



ANNUAL GENERAL MEETING OF ROBIT PLC 22 APRIL 2020 AT 2 P.M.

TIME: 22 April 2020 at 2 p.m.

PLACE: Premises of the Company at Vikkiniityntie 5, 33880 Lempäälä

PRESENT: The shareholders listed in the register of votes confirmed at the Meeting (Appendix 1) were present or represented at the Meeting.

In addition, the Chairman of the Board Harri Sjöholm, Managing Director Tommi Lehtonen and Chief Financial Officer Ilkka Miettinen were present at the Meeting. Furthermore, technical meeting staff and Attorneys at Law Johan Roman and Jari Gadd were present at the Meeting.

1 OPENING OF THE MEETING

The Chairman of the Board Harri Sjöholm opened the Meeting.

2 CALLING THE MEETING TO ORDER

Attorney at Law Johan Roman was elected as Chairman of the Meeting and he called Attorney at Law Jari Gadd as secretary of the Meeting.

The Chairman of the Meeting explained the procedures for discussing the matters on the Meeting agenda.

3 ELECTION OF PERSONS TO SCRUTINIZE THE MINUTES AND TO SUPERVISE THE COUNTING OF VOTES

Ilkka Miettinen was elected as Scrutinizer of the Minutes and as Supervisor of Counting of the Votes.

4 RECORDING THE LEGALITY OF THE MEETING

It was noted that the Notice for the Meeting had been published on the Company's website and as a company release on 27 March 2020. Shareholders who wished to participate in the Meeting were required to register for the Meeting no later than on 14 April 2020 at 10 a.m.

It was noted that the documents for the Meeting had been available on the Company's website as from 1 April 2020. It was noted that the proposals to the Meeting had been published in their entirety on the Company's website on 1 April 2020.

It was noted that that the Meeting was duly convened in accordance with the Company's articles of association and the Finnish Limited Liability Companies Act and, thus, the Meeting constituted a quorum.

The Notice to the Meeting was attached to the Minutes (Appendix 2).

5 RECORDING THE ATTENDANCE AT THE MEETING AND ADOPTION OF THE LIST OF VOTES

The Register of Attendance and Votes at the beginning of the Meeting was presented and, based on the record, 14 shareholders were represented at the Meeting either in person or by a proxy representative or a power of attorney (Appendix 1).

At the beginning of the Meeting 12.418.761 shares, representing 12.418.761 votes and 58,90 % of all votes were represented at the Meeting.

It was noted that the Register of Votes will be re-confirmed to represent the current attendance in case of a vote.

6 PRESENTATION OF THE FINANCIAL STATEMENTS AND CONSOLIDATED FINANCIAL STATEMENTS, THE ANNUAL REPORT AND THE AUDITOR'S REPORT FOR THE YEAR 2019

The Chairman of the Board of Directors Harri Sjöholm gave a presentation on the governance and activities of the Company during the financial year 2019.

The Company's Managing Director Tommi Lehtonen gave a presentation on the Company's activities during financial year 2019 and presented the central items from the Financial Statements and the Report of the Board of Directors for the financial year ended 31 December 2019.

The Company's Financial Statements and the Report of the Board of Directors for the financial year 1 January – 31 December 2019 were presented.

It was noted that the documents concerning the Company's audit had been available on the Company's website for the time period leading up to the Meeting as required by the Finnish Limited Liability Companies Act.

The Financial Statements were attached to the Minutes (Appendix 3).

The Auditor's Report was presented and attached to the Minutes (Appendix 4).

7 ADOPTION OF THE FINANCIAL STATEMENTS

The Meeting adopted the Financial Statements and the Consolidated Financial Statements for the financial year 1 January – 31 December 2019.

8 RESOLUTION ON THE USE OF THE PROFIT SHOWN IN THE BALANCE SHEET AND DECIDING ON THE PAYMENT OF DIVIDENDS

It was noted that the Board of Directors has proposed to the Annual General Meeting that based on the adopted balance sheet for the financial period ended 31 December 2019, no dividend be paid.

The Meeting resolved 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 of Robit Plc for the financial year 2019.

9 RESOLUTION TO AUTHORISE THE BOARD OF DIRECTORS TO DISTRIBUTE FUNDS FROM THE COMPANY'S INVESTED UNRESTRICTED EQUITY FUND

It was noted that the Board of Directors has proposed 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, if any, would be executed as repayment of capital from the Company's invested unrestricted equity fund. The Board of Directors has proposed that the authorisation include the right to decide on all other terms regarding the aforementioned distribution of funds. The Board of Directors has proposed that the authorisation remain in force until 31 December 2020. The Company currently has 20 933 107 outstanding shares and holds 150 793 treasury shares. The refund of capital to be possibly distributed would therefore amount to the maximum of EUR 627 993.21.

The Meeting resolved that the Board of Directors be authorised 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, if any, would be executed as repayment of capital from the Company's invested unrestricted equity fund. The Board of Directors has the right to decide on all other terms regarding the aforementioned distribution of funds. The authorisation remains in force until 31 December 2020.

10 RESOLUTION ON THE DISCHARGE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE CEO FROM LIABILITY

It was resolved to discharge of the members of the Board of Directors and the Managing Director from liability for the financial year 1 January – 31 December 2019.

11 HANDLING THE REMUNERATION POLICY

The Chairman of the Board of Directors Harri Sjöholm gave a presentation on the remuneration policy of the Company's governing bodies.

