

ANNUAL GENERAL MEETING OF [COMPANY] PLC

Time: [date] at [time]

Place: [place]

Present: Shareholders were present at the meeting, in person or represented by proxy, in accordance with the list of votes adopted at the meeting.

[In addition, all members of the board of directors, the CEO, the company's auditor, members of the company's senior management, media representatives and technical personnel were present at the meeting.]

1 §

OPENING OF THE MEETING

The chairman of the board of directors [name] opened the meeting [and presented a brief overview of the activities of the board of directors (Appendix [])].

[Other speeches to be attached at relevant agenda items where appropriate.]

2 §

CALLING THE MEETING TO ORDER

[name] was elected as chairman of the general meeting and he/she called [name] to act as secretary.

[The chairman explained the procedures for handling matters on the agenda of the meeting.

It was noted that the meeting was conducted in [language] and translated simultaneously for the participants into [language(s)]. Furthermore, the meeting was recorded on audio and video tape.]

The chairman gave a description of the voting instructions that had been provided in advance by nominee registered shareholders.

[name] stated that he/she represented multiple nominee registered shareholders and that he/she had provided the chairman with the information concerning the shareholdings and voting instructions of these shareholders. [name] stated that his/her clients did not demand a vote on those agenda items, under which the instruction was to oppose the proposed resolution or to abstain from taking part in the decision-making, but that it was sufficient that such votes were recorded in the minutes under the each item concerned.

[name] and [name] similarly stated the voting instructions from the shareholders they each represented and the preferred procedure to be followed.

It was noted that the summary lists of the voting instructions of the shareholders represented by [name], [name] and [name] [were attached to the minutes (Appendix [], Appendix [] and Appendix [])]/[will be kept separately from the minutes].

[UNDER THE ITEMS ON THE AGENDA WHERE THERE ARE OPPOSING OR ABSTAINING VOTES, THE FOLLOWING SHALL BE INSERTED:

Under this agenda item, [number] opposing and [number] abstaining votes of nominee registered shareholders were recorded.:

[UNDER THE ITEMS ON THE AGENDA WHERE A FULL CALCULATION OF VOTES HAS BEEN EXECUTED, THE FOLLOWING SHALL BE INSERTED:

It was noted that valid votes had been given for [number] shares under this agenda item, representing [percent] % of all the shares in the company and [percent] % of all the votes in the company. The votes in favor of the proposal were [number] and the votes against the proposal were [number]. In addition, [number] shares were represented at the meeting for which no votes were given.

3 §

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

[name] and [name] were elected to scrutinize the minutes.

[name] and [name] were elected to supervise the counting of votes.

4 §

RECORDING THE LEGALITY OF THE MEETING

It was noted that the notice of the meeting had been published in the [newspapers] on [date]. The notice of the meeting had also been published on [date] on the Company's home page on the Internet

It was noted that the general meeting had been convened in accordance with the articles of association and the Companies Act and that the convening was therefore valid..

The notice to the meeting was enclosed to the minutes (Appendix []).

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

A list of attendees as of the beginning of the meeting and a list of votes represented at the meeting were presented, according to which [number] shareholders were present either in person, by legal representative or by proxy, was presented. It was noted that [number] shares and [number] votes were represented at the beginning of the meeting.

It was noted that the list of votes will be adjusted to correspond to the attendance at the beginning of a possible vote.

**6 §
PRESENTATION OF THE ANNUAL ACCOUNTS, THE REPORT OF THE BOARD OF DIRECTORS AND THE AUDITOR'S REPORT FOR THE YEAR [year]**

The CEO [name] presented a report [in which he/she ...].

[The report of the CEO was attached to the minutes (Appendix []).]

The annual accounts for the financial year [financial year], consisting of the income statement, the balance sheet, cash flow statement, notes to the financial statements and the consolidated annual accounts as well as the report by the board of directors, attached to them were presented. It was recorded that the annual accounts of the parent company are prepared in accordance with Finnish accounting standards and that the consolidated annual accounts are prepared in accordance with international financial reporting standards (IFRS).

It was noted that the Company's annual accounts had been available on the company's website since [date], in addition to which they were also available at the meeting.

The annual accounts documents were enclosed to the minutes (Appendix []).

The auditor's report was presented and enclosed to the minutes (Appendix []).

**7 §
ADOPTION OF THE ANNUAL ACCOUNTS**

The general meeting resolved to adopt the annual accounts for the financial year [financial year].

**8 §
RESOLUTION ON THE USE OF THE PROFIT SHOWN ON THE BALANCE SHEET AND THE PAYMENT OF DIVIDEND**

It was noted that the distributable funds of the parent company according to the balance sheet of the parent company as at [date] were EUR [amount][, of which the profit for the financial year [financial year] was EUR [amount].]

It was noted that the board of directors had proposed to the general meeting that a dividend of EUR [amount] per share be paid from the distributable funds of the parent company[, EUR [amount] in total]. According to the proposal, dividends shall be paid to shareholders who on the record date of the dividend payment [date] are recorded in the shareholders' register held by Euroclear Finland Ltd. According to the proposal, the dividend shall be paid on [date].

