

NOTICE TO THE ANNUAL GENERAL MEETING AND PROPOSALS TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2019 – Meeting of the board of directors of Taaleri Plc on 13 February 2019

Proposal of the Board of Directors to summon the Annual General Meeting, proposals to the Annual General Meeting 2019 and the notice to the Annual General Meeting

It was resolved to invite the shareholders of Taaleri Plc to the Annual General Meeting to be held on Wednesday, 20 March 2019 at 4 pm at Savoy Theatre, at the address Kasarmikatu 46, 00130 Helsinki, Finland.

It was noted that no demands from shareholders to have matters dealt with by the Annual General Meeting have been received by the due date (31 January 2019).

It was resolved to approve the proposals of the Board of Directors to be made to the Annual General Meeting and the notice to the Annual General Meeting (attached).

It was resolved to publish the notice to the Annual General Meeting on 14 February 2019.

APPENDIX:

NOTICE TO THE ANNUAL GENERAL MEETING

Date Wednesday, 20 March 2019 at 4.00 p.m.

Place Savoy Theatre, Kasarmikatu 46, 00130 Helsinki, Finland

The shareholders of Taaleri Plc are invited to attend the Annual General Meeting to be held on Wednesday, 20 March 2019 at 4.00 p.m. at Savoy Theatre, at the address Kasarmikatu 46, 00130 Helsinki, Finland.

The reception of shareholders who have registered to attend the meeting and the distribution of voting tickets will start at 2.00 p.m.

A. MATTERS ON THE AGENDA OF THE ANNUAL GENERAL MEETING

1. **Opening of the meeting**
2. **Calling the meeting to order**
3. **Election of persons to scrutinise the minutes and supervise the counting of votes**
4. **Recording the legality of the meeting**
5. **Recording the attendance at the meeting and adoption of list of votes**
6. **Presentation of the financial statements, the report of the Board of Directors and the auditor's report for 2018**
Review by the CEO
7. **Adoption of the financial statements**
8. **Resolution on the use of profit shown on the balance sheet as well as payment of a dividend**

The Board of Directors proposes that a dividend of EUR 0.30 per share be paid based on the balance sheet adopted for the financial year ended 31 December 2018. The dividend will be

9. **Resolution on the discharge from liability of members of the Board of Directors and the CEO**

10. Resolution on the remuneration of members of the Board of Directors

The Nomination Committee of the Board of Directors has proposed that the members of the Board of Directors be paid annual remuneration as follows:

- Chairman of the Board EUR 50,000 per year
- Deputy Chairman of the Board EUR 36,000 per year
- Chairman of the Audit Committee EUR 36,000 per year
- Member of the Board EUR 30,000 per year

The annual remuneration will cover the entire term of office and Committee work.

The annual remuneration will not be paid to members of the Board who belong to the company's executive management.

The Nomination Committee of the Board of Directors proposes additionally, that travel and accommodation expenses of the members are paid against invoices when the meeting of the Board of Directors and the Committees takes place outside members' domicile

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

The Nomination Committee of the Board of Directors has proposed that the number of the members of the Board of Directors be confirmed as seven (7).

12. Election of the members of the Board of Directors

The Nomination Committee of the Board proposes that the current members of Board of Directors, Peter Fagnäs, Juha Laaksonen, Vesa Puttonen, Hanna Maria Sievinen and Tuomas Syrjänen, be re-elected to the Board of Directors. Further, the Nomination Committee of the Board proposes that Elina Björklund and Juhani Elomaa be elected as new members of the Board.

The term of office of members of the Board of Directors expires at the end of the Annual General Meeting that follows their election.

The above-mentioned nominees have agreed to their membership of the Board of Directors.

The Board of Directors has assessed the director nominees' independence based on the Corporate Governance Code issued by the Finnish Securities Market Association in 2015. According to the evaluation carried out by the Board, all director nominees are independent of the Company's significant shareholders. In addition, according to the Board's director-specific overall evaluation, the director nominees, except for Juhani Elomaa, are independent of the Company including Peter Fagnäs, although he has been a member of the Board of Directors for over 10 consecutive years. Based on the Board's overall evaluation, independence of Peter Fagnäs is not compromised due to his long service history, and no other factors or circumstances have been identified that could impair his independence. Juhani Elomaa, as the managing director of the company, is not independent of the company.

Information regarding the nominees is provided on the company's website at the address www.taaleri.com.

13. Election of the chairman and deputy chairman of the Board of Directors

The Nomination Committee of the Board proposes that Peter Fagnäs be elected as the chairman of the Board of Directors.

