

## **NOTICE TO THE ANNUAL GENERAL MEETING**

Notice is given to the shareholders of Martela Corporation to the Annual General Meeting to be held on 12 March 2020 at 3 pm at Martela -house, address Takkatie 1, 00370 Helsinki.

The reception of persons who have registered for the meeting and the distribution of voting tickets will commence at 2.30 pm.

### ***A. Matters on the agenda of the Annual General Meeting***

At the Annual General Meeting, the following matters will be considered:

- 1. Opening of the meeting**
- 2. Calling the meeting to order**
- 3. Election of persons to scrutinize 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 annual accounts, the report of the Board of Directors and the auditor's report for the year 2019**
  - Review by the CEO.
- 7. Adoption of the annual accounts**
- 8. Resolution on the use of the profit shown on the balance sheet and the payment of dividend**

The Board of Directors proposes to the Annual General Meeting that no dividend would be paid from the financial year 2019.

- 9. Resolution on the discharge of the members of the Board of Directors and the CEO from liability**
- 10. Review of Martela Group rewarding policy**
- 11. Resolution on the remuneration of the members of the Board of Directors**

The shareholders representing more than 50 % of the Company's voting rights have informed of their intention to propose to the Annual General Meeting that the remuneration of the members of the Board of Directors will remain unchanged and that the Chairman of the Board of Directors would receive a remuneration of EUR 3,400.00 per month and the other Board members each EUR 1,700.00 per month. In addition, the Board members belonging to a committee will receive EUR 1,600.00 per year. Board members employed by a company belonging to the Martela Group will not be remunerated separately for the Board work. Compensation for travelling expenses would be paid according to Martela Corporation's travelling policy.

## **12. Resolution on the number of members of the Board of Directors**

The shareholders representing more than 50 % of the Company's voting rights have informed of their intention to propose to the Annual General Meeting that seven (7) members will be elected to the Board of Directors.

## **13. Election of members of the Board of Directors**

The shareholders representing more than 50 % of the Company's voting rights have informed of their intention to propose to the Annual General Meeting that Ms. Minna Andersson, Mr. Eero Martela, Mr. Heikki Martela, Mr. Jan Mattsson, Ms. Katarina Mellström and Ms. Anni Vepsäläinen would be re-elected as members of the Board of Directors and Mr. Johan Mild would be elected as a new member of the Board of Directors. Mr. Mild's CV will be available on Martela Corporation's website at [www.martela.com](http://www.martela.com). Of the present members of the Board of Directors, Mr. Eero Leskinen has announced that he is not available for re-election.

The members of the Board of Directors will be elected for a term which expires at the end of the first Annual General Meeting following the election.

The above-mentioned candidates have consented to their positions.

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

The Board of Directors proposes to the Annual General Meeting that the remuneration of the auditor be paid according to their invoice as approved by the Audit Committee of the Board of Directors.

## **15. Election of auditor**

Based on the proposal of the Audit Committee Board of Directors proposes to the Annual General Meeting that Ernst & Young Oy, Authorized Public Accountants, would be elected as the Company's auditor. Ernst & Young Oy has informed that Authorized Public Accountant Mr. Osmo Valovirta will act as the principal auditor. The term of the auditor expires at the end of the first Annual General Meeting following the election. Recommendation of the Audit Committee is available at Company's website, [www.martela.com](http://www.martela.com).

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

The Board of Directors proposes to the Annual General Meeting that the Annual General Meeting authorize the Board of Directors to decide upon the repurchase of the Company's own shares in one or several occasions as follows:

Based on authorization the Board of Directors may resolve on the repurchase of a maximum of 415,560 Company's own A shares with funds from the Company's unrestricted equity.

Own shares will be repurchased in public trading maintained by Nasdaq Helsinki Ltd at the market price of the shares as per the time of repurchase or otherwise at a price formed on the market.

Own shares may be repurchased when necessary as part of the Company's salary and incentive scheme, for use in conjunction with corporate acquisitions and other business arrangements, if the Board of Directors deems this is in the interest of the shareholders in light of the Company's share

indicators, or if the Board deems it is an economical way of using liquid assets, or for other corresponding purpose.

Own shares repurchased to the Company may be retained in the possession of the Company, cancelled or transferred further.

The authorization grants the Board of Directors the right to resolve on all other terms of the repurchase of the shares. Thus this share repurchase authorization includes the right to repurchase shares otherwise than in proportion of the shareholdings (directed repurchase).

The authorization cancels any previous unused authorizations to repurchase the Company's own shares.

This share repurchase authorization will be valid until the closing of the next Annual General Meeting, however, no longer than until 30 June 2021.

