

**SUMMONS TO ROBIT PLC'S ANNUAL GENERAL MEETING**

The shareholders of Robit Plc are hereby invited to the Annual General Meeting to be held on **Wednesday 22 April 2020** from 2:00 pm onwards at the premises of the Company at Vikkiniityntie 5, 33880 Lempäälä, Finland. The reception of registered participants and the distribution of ballots will commence at 1:30 pm.

A. Matters on the agenda of the general meeting

The following matters will 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 attendance at the meeting and adoption of the list of votes**

**6. Presentation of the financial statements and consolidated financial statements, the annual report and the auditor's report for the year 2019**

Review by the CEO.

**7. The adoption of the financial statements, which also includes the adoption of 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 to the Annual General Meeting that the profit for the financial year 2019 be transferred to the previous accounting period's retained earnings account and that no dividend be paid based on the adopted balance sheet for the financial year 2019.

**9. Resolution to authorise the Board of Directors to distribute funds from the company's invested unrestricted equity fund**

The Board of Directors proposes to the Annual General Meeting that the Annual General Meeting authorise the Board of Directors to resolve that the maximum of EUR 0.03 per outstanding share be paid from the company's distributable funds to the shareholders if the financial position of the Company is favourable to such distribution. The distribution of funds would be executed as repayment of capital from the company's invested unrestricted equity fund. The Board of Directors proposes that the authorisation include the right to decide on all other terms regarding the aforementioned distribution of funds. The Board of Directors proposes that the authorisation remain in force until 31 December 2020. The company currently has 20 935 107 outstanding shares and holds 148 793 treasury shares. The refund of capital to be possibly distributed would therefore amount to EUR 628 053.21.

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

#### **11. Handling the remuneration policy**

Handling of the remuneration policy for governing bodies accepted by the Board of Directors. Remuneration policy is attached to this summons to the Annual General Meeting.

#### **12. Resolution on the number of Board Members**

The Shareholders' Nomination Board proposes to the Annual General Meeting that six (6) members be appointed to the Board of Directors.

#### **13. Resolution on the remuneration of the Board Members**

The Shareholders' Nomination Board proposes to the Annual General Meeting with respect to the amount of the remuneration payable to the Board of Directors and the Chairman of the Board as follows:

The annual remuneration payable to the Chairman of the Board is EUR 35 000, of which 40% will be paid as shares and the remaining 60% as an advance tax withheld and paid to the Finnish Tax Administration by the company. The annual remuneration payable to each Board Member is EUR 30 000, of which 40% will be paid as shares and the remaining 60% as an advance tax withheld and paid to the Finnish Tax Administration by the company. An additional compensation of EUR 500 will be paid to the Board Members and the Chairman of the Board for each board meeting or committee meeting they have attended. Additionally, other costs such as travel and lodging expenses will also be compensated. The annual remuneration for the entire term of office will be paid to the Chairman of the Board and to the Board Members in December 2020. The shares that form part of the remuneration payable to the Chairman of the Board and to the Board Members can be new shares issued by the company or shares acquired thereby pursuant to an authorisation provided to the Board of Directors by the General Meeting. The receiver of the remuneration will pay the applicable transfer tax.

#### **14. Election of the Board Members**

The Shareholders' Nomination Board proposes to the General Meeting that current Board Members Mammu Kaario, Mikko Kuitunen, Kalle Reponen and Harri Sjöholm be re-elected for a new term of office. The Shareholders' Nomination Board further proposes that Kim Gran and Anne Leskelä be elected as new members of the Board of Directors.

The Board Members' term of office will continue until the end of Annual General Meeting held in 2021.

All candidates have consented to being elected to the position of Board Member and all are independent of the company and its significant shareholders except for Harri Sjöholm, who is dependent on the company and on a significant shareholder of the company.

The candidates' profiles are available on Robit Plc's website at [www.robitgroup.com](http://www.robitgroup.com).

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

The Board of Directors proposes to the General Meeting that the remuneration of the elected auditor be paid in accordance with an invoice approved by the company.

#### **16. Election of the 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. Ernst & Young has announced that it intends to appoint Toni Halonen, Authorised Public Accountant, as the company's principal responsible auditor.

#### **17. Authorising the Board of Directors to decide on the acquisition of the company's own shares and/or accepting them as a pledge**

The Board of Directors proposes that the General Meeting authorises the Board of Directors to decide upon the acquisition of a maximum of 2 108 390 of the company's own shares and/or accepting the same number of the company's own shares as a pledge, in one or several tranches, by using the company's unrestricted shareholders' equity. The maximum total of shares that will be acquired and/or accepted as a pledge corresponds to 10% of all shares in the company as of the date of this summons. However, the company cannot, together with its subsidiary companies, own or accept as a pledge altogether more than 10% of its own shares at any point in time. The company's shares may be purchased under this authorisation solely by using unrestricted shareholders' equity.

