

Proposal to the Annual General Meeting 15 May 2019

## PROPOSAL BY THE BOARD OF DIRECTORS TO AUTHORIZE THE BOARD OF DIRECTORS TO DECIDE ON THE ISSUANCE OF SHARES AND OTHER SPECIAL RIGHTS ENTITLING TO SHARES

The Board of Directors proposes that the Annual General Meeting resolve to keep the authorizations to the Board of Directors at the level originally granted by the Extraordinary General Meeting of Shareholders on 14 September 2017 and the Annual General Meeting of Shareholders on 30 May 2018 and that the authorizations be in force for a period of 5 years from the Annual General Meeting. The Board of Directors accordingly proposes that the Annual General Meeting resolve to grant the following authorizations:

### **a. Authorization replacing the authorization granted by the Extraordinary General Meeting of Shareholders on 14 September 2017**

The Board of Directors proposes to the Annual General Meeting that the Board of Directors be authorized to decide to issue and/or convey a maximum of 900,000,000 new shares and/or the company's own shares either against payment or for free in one or several transactions.

New shares may be issued and the company's own shares may be conveyed to the company's shareholders in proportion to their current shareholdings in the company or in deviation of the shareholders' pre-emption right (directed share issue). The authorization is proposed to be used to secure the continuity of the company's operations and to strengthen the company's capital structure and it can be also used as part of the company's incentive schemes in the extent and manner decided by the Board of Directors.

The Board of Directors may also decide on a free share issue to the company itself. The number of shares issued to the company shall be a maximum of 1/10 of all the company's shares.

The Board of Directors is authorized, within the limits of the above described authorization, to grant also special rights referred to in chapter 10, section 1 of the Companies Act, which carry the right to receive, against payment, new shares of the company or the company's own shares held by the company in such a manner that the subscription price of the shares is paid in cash or by using the subscriber's receivable to set off the subscription price.

The subscription price of the new shares and the consideration payable for the company's own shares may be recorded partially or fully in the reserve for invested non-restricted equity or in the share capital to the extent and in the manner decided by the Board of Directors.

The Board of Directors decides on the other terms and conditions related to the share issues and granting of the special rights.

The authorization is valid for a period of five years from the date of the Annual General Meeting.

If the Annual General Meeting approves the proposed authorization, it will revoke the authorization granted by the Extraordinary General Meeting on 14 September 2017.

## **b. General authorization**

The Board of Directors proposes to the Annual General Meeting to authorize the Board of Directors to decide to issue and/or convey a maximum of 100,000,000 new shares and/or the company's own shares either against payment or for free in one or several transactions.

New shares may be issued and the company's own shares may be conveyed to the company's shareholders in proportion to their current shareholdings in the company or in deviation of the shareholders' pre-emption right (directed share issue).

The Board of Directors may also decide on a free share issue to the company itself. The number of shares issued to the company shall be a maximum of 1/10 of all the company's shares.

The Board of Directors is authorized, within the limits of the above described authorization, to grant also special rights referred to in chapter 10, section 1 of the Companies Act, which carry the right to receive, against payment, new shares of the company or the company's own shares held by the company in such a manner that the subscription price of the shares is paid in cash or by using the subscriber's receivable to set off the subscription price.

The subscription price of the new shares and the consideration payable for the company's own shares may be recorded partially or fully in the reserve for invested non-restricted equity or in the share capital to the extent and in the manner decided by the Board of Directors.

The Board of Directors decides on the other terms and conditions related to the share issues and granting of the special rights.

The authorization is valid for a period of five years from the date of the Annual General Meeting.

If the Annual General Meeting approves the proposed authorization, it will revoke the authorization granted by the Annual General Meeting of Shareholders on 30 May 2018, but will not revoke the authorization granted to the Board of Directors above in item 15 a.

In Espoo, 24 April 2019

TECNOTREE CORPORATION  
The Board of Directors