### **17. Authorizing the Board of Directors to decide on the share issue**

The Board of Directors proposes to the Annual General Meeting that the Annual General Meeting authorize the Board of Directors to resolve to issue a maximum of 415,560 new A shares and/or to dispose of the Company's own A shares held by the Company either in one or several installments either against payment or without payment.

The Board of Directors will be authorized to decide to whom and in what order the new shares may be issued and the own shares held by the Company will be disposed of.

The new shares may be issued and the own shares held by the Company may be disposed to the shareholders in proportion to their current shareholdings of the Company's shares or through a directed share issue deviating from the shareholders' pre-emptive subscription right.

The authorization includes the Board of Directors' right to resolve on all other terms of the share issue.

The authorization cancels any previous unused authorizations to decide on a share issue.

The proposed authorization will be valid until the closing of the next Annual General Meeting, however, no longer than until 30 June 2021.

### **18. Closing of the meeting**

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

The aforementioned proposals of the Board of Directors relating to the agenda of the Annual General Meeting, this notice as well as Martela Corporation's annual accounts, the report of the Board of Directors and the auditor's report in Finnish will be available on Martela Corporation's website at [www.martela.com](http://www.martela.com) no later than 14 February 2020. The annual report of Martela Corporation will be available on the above-mentioned website no later than week 10.

The proposals of the Board of Directors and the annual accounts will also be available at the meeting. Copies of these documents and of this notice will be sent to shareholders upon request.

The minutes of the meeting will be available on the above-mentioned website no later than 25 March 2020.

## ***C. Instructions for the participants in the Annual General Meeting***

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

Each shareholder, who is registered on 1 March 2020 in the shareholders' register of the Company held by Euroclear Finland Ltd, has the right to participate in the Annual General Meeting. A shareholder, whose shares are registered on his/her personal Finnish book-entry account, is registered in the shareholders' register of the Company.

A shareholder, who wants to participate in the Annual General Meeting, shall register for the meeting no later than 4 March 2020 at 10:00 a.m. by giving a prior notice of participation. The notice letters or email must arrive before the mentioned registration time closes. Such a notice can be given:

- a) by e-mail to [IR@martela.com](mailto:IR@martela.com)
- b) by regular mail to Martela Corporation, Investor Relations, PL 44, 00371 Helsinki.

In connection with the registration, a shareholder shall notify his/her name, personal identification number, address, telephone number and the name of a potential assistant or proxy representative and the personal identification number of the proxy representative. In case the shareholder chooses to register online, he/she shall provide the identification information required by the service.

The personal data given to Martela Corporation will be used only in connection with the Annual General Meeting and with the processing of related registrations.

The shareholder, his/her authorized representative or proxy representative shall, where necessary, be able to prove his/her identity and/or right of representation.

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

A holder of nominee registered shares has the right to participate in the General Meeting by virtue of such shares, based on which he/she on 1 March 2020, would be entitled to be registered in the shareholders' register of the Company held by Euroclear Finland Ltd.

The right to participate in the General Meeting requires, in addition, that the shareholder on the basis of such shares has been registered into the temporary shareholders' register held by Euroclear Finland Ltd at the latest by 10:00 a.m. on 9 March 2020. As regards nominee registered shares, this constitutes due registration for the Annual General Meeting.

A holder of nominee registered shares is advised to request without delay necessary instructions regarding the registration in the temporary shareholder's register of the Company, the issuing of proxy documents and registration for the Annual General Meeting from his/her custodian bank. The account management organization of the custodian bank has to register a holder of nominee registered shares, who wants to participate in the Annual General Meeting, into the temporary shareholders' register of the Company at the latest by the time stated above.

### **3. Proxy representative and powers of attorney**

A shareholder may participate in the General Meeting and exercise his/her rights at the meeting by way of proxy representation. A proxy representative shall produce a dated proxy document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder at the Annual 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 shall be identified in connection with the registration for the General Meeting.

Any proxy documents should be delivered in originals to Martela Corporation, Investor Relations, PL 44, 00371 Helsinki, before the last date for registration.

### **4. Other instructions and information**

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.

On the date of this notice to the Annual General Meeting, 7 February, 2020, the total number of shares in Martela Corporation is 4,155,600 shares from which 604,800 are K shares and 3,550,800 A shares. K shares have 20 votes per share and A shares 1 vote per share.

In Helsinki, 7 February, 2020

MARTELA CORPORATION

THE BOARD OF DIRECTORS

Further information:

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Distribution

Nasdaq OMX Helsinki

Key news media

[www.martela.com](http://www.martela.com)

Our strategic direction is defined by our mission "Better working" and our vision "People-centric workplaces". Martela supplies user-centric workplaces where the users and their wellbeing are what matter most. We focus on the Nordic countries because, based on our common open work culture and needs, the Nordic countries are leaders in hybrid workplaces.