The shares will be acquired otherwise than in proportion to the share ownership of the shareholders via public trading arranged by Nasdaq Helsinki Ltd at the market price on the

date on which the acquisition is made or otherwise at a price formed on the market. The Board of Directors proposes that this authorisation be used e.g. for the purposes of implementing the company's share-based incentive systems or for other purposes as decided by the Board of Directors.

The Board of Directors proposes that this authorisation be considered to cancel the authorisation granted by the General Meeting on 27 March 2019 to decide on the acquisition of the company's own shares.

The Board of Directors proposes that the authorisation remain in force until the end of the following Annual General Meeting, however, no longer than 30 June 2021.

### **18. Authorising the Board of Directors to decide on a share issue and the issuance of special rights entitling to shares**

The Board of Directors proposes that the Annual General Meeting authorises the Board of Directors to decide on a share issue and on 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 more tranches, either against or without consideration.

The number of shares to be issued, including shares to be issued on the basis of special rights, may not exceed 2 108 390, which amounts to 10% of all shares in the company as of the date of this summons. The Board of Directors may decide to either issue new shares or to transfer any treasury shares held by the company.

The authorisation entitles the Board of Directors to decide on all terms that apply to the share issue and to the issuance of special rights entitling to shares, including the right to derogate from the shareholders' pre-emptive right. The Board of Directors proposes that this authorisation be used e.g. for the purposes of strengthening the company's balance sheet and improving its financial status, implementing share-based incentive schemes or for other purposes as decided by the Board of Directors.

The Board of Directors proposes that the authorisation remain in force until the end of the following Annual General Meeting, however, no longer than 30 June 2021. This authorisation cancels any previously granted, unused authorisations to decide on a share issue and the issuance of options or other special rights entitling to shares.

### **19. Closing of the Annual General Meeting**

#### **B. Documents of the Annual General Meeting**

The aforementioned proposals that are included on the agenda of the General Meeting as well as this summons are available on Robit Plc's website at <https://www.robitgroup.com/fi/?investor=hallinnointi/yhtiokokous>. Robit Plc's financial statements, annual report and auditor's report will be published on the aforementioned

website on 1 April 2020 at the latest. The proposals and other documents referred to above will also be available at the meeting, and copies of them and this summons will be sent to shareholders upon request.

The minutes of the General Meeting will be published on the aforementioned website on 6 May 2020.

## C. Instructions for the participants to the general meeting

### 1. Shareholders registered in the shareholders' register

The right to attend the General Meeting is restricted to a shareholder who, on 8 April 2020 (record date of the General Meeting), is recorded as a shareholder in the company's shareholder register maintained by Euroclear Finland Ltd. Shareholder whose shares are registered in his/her personal Finnish book-entry account is registered in the company's shareholder register.

Changes in shareholdings that take place after the record date of the General Meeting will not affect the shareholders' right to attend the General Meeting or exercise their voting rights at the General Meeting.

Shareholder who is registered in the company's shareholder register and who wish to attend the General Meeting must register for the meeting by giving a prior notice of participation, which has to be received by the company as from 1 April 2020 but no later than 14 April 2020 at 10:00 am.

Shareholders can register for the General Meeting:

- on the company's web page at [www.robitgroup.com](http://www.robitgroup.com), or
- by email at [investors@robitgroup.com](mailto:investors@robitgroup.com).

Personal data given to Robit Plc by shareholders is used only in connection with the General Meeting and with the processing of related registrations. The shareholders and their representatives or proxies must be able to prove their identity and/or right of representation at the meeting, if necessary.

### 2. Advance voting

A shareholder who has a Finnish book-entry account may vote in advance on certain matters included on the General Meeting's agenda via the company's website from 1 April 2020 to 17 April 2020 at 10am.

A shareholder who has voted in advance may not use their right to present questions or the right to request a voting set out in the Finnish Limited Liability Companies Act. If a shareholder has voted in advance, their possibilities to vote on any proposals that may

have been amended after the advance voting has started may be limited unless they are present at the General Meeting in person or by way of proxy representation.

The provisions regarding the electronic advance voting and other instructions thereto are available on the company's website at <https://www.robitegroup.com/investor/robit-as-an-investment/>. The number of the shareholder's book-entry account is required to be able to vote in advance.

