

ROBIT OYJ COMPANY RELEASE 24 FEBRUARY 2016 AT 2.00 P.M.

## **NOTICE TO ROBIT PLC'S ANNUAL GENERAL MEETING 2016**

The shareholders of Robit Plc are hereby invited to the Annual General Meeting to be held on 18 March 2016 beginning at 2 p.m. at Lapland Hotel Tampere at Yliopistonkatu 44, 33100 Tampere. Reception of registered participants and distribution of ballots will commence at 1.30 p.m.

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

The following matters shall be discussed at the 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 and consolidated financial statements, the report of the Board of Directors and the auditor's report for the year 2015
7. Adoption of the financial statements and consolidated financial statements
8. Use of the profit shown in the balance sheet and deciding on the payment of dividends

The Board of Directors proposes that a dividend of EUR 0.04 per share be distributed for the financial year 2015 for shares other than the company's own shares in the company's possession. The total amount of dividend is EUR 631,373.32. Dividend is paid to shareholders who are recorded on the record date 22 March 2016 in the company's shareholders' register held by Euroclear Finland Ltd. The Board of Directors proposes that the dividend be paid on 31 March 2016.

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

The shareholders who together represent over 40% of all the Company's shares and votes have announced to the Board of Directors that they will propose to the General Meeting that the number of Board members be five (5).

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

The shareholders who together represent over 40% of all the Company's shares and votes have announced to the Board of Directors that they will propose to the General Meeting that the remunerations to be paid to the members of the Board of Directors should remain unchanged.

The annual remuneration for the Chairman of the Board is EUR 35,000, of which 40% is paid as shares, and the remaining 60% is advance tax withheld and paid to the tax authority by the Company. In addition, a compensation of EUR 500 is paid per attended meeting. Other costs such as travel and lodging expenses will also be compensated.

The annual remuneration for the Board members is EUR 20,000, of which 40% is paid as shares, and the remaining 60% is advance tax withheld and paid to the tax authority by the Company. In addition, an attendance fee of EUR 500 is paid per attended meeting. Other costs such as travel and lodging expenses will also be compensated.

In addition to these fees, members of the Board of Directors' working committee will receive a monthly remuneration of EUR 750. The Chairman of the Board of Directors shall not be paid the additional working committee remuneration, as this remuneration is already included in his compensation stated above.

The annual remuneration for the entire term of office is paid in December 2016. The part of the remuneration that shall be paid in shares may be paid by issuing new shares in the Company or by acquiring Shares by the authorization given to the Board of Directors by the General Meeting of Shareholders. Primarily, the shares should be paid by acquiring own shares in the public market. The receiver of the remuneration shall pay the transfer tax.

## 12. Election of members of the Board of Directors

The shareholders who together represent over 40% of all the Company's shares and votes have announced to the Board of Directors that they will propose to the General Meeting that Tapio Hintikka, Matti Kotola, Hannu-Kalle Reponen and Harri Sjöholm be re-elected as members of the Board of Directors for a term expiring at the end of the following Annual General Meeting. The Nomination Committee of the Board of Directors further proposes to the General Meeting that Anni Ronkainen be elected as a new member of the Board of Directors for a term expiring at the end of the following Annual General Meeting. The above-mentioned persons have given their consent to the election. Pekka Pohjoismäki has announced that he will no longer be available for re-election to the Board of Directors. Details of the experience and previous duties of the person proposed as the new Board Member as well as of the other candidates are presented on the Company's website [www.robit.fi](http://www.robit.fi).

Anni Ronkainen (born 1966) is a Finnish citizen and holds a Master of Science degree in Economics. She is the Senior Vice President, Chief Digital Officer and member of the group management at Kesko Oyj. She has previously acted as Google's Country Manager in Finland, CEO of McCann Helsinki Group, and Business Group Director of Satama Finland Oy. Ronkainen is a Member of the Board in Sunduka Ltd. and Suomen Asiakastieto Oy, and Deputy Chairman in Nordic Morning. Ronkainen is independent of Robit Plc and its major shareholders

## 13. Electing the Chairman of the Board

The shareholders who together represent over 40% of all the Company's shares and votes have announced to the Board of Directors that they will propose to the General Meeting that Harri Sjöholm be elected as the Chairman of the Board.

## 14. Election of auditor

The Board of Directors has assessed the operations and impartiality of the Company's current auditor, Ernst & Young. The Board of Directors recommends that Ernst & Young be re-elected as the Company's auditor for a term of office expiring at the end of the following Annual General Meeting. The shareholders who together represent over 40% of all the Company's shares and votes have announced to the Board of Directors that they support the election of Ernst & Young as the Company's auditor. Ernst & Young has announced that it will appoint Mikko Järventausta, Authorised Public Accountant, as the Company's principal responsible auditor.

## 15. Resolution on the remuneration of the auditor

The Board of Directors proposes that the auditor's remuneration is paid in accordance with the reasonable invoice approved by the Company.

## 16. Authorizing the Board of Directors to decide on the acquisition of the Company's own shares

The Board of Directors proposes that the General Meeting authorizes the Board of Directors to decide on the acquisition of a maximum of 1,588,390 own shares, in one or several tranches, using the Company's unrestricted shareholder's equity, provided however that the aggregate number of own shares in the possession of the Company at any one time does not exceed 10% of all shares in the Company. This number includes the shares in the possession of the Company and its subsidiary as set out in Chapter 15, section 11(1) of the Limited Liability Companies Act.

Own shares may be acquired in on Nasdaq Helsinki Ltd. at the market price formed in public trading on the date of the acquisition.