The Nomination Committee of the Board proposes that Juha Laaksonen and Juhani Elomaa be elected as a deputy chairman so that Juha Laaksonen will be the company's deputy chairman until Juhani Elomaa ceases to be the managing director of Taaleri Plc. After that, Juhani Elomaa will be the deputy chairman of the Board of Directors.

14. Resolution on the remuneration of the auditor

The Audit Committee of the Board proposes that the remuneration of the auditor be paid against invoices approved by the company.

15. Election of the auditor

The Audit Committee of the Board proposes that Ernst & Young Oy, a firm of authorised public accounts, be re-elected as the company's auditor for a term ending at the close of the next Annual General Meeting.

Ernst & Young Oy has announced that Ulla Nykky, Authorised Public Accountant, would continue as the auditor with principal responsibility.

16. Authorising the Board of Directors to decide on the purchase of the company's treasury shares

The Board of Directors proposes that it be authorised to decide on the purchase of the company's treasury shares using assets belonging to unrestricted equity on the following conditions:

Up to 2,000,000 shares may be purchased, corresponding to 7.05% of all the company's shares. The purchase may be made in one or more instalments.

The purchase price per share shall be the price given on the Helsinki Stock Exchange or another market-based price.

The shares may be acquired to develop the company's capital structure, to finance or implement corporate acquisitions, investments or other arrangements related to the company's business operations, to be used as part of the company's incentive scheme, or to be cancelled if justified from the point of view of the company and its shareholders.

The authorisation issued to the Board of Directors includes the right to decide whether the shares will be acquired in a private placement or in proportion to the shares owned by shareholders. The acquisition may take place through private placement only if there is a weighty financial reason for it from the company's perspective.

The Board of Directors has the right to decide on other matters concerning the purchase of shares.

This authorisation is valid for 18 months from the date of the close of the Annual General Meeting.

This authorisation cancels the authorisation to purchase the company's treasury shares issued at the General Meeting of 21 March 2018.

17. Authorising the Board of Directors to decide on share issue

The Board of Directors proposes that it be authorised to decide on the issue of new shares and the assignment of treasury shares in the possession of the company on the following terms:

The Board of Directors may issue new shares and assign treasury shares in the possession of the company up to a maximum of 2,500,000 shares, corresponding to 8.82% of all the company's shares.

The new shares may be issued and the treasury shares possessed by the company may be assigned to the company's shareholders in proportion to their ownership of shares or deviating from the shareholder's pre-emptive subscription right in a private placement, if there is a weighty financial reason for it from the point of view of the company,

such as using the shares as consideration in potential corporate acquisitions or other arrangements that are part of the company's business operations, or to finance investments or as part of the company's incentive scheme.

The Board of Directors may also decide on a free-of-charge share issue to the company itself.

The new shares may be issued and the shares possessed by the company may be assigned either against payment or without payment. A private placement may only be without payment if there is an especially weighty reason for it from the point of view of the company and taking into account the benefit of all its shareholders.

The Board of Directors will decide on all other factors related to share issues and the assignment of shares.

It is proposed that the authorisation be valid until the end of the next Annual General Meeting, however no longer than 30 June 2020.

This authorisation cancels the authorisation issued at the General Meeting on 21 March 2018.

18. Establishing a permanent Shareholders' Nomination Board

The Board of Directors proposes that the Annual General Meeting would resolve to establish a permanent Shareholders' Nomination Board which main duties shall include preparing and presenting proposals covering the election and remuneration of the members of the company's Board of Directors to an Annual General Meeting and, where needed, to an Extraordinary General Meeting as well as identifying successors for existing members of the Board.

According to the proposal, the Nomination Board shall consist of three (3) members that represent the company's biggest shareholders. Nomination right belongs to the three shareholders who hold the largest number of votes calculated of all shares in the company on the basis of the registered holdings in the company's shareholders' register held by Euroclear Finland Ltd or based on information represented by the nominee registered shareholders as of the last weekday in August in the year preceding the next annual general meeting. Should a shareholder not wish to use its nomination right, the right may be transferred by the chairman of the Board of Directors to the next largest shareholder who would otherwise not have a nomination right. In case two shareholders have an equal number of votes and the representatives of both such shareholders cannot be appointed to the Nomination Board, the decision between them shall be made by drawing lots.

The chairman of the company's Board of Directors shall request each of the three largest shareholders to appoint one member to the Nomination Board. The chairman of the Board of Directors shall convene the first meeting of the Nomination Board and act as the chairman of the Nomination Board until the Nomination Board has elected a chairman from among its members who shall be responsible for convening subsequent meetings. The chairman of the Board of Directors can act as the Nomination Board's expert member upon request of the Nomination Board.