### **3. Holders of nominee registered shares**

Holders of nominee registered shares have the right to participate in the General Meeting by virtue of such shares based on which they would on 8 April 2020 (record date of the General Meeting) be entitled to be registered in the company's shareholder register maintained by Euroclear Finland Ltd. In addition, the right to participate in the General Meeting requires that the shareholder on the basis of such shares has been registered in the temporary shareholder register maintained by Euroclear Finland Ltd at the latest by 17 April 2020 at 10:00 am. As regards to nominee registered shares, this is considered to constitute due registration for the General Meeting.

Holders of nominee registered shares are advised to request in good time the necessary instructions regarding the temporary registration in the company's shareholder register, issuing of proxy documents and registration for the General Meeting from their custodian bank. The account management organisation of the custodian bank must register the holders of nominee registered shares who wish to participate in the General Meeting to be temporarily entered in the company's shareholder register at the latest by the time stated above.

### **4. Possibility to watch the General Meeting through video conferencing**

To reduce the risk of infection, shareholders are requested to consider the possibility of watching the General Meeting through video conferencing instead of being present at the meeting in person. If a shareholder decides to watch the General Meeting through video conferencing, the shareholder does not attend the meeting and cannot use their right to present questions set out in the Finnish Limited Liability Companies Act or take part in the voting.

Shareholders can register to watch the General Meeting through a video conference from 1 April 2020 to 21 April 2020 at 4pm. The link and instructions for registration are available on Robit Plc's website at <https://www.robitegroup.com/investor/robit-as-an-investment/>.

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

Shareholders may participate in the General Meeting and exercise their rights at the meeting by way of proxy representation. Proxy representatives must produce a dated power of attorney or otherwise prove in a reliable manner their right to represent the shareholder at the General Meeting. When a shareholder participates in the 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 must be identified in connection with the registration for the General Meeting.

In order to minimise the number of people present at the meeting we recommend that you will use the option to authorise Attorney-at-law Henna Laulunen, Borenius Attorneys Ltd, or a person appointed by her, to represent you and use your right to vote in the meeting. You will find the proxies and instructions on voting at <https://www.robitgroup.com/investor/corporate-governance/general-meeting/>. Shareholders must be registered to the General Meeting in order to use the proxy service recommended by Robit.

Any powers of attorney are requested to be delivered in originals to Robit Plc, Annual General Meeting, Vikkiniityntie 9, 33880 Lempäälä, Finland, or as a PDF-file to [investors@robitgroup.com](mailto:investors@robitgroup.com) before the last date for registration.

## **6. Instructions on how to present questions**

Shareholders are entitled to ask questions on the items on the General Meeting's agenda and on the material available in advance until 16.00 on Tuesday 12 April 2020 in the following manner:

By using the question form on the address <https://www.robitgroup.com/investor/corporate-governance/general-meeting/> and by returning it by email to [investors@robitgroup.com](mailto:investors@robitgroup.com) or by mail to Robit Oyj, Annual General Meeting, Vikkiniityntie 9, 33880 Lempäälä.

## **7. Other instructions and information**

Pursuant to Chapter 5, section 25 of the Finnish Limited Liability 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. On the date of this summons, Robit Plc has a total of 21 083 900 shares entitling to an equal number of votes.

Due to the current COVID-19 epidemic, all shareholders are strongly recommended to watch the General Meeting online and to use their right to vote by proxy or by voting in advance instead of actually arriving in the meeting place. As provided in the orders given by the authorities, the number of participants in the meeting place will be limited. Robit Plc will monitor the development of this COVID-19 situation and update these instructions before the General Meeting, if necessary. Shareholders are requested to follow the updates that can be found from Robit Plc's general meeting website at <https://www.robitgroup.com/investor/corporate-governance/general-meeting/> in the event of any changes.

Robit Plc will make the following preventive measures to avoid all risks in the General Meeting:

- The shareholders can use their right to vote by using a proxy service provided by Robit Plc by following the instructions on the company's website.
- The number of board members and management team members will be limited to the minimum.
- Presentations of all persons proposed for new board members can be found from Robit Plc's website [www.robitgroup.com](http://www.robitgroup.com).
- Presentations given in the meeting will be shortened.
- We will arrange the seating area so that people will not be in close contact with each other and we will pay special attention to hygiene.
- We will not arrange any catering services in the meeting.

Lempäälä, 27 March 2020

**ROBIT PLC**  
Board of Directors

**ADDITIONAL INFORMATION:**

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