The Company's own shares may be acquired in order to be used as payment in corporate acquisitions and as part of the company's incentive programme, and otherwise for further transfer, retention or cancellation.

The Board of Directors is authorized to decide on all other terms and conditions regarding the acquisition of the company's own shares. Based on the authorization, the acquisition of Company's own shares may be made otherwise than in proportion to the share ownership of the shareholders (directed acquisition).

The authorization is effective until 30 June 2017 and cancels the corresponding authorization granted to the Board by the Annual General Meeting on 27 April 2015.

17. Authorizing the Board of Directors to decide on the issuance of shares as well as the issuance of options and other special rights entitling to shares

The Board of Directors proposes that the General Meeting authorizes the Board to decide on the issuance of shares as well as the issuance of options and other special rights entitling to shares referred to in chapter 10, section 1 of the Limited Liability Companies Act, in one or several tranches as follows:

The maximum number of shares to be issued based on this authorization is 1,588,390 shares (including shares to be issued on the basis of options and special rights), which number currently corresponds to approximately 10% of the current shares in the Company. The authorization applies both to the issuance of new shares and rights and to the transfer of the Company's own shares. A share issue may involve the issue of shares against payment or free of charge.

The Company's own shares held as treasury shares and rights may be issued and transferred for example as consideration in corporate acquisitions or as part of its incentive system.

The Board of Directors is authorized to decide on all other terms and conditions regarding the issuance and transfer of the Company's own shares and rights, including on whether the possible subscription price is credited fully or partly to the invested unrestricted equity or to the share capital. The issuance and transfer of own shares and rights may be carried out also in deviation from the shareholders' pre-emptive rights to the Company's shares (directed issue). Based on the authorization, the Board of Directors may also decide on a share issue to the Company without payment.

The authorization remains in force for five years from the end of the General Meeting and cancels the corresponding authorization granted to the Board by the Annual General Meeting on 27 April 2015.

18. Closing of the Meeting

## B. DOCUMENTS OF THE GENERAL MEETING

The above-mentioned proposals for resolution, this invitation to the General Meeting, and Robit Plc's annual report containing the Company's financial statements, report of the Board of Directors and the auditor's report are available on Robit Plc's website at <http://www.robit.fi/investors/financial-information/> by 26 February 2016 at the latest. The proposals and financial statements are available also at the meeting, and copies of them and this invitation will be sent to shareholders upon request. The minutes of the General Meeting will be available on the above-mentioned website at the latest from 1 April 2016 onwards.

## C. INSTRUCTIONS FOR THE PARTICIPANTS TO THE GENERAL MEETING

### 1. The right to participate and registration

The right to attend to the General Meeting is restricted to those shareholders who on the record date on 8 March 2016 are recorded in the company's shareholders' register held by Euroclear Finland Ltd. Shareholders whose shares are registered on their personal Finnish book-entry account are registered in the shareholders' register of the company.

Shareholders wishing to attend the Shareholders' Meeting must notify the company on Friday 11 March 2016, by 4 p.m. at the latest. Shareholders can register for the General Meeting directly by email to [investors@robit.fi](mailto:investors@robit.fi).

In connection with the registration, shareholders shall notify their name, address, telephone number, and the name of any assistant or proxy. Personal data given to Robit Plc is used only in connection with the General Meeting and the related registrations.

Pursuant to Chapter 5, section 25 of the Companies Act, a shareholder who is present at the General Meeting has the right to request information with respect to the matters to be considered at the meeting.

### 2. Proxy representative and power of attorney

Shareholders may participate in the General Meeting and exercise their rights at the meeting by way of proxy representation. Proxy representatives shall produce a dated power of attorney or otherwise prove in a reliable manner their right to represent the shareholder at the General Meeting. Any powers of attorney shall be delivered in originals to Violetta Hänninen, Robit Plc, Vikkiniityntie 9, 33880 Lempäälä, on Friday 11 March 2016 at 4 p.m. at the latest.

### 3. Holders of nominee registered shares

If a holder of nominee registered shares has the right to be recorded in the shareholders' register on the record date 8 March 2016, the shareholder may request as per the instructions of his or her custodian bank that he or she be temporarily recorded in the shareholders' register in order to be able to participate in the General Meeting on 15 March 2016 at 10 a.m. at the latest. If the holder of a nominee is temporarily recorded in the shareholders' register as described above, this constitutes as due registration for the General Meeting above. Holders of nominee registered shares are advised to request in good time necessary instructions regarding the temporary registration in the shareholders' register of the company, the issuing of proxy documents and registration for the General Meeting from their custodian bank.

### 4. Other information

On the date of this invitation, 24 February 2016, the total number of shares in the Company is 15,883,900, carrying 15,883,900 votes. On the date of this invitation, 24 February 2016, there are a total of 99,567 shares in the possession of the Company.

In Lempäälä on 24 February 2016

ROBIT PLC

Board of Directors

For additional information, please contact:

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Skandinaviska Enskilda Banken AB (publ), Helsinki branch acts as the Company's Certified Advisor.

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*Robit is a Finnish company selling and servicing global customers in drilling consumables for applications in tunneling, geothermal heating and cooling, construction, and mining industries. The company's business is divided into Top Hammer, Down the Hole and Digital Services business units. The company has eight own offices and active sales networks in 115 countries. The company has production in Finland and South Korea. The company is listed in Nasdaq Helsinki Ltd's First North Finland marketplace with trading code ROBIT. For more information see [www.robit.fi](http://www.robit.fi).*

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