The remuneration policy of the Company's governing bodies was attached to the Minutes (Appendix 5).

It was noted that the remuneration policy was handled. The Meeting resolved to accept the remuneration policy.

12 RESOLUTION ON THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS

It was noted that the Shareholders' Nomination Board had proposed to the General Meeting that six (6) members be elected to the Board of Directors.

It was resolved in accordance with the proposal of the Shareholders' Nomination Board that six (6) members are elected to the Board of Directors.

13 RESOLUTION ON THE REMUNERATION OF THE BOARD MEMBERS

It was noted, that the Shareholders' Nomination Board had proposed to the General Meeting that the amount of remuneration payable to the members of the Board of Directors and the Chair of the Board of Directors is in accordance with the proposal stated in the proposal to the General Meeting.

The annual remuneration payable to the Chair of the Board of Directors is EUR 35,000, of which 40% will be paid as shares and the remaining 60% is 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% is an advance tax withheld and paid to the Finnish Tax Administration by the Company.

An additional compensation of EUR 500 will be paid to each Board Member and the Chair of the Board of Directors for each attended board and committee meeting. In addition, other costs such as travel and lodging expenses will be compensated.

The annual remuneration for the entire term of office will be paid to the Chair of the Board of Directors and to the Board Members in December 2020. The shares that form part of the remuneration 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.

The Meeting resolved to pay remuneration to the Board Members in accordance with the proposal made to the General Meeting.

14 ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS

It was noted that the Shareholders' Nomination Board had proposed to the Meeting that current Board Members Mammu Kaario, Mikko Kuitunen, Kalle Reponen and Harri Sjöholm be re-elected for a term of office, which will continue until the end of the following Annual General

Meeting. Furthermore, the Shareholders' Nomination Board had proposed to the Meeting that Kim Gran and Anne Leskelä be elected as new members of the Board of Directors for a term of office, which will continue until the end of the following Annual General Meeting.

It was noted that all candidates have consented to being elected to the position of Board Member.

The Annual General Meeting resolved, in accordance with the proposal of the Shareholders' Nomination Board, that current Board Members Mammu Kaario, Mikko Kuitunen, Kalle Reponen and Harri Sjöholm be re-elected, and Kim Gran and Anne Leskelä be elected as new members of the Board of Directors for a term of office, which will continue until the end of the following Annual General Meeting.

15 RESOLUTION ON THE REMUNERATION OF THE AUDITOR

It was noted, that the Board of Directors had proposed to the General Meeting that the remuneration of the auditor be paid in accordance with an invoice approved by the Company.

It was resolved, in accordance with the proposal by the Board of Directors to pay remuneration to the auditor in accordance with an invoice approved by the Company.

16 ELECTION OF THE AUDITOR

It was noted that the Board of Directors has proposed to the General Meeting that audit firm Ernst & Young be re-elected as the Company's auditor. Ernst & Young has announced that it intends to appoint Toni Halonen, Authorised Public Accountant, as the Company's principal responsible auditor.

It was resolved, in accordance with the proposal by the Board, that audit firm 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. Toni Halonen, Authorized Public Accountant, will act as the Auditor-in-charge appointed by Ernst & Young.

17 AUTHORISING THE BOARD OF DIRECTORS TO DECIDE ON THE ACQUISITION OF THE COMPANY'S OWN SHARES AND/OR ACCEPTING THEM AS A PLEDGE

It was noted that the Board of Directors had proposed that the General Meeting authorizes 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 summons to the General Meeting. 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 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 the 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 may decide on all other terms for the acquisition of Company's own shares.

The authorisation cancels 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.

The General Meeting resolved, in accordance with the proposal of the Board of Directors that the Board of Directors be authorized to decide on the repurchase of own shares and/or accepting them as pledge in accordance with the terms proposed by the Board of Directors.

18 AUTHORISATION OF THE BOARD OF DIRECTORS TO RESOLVE ON A SHARE ISSUE AND THE ISSUANCE OF SPECIAL RIGHTS ENTITLING TO SHARES

It was noted that the Board of Directors had proposed that the General Meeting authorise 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 shares, which amounts to 10% of all shares in the Company as of the date of the summons to the General Meeting. The Board of Directors may decide either to 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 the Company's share-based incentive systems 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. The 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.

The General Meeting resolved, in accordance with the proposal of the Board of Directors that the Board of Directors be authorized to resolve on the issuance of shares as well as the issu-



ance of other special rights entitling to shares in accordance with the terms proposed by the Board of Directors.

19 CLOSING OF THE MEETING

It was recorded that all resolutions made at the General Meeting were supported by all voting shareholders present at the Meeting, unless otherwise stated in the Minutes.

The Chairman of the Meeting noted that all matters on the agenda had been discussed and that the Minutes will be available on the Company's website as from 6 May 2020.

The Chairman of the Meeting closed the Meeting at 14.45 p.m.

Chairman of the Meeting

Name: _____
Title: Johan Roman
attorney at law

In Fidem

Name: _____
Title: Jari Gadd
attorney at law

**The minutes have been scrutinized
and approved**

Name: _____
Ilkka Miettinen



Appendices

Appendix 1	Record of Votes
Appendix 2	Notice to the Annual General Meeting
Appendix 3	Financial Statements
Appendix 4	Auditor's Report
Appendix 5	Remuneration policy