuing of proxy documents and registration for the Annual General Meeting from his/her custodian bank. The account management organization of the custodian bank has to temporarily register a holder of nominee registered shares, who wants to participate in the Annual General Meeting, into the shareholders' register of the company no later than the time stated above and to arrange voting in advance on behalf of the holder of nominee registered shares. Further information is available on the company's website at www.talenom.fi/en/investors/general-meetings/.

5. Other instructions and information

Shareholders who hold at least one hundredth of all the shares in the company have a right to make a counterproposal on the agenda items, to be placed for a vote. Such counterproposals are required to be sent to the company by email to agm@talenom.fi no later than by 11 February 2021 at 16.00 p.m. In connection with making a counterproposal, shareholders are required to provide adequate evidence of their shareholding. The counterproposal will be placed for a vote subject to the shareholder having the right to participate in the Annual General Meeting and that the shareholder holds at least one hundredth of all shares in the company on the record date of the Annual General Meeting. Should the counterproposal not be placed for a vote at the meeting, advance votes in favour of the proposal will not be taken into account. The company will on 16 February 2021 publish on its website at www.talenom.fi/en/investors/general-meetings/ the counterproposals, if any, that may be voted on.

A shareholder has the right to ask questions pursuant to Chapter 5, Section 25 of the Finnish Limited Liability Companies Act on topics to be considered by the Annual General Meeting by delivering such questions by email to agm@talenom.fi until 17 February 2021 at 16.00 p.m. Finnish time by which time the questions must have been received. Such questions from shareholders and the company's management's answers to them, and any counterproposals that have not been placed for a vote will be available on the company's website at www.talenom.fi/sijoittajat/yhtiokokoukset on 22 February 2021 at the latest. In connection with asking questions and making counterproposals, shareholders are required to provide adequate evidence of their shareholding.

On the date of this notice to the Annual General Meeting, the total number of shares and votes in Talenom Plc is 43,351,587.

In Helsinki, 8 February 2021

TALENOM PLC
Board of Directors

Further information:

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Talenom is an agile and progressive accounting firm established in 1972. Our business idea is to make day-to-day life easier for entrepreneurs with the easiest-to-use digital tools on the market and highly automated services. In addition to comprehensive accounting services, we support our customers' business with a wide range of expert services as well as financing and banking services. Our vision is to provide unbeatable accounting and banking services for SMEs.

Talenom has a history of strong growth – the average annual increase in net sales was approximately 15.5% between 2005 and 2020. At the end of 2020, Talenom had 912 employees in Finland and Sweden at a total of 47 locations. Talenom's share is quoted on the main list of the Helsinki Stock Exchange.

DISTRIBUTION:

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Main media

www.talenom.fi