The Nomination Board shall serve until further notice unless otherwise decided by the General Meeting. Its members shall be elected annually and their term of office shall end when new members are elected to replace them.

The Board of Directors further proposes that the Annual General Meeting would resolve to adopt the Charter of Shareholders' Nomination Board which will stipulate the nomination process and composition of the Nomination Board and determine duties and responsibilities of the Nomination Board. The Charter proposed by the Board of Directors is available on the Taaleri Plc's website at the address <http://www.taaleri.com/home/investor-relations/general-meetings>.

19. Closing of the meeting

B. MATERIALS FOR THE ANNUAL GENERAL MEETING 2019

The above-mentioned proposals for decisions on the matters in the agenda of the Annual General Meeting as well as this notice are available to shareholders on the Taaleri Plc's website at the address <http://www.taaleri.com/home/investor-relations/general-meetings>. Taaleri Plc's financial statements, report of the Board of Directors and the auditor's report is available at the latest on 27 February 2019 on the aforementioned website and at the company's head office at the address Kasarmikatu 21 B, 00130 Helsinki, Finland. Proposals for decisions made to the Annual General Meeting and the financial statement documents will also be available at the Annual General Meeting.

The minutes of the Annual General Meeting will be available to shareholders on the aforementioned website at the latest on 3 April 2019.

C. INSTRUCTIONS FOR PARTICIPANTS IN THE ANNUAL GENERAL MEETING

1 Right to attend and registration

Shareholders recorded in the list of shareholders maintained by Euroclear Finland Ltd. on 8 March 2019 will be entitled to attend the Annual General Meeting. Shareholders with shares registered in a personal Finnish book-entry account are included in the company's list of shareholders.

Shareholders included in the company's list of shareholders who wish to attend the Annual General Meeting are required to register their intention to attend the meeting by 10.00 a.m. on 15 March 2019.

How to register for the Annual General Meeting:

- via the website at the address (registration opens on 14 February 2019)
- by phone: 0800 552 135, Monday to Friday 9.00 a.m. – 4.00 p.m.; or
- by letter to the address Taaleri Plc, Annual General Meeting, Kasarmikatu 21 B, 00130 Helsinki, Finland

When registering to attend the Annual General Meeting, individuals are required to provide the following information: the shareholder's name, personal identity/business identity number, address and phone number and the name and personal identity number of any representative or proxy. Any personal information will only be used in connection with the Annual General Meeting and the related processing of registrations.

Upon request at the meeting venue, a shareholder, or his or her representative or proxy, must be able to present proof of identity.

2 Shareholders with nominee registered holdings

Shareholders with nominee registered holdings are entitled to attend the Annual General Meeting on the basis of their shares held on the record date, 8 March 2019, that would entitle them to be included in the list of shareholders maintained by Euroclear Finland Ltd. Attendance also requires that these shareholders are included temporarily in the list of shareholders maintained by Euroclear Finland Ltd by 10 a.m. on 15 March 2019. This is deemed to be the registration of a shareholder with nominee registered holdings to attend the Annual General Meeting.

Shareholders with nominee registered holdings are encouraged to request from their custodian bank the necessary instructions concerning temporary registration in the list of shareholders, the issuing of a letter of proxy and how to register to attend the Annual General Meeting. The account management organisation of the custodian bank should register any shareholders with nominee registered holdings who wish to attend the Annual General Meeting in the list of shareholders no later than the deadline given above.

3 Proxy representative and letters of proxy

A shareholder is entitled to attend the Annual General Meeting and exercise his or her rights at the meeting by way of proxy representation. A proxy representative is required to present a dated letter of proxy, or otherwise show in a reliable manner that he or she is entitled to represent a shareholder. In the event that a shareholder is represented by more than one proxy representing shares held in different book-entry accounts, each proxy must state which shares he or she represents when registering to attend the Annual General Meeting.

Originals of shareholders' letters of proxy are asked to be submitted before the end of the registration period at the address Taaleri Plc, Annual General Meeting, Kasarmikatu 21 B, 00130 Helsinki, Finland.

4 Other instructions and information

Shareholders attending the Annual General Meeting are entitled under Chapter 5, Section 25 of the Companies Act to present questions to the meeting regarding the items on the agenda.

On the date of issue of the notice to the Annual General Meeting, 14 February 2019, Taaleri Plc had a total of 28,350,620 shares, each of which grants entitlement to one (1) vote at the Annual General Meeting.

Helsinki, 14 February 2019

TAALERI PLC

BOARD OF DIRECTORS