

## **APPENDIX 1 Model notice of the general meeting**

### **NOTICE OF THE GENERAL MEETING**

Notice is given to the shareholders of X Oyj of the annual general meeting to be held on *[date]* at *[time]* at *[place]*. The reception of persons who have registered for the meeting [and the distribution of voting tickets] will commence at *[time]*.

#### ***A. Matters on the agenda of the general meeting***

At the 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 *[year]***
  - 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**
  - Summary of the main contents of the proposal to the meeting
- 9. Resolution on the discharge of the members of the board of directors and the CEO from liability**
- 10. Handling of the remuneration report for governing bodies OR Advisory resolution on the remuneration report for governing bodies<sup>1</sup>**
  - The remuneration report for governing bodies is presented under this item. A hyperlink to the remuneration report can be included in the notice. [\[link\]](#)
  - The remuneration report is presented to the general meeting for the first time for the fiscal year 2020, i.e. in the annual general meeting to be held in 2021. The remuneration report is disclosed as an appendix to a stock exchange release at the same time as the financial statements, management report and CG Statement no later than three weeks prior to the general meeting in which it is to be handled.

---

<sup>1</sup> There are two alternative proposals for the heading of this item. The company decides how to present the heading of the item relating to handling of the remuneration report for governing bodies.

**[11. Handling of the remuneration policy for governing bodies OR Advisory resolution on the remuneration policy for governing bodies]<sup>2</sup>**

- The remuneration policy for governing bodies is presented under this item. A hyperlink to the remuneration policy can be included in the notice. [link]
- The remuneration policy must be presented to the general meeting at least every four years and whenever substantial changes are made to it.
- The remuneration policy is disclosed by a stock exchange release or as an appendix to a stock exchange release no later than three weeks prior to the general meeting in which it is to be handled. The remuneration policy can also be disclosed as an appendix to the notice of the general meeting.

**12. Resolution on the remuneration of the members of the board of directors**

- Summary of the main contents of a proposal to the meeting, including remunerations criteria.

**13. Resolution on the number of members of the board of directors**

- Summary of the main contents of a proposal to the meeting

**14. Election of members of the board of directors**

- Summary of the main contents of a proposal to the meeting

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

- Summary of the main contents of a proposal to the meeting

**16. Election of auditor**

- Summary of the main contents of a proposal to the meeting

**[17. Proposal by the board of directors to amend the articles of association]**

- [-Summary of the main contents of the amendment]

**[18. Authorizing the board of directors to decide on the repurchase of the company's own shares]**

- [- Summary of the main contents of the proposal to the meeting]

**[19. 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]**

- [- Summary of the main contents of the proposal to the meeting]

**[20. Other possible proposals to the meeting]**

**[21]. Closing of the meeting**

***B. Documents of the general meeting***

The proposals for the decisions on the matters on the agenda of the general meeting as well as this notice are available on X Oyj's website at [address]. The annual report, the report of the board of directors and the auditor's report as well as the remuneration policy and remuneration report of X Oyj, are available on the above-mentioned website no later than [date]. The proposals for decisions and the other above-mentioned documents are also 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 as from [date].]

---

<sup>2</sup> Also this agenda item has two alternative proposals for the heading of the item. The company decides how to present the heading of the item relating to handling of the remuneration policy for governing bodies.

Note: This template is made for information purposes only and prior to using the template relevant legislation, articles of association, and other regulation should be examined. Use of the template without any crosschecks does not guarantee that a meeting notice would comply with relevant legislation, articles of association and other regulations. Anyone using the template as a basis for the meeting notice is responsible for compliance of the meeting notice with the relevant legislation, articles of association and other regulations.

Alternatively, if the proposals made to the general meeting are not presented separately on the company's website, the following text can be used: This notice of the general meeting includes all the proposals for the decisions on the matters on the agenda of the general meeting and is available on X Oyj's website at [address].

## **C. Instructions for the participants in the general meeting**

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

Each shareholder, who is registered on [date] in the shareholders' register of the company held by Euroclear Finland Ltd., has the right to participate in the 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 is registered in the shareholders' register of the company and who wants to participate in the general meeting, shall register for the meeting no later than [date] by giving a prior notice of participation, which shall be received by the company no later than on the above-mentioned date. Such notice can be given:

- a) on the company's website [www-address] [/ by e-mail [e-mail address]];
- b) by telephone [number]; [time and weekdays when this is possible]
- c) by regular mail to [address].

[In connection with the registration, a shareholder shall notify his/her [name, personal identification number, address, telephone number and the name of a possible assistant or proxy representative and the personal identification number of a proxy representative]. The personal data given to X Oyj is used only in connection with the 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 the record date of the general meeting, i.e. on [date], 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 [date = date of the general meeting – 3 working days, if no exception, by 10 am]. As regards nominee registered shares this constitutes due registration for the general meeting. Changes in shareholding after the record date do not affect the right to participate in the meeting or the number of voting rights held in the 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 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 general meeting, into the temporary shareholders' register of the company at the latest by the time stated above.

Further information on these matters can also be found on the company's website [www.address].

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

Note: This template is made for information purposes only and prior to using the template relevant legislation, articles of association, and other regulation should be examined. Use of the template without any crosschecks does not guarantee that a meeting notice would comply with relevant legislation, articles of association and other regulations. Anyone using the template as a basis for the meeting notice is responsible for compliance of the meeting notice with the relevant legislation, articles of association and other regulations.

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 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.

Possible proxy documents should be delivered to [address] before the last date for registration.

#### 4. [Advance voting]

[A shareholder, who has a Finnish book-entry account, may vote in advance on certain items of the agenda of the general meeting through the company's website during the time period [date] – [date]. Unless a shareholder voting in advance will be present in the Meeting in person or by way of proxy representation, he/she may not be able to use his/her right according to the Companies Act to request information or a vote and if decision proposals have changed after the [beginning] / [end] of the advance voting period, his/her possibility to vote on an such item may be restricted. The conditions and instructions relating to the electronic advance voting can be found on the company's website [www.address].]

#### 5. 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 of the general meeting [date], the total number of shares in X Oyj [and votes represented by such shares] is [the number of shares classified by share type] shares [and the total number of votes in X Oyj is [the number of votes classified by share type] votes].

[Possibly also:

- A reference to an additional possibility to participate by the use of post service or telecommunications / other technical means and the procedures / restrictions for such participation
- A reference to the mailing of voting tickets
- A reference to catering, traffic and parking arrangements, etc.]

[place and time]

X OYJ

THE BOARD OF DIRECTORS

Note: This template is made for information purposes only and prior to using the template relevant legislation, articles of association, and other regulation should be examined. Use of the template without any crosschecks does not guarantee that a meeting notice would comply with relevant legislation, articles of association and other regulations. Anyone using the template as a basis for the meeting notice is responsible for compliance of the meeting notice with the relevant legislation, articles of association and other regulations.