[It was noted that dividends will not be paid for own shares in the company's possession. The total number of shares in the company is [number] on the day of the general meeting and [number] shares are in the company's possession on the day of the general meeting. The total number of shares entitling to dividends is [number] shares and the total amount of the dividends is EUR [amount].

[It was noted that the board of directors had further proposed that the undistributed part of the profit for the financial year be transferred to the company's profit and loss account.]

The proposal of the board of directors was attached to the minutes (Appendix []).

The general meeting resolved, in accordance with the proposal by the board of directors, that a dividend of EUR [amount] per share be paid from the distributable funds of the parent company[, EUR [amount] in total,] to shareholders who on the record date of the dividend payment [date] are recorded in the shareholders' register held by Euroclear Finland Ltd. The dividend shall be paid on [date].

9 §

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

It was noted that the discharging of liability for [financial year] concerned the following persons:

[], chairman of the board of directors [*possible indication of time for term of office*]

[], vice chairman of the board of directors [*possible indication of time for term of office*]

[], member of the board of directors [*possible indication of time for term of office*]

...

[], member of the board of directors [*possible indication of time for term of office*]

[], CEO [*possible indication of time for term of office*]

The general meeting resolved to discharge the above-mentioned members of the board of directors and the CEO from liability.

10 § RESOLUTION ON THE REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS

It was recorded that [the nomination committee of the board of directors]/[shareholders who represent [] % of the shares in the company] had proposed to the general meeting that the following annual remuneration be paid to the members of the board of directors to be elected for a term of office expiring at the end of the annual general meeting [year]:

the chairman of the board of directors EUR [amount],
the vice chairman of the board of directors EUR [amount],
the other members of the board of directors EUR [amount] each[,
the chairman of the [committee] additionally EUR [amount],]
[the other members of the [committee] additionally EUR [amount] each].

[According to the proposal, approximately [percentage] % of the annual remuneration will be paid in [name of the company] shares.]

[It was noted that [the nomination committee of the board of directors]/[shareholders who represent [] % of the shares in the company] had further proposed that EUR [amount] per meeting shall be paid to each member of the board of directors for their participation in meetings of the board of directors [and its committees] in addition to the annual remuneration.]

The proposal of the [nomination committee of the board of directors]/[above-mentioned shareholders] was attached to the minutes (Appendix []).

The general meeting resolved, in accordance with the proposal of the [nomination committee of the board of directors]/[above-mentioned shareholders], that the following annual remuneration be paid to the members of the board of directors to be elected for a term of office expiring at the end of the annual general meeting [year]:

the chairman of the board of directors EUR [amount],
the vice chairman of the board of directors EUR [amount],
the other members of the board of directors EUR [amount] each[,
the chairman of the [committee] additionally EUR [amount],]
[the other members of the [committee] additionally EUR [amount] each].

[Approximately [percentage] % of the remuneration will be paid in [name of the company] shares.]

[EUR *[amount]* per meeting shall be paid to each member of the board of directors for their participation in meetings of the board of directors [and its committees] in addition to the annual remuneration.]

11 §

RESOLUTION ON THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS

[It was noted that according to the articles of association the Board of Directors comprises [a minimum of] [number] and [a maximum of] [number] members. The current number of members of the board of directors was [*number*].]

It was noted that [the nomination committee of the board of directors]/[shareholders who represent [*percentage*] % of the shares in the company] had proposed to the general meeting that the number of members of the board of directors shall be [*number*] (*[number with figures]*).

The proposal of the [nomination committee of the board of directors]/[above-mentioned shareholders] was enclosed to the minutes (Appendix []).

The general meeting resolved, in accordance with the proposal by the [nomination committee of the board of directors] to confirm/[above-mentioned shareholders], that the number of the members of the board of directors shall be [*number*] (*[number]*).

12 §

ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS

[It was noted that according to the articles of association the members of the board of directors are elected for one year at a time, and that the term of a member begins from the general meeting at which he or she has been elected and expires at the closing of the following annual general meeting.]

It was noted that [the nomination committee of the board of directors]/[shareholders who represent [*percentage*] % of the shares in the company] had proposed to the general meeting that the following individuals shall be [re-]elected [as] members of the board of directors for a term of office expiring at the end of the annual general meeting [*year*]:

[*name of board member*],
...
[*name of board member*], and
[*name of board member*]

[and that the following individual(s) shall be elected new member(s) of the board of directors for the same term of office:

[*name of board member*],
...

[name of board member], and
[name of board member]].

The proposal of the [nomination committee of the board of directors]/[above-mentioned shareholders] was enclosed to the minutes (Appendix []).

The general meeting resolved, in accordance with the proposal of the [nomination committee of the board of directors]/[above-mentioned shareholders], that the following individuals be elected members of the board of directors for a term of office expiring at the end of the annual general meeting [year]:

[name of board member],
...
[name of board member], and
[name of board member].

13 § RESOLUTION ON THE REMUNERATION OF THE AUDITOR

It was noted that [the Board's Audit Committee]/[shareholders who represent [percentage] % of the shares in the company] had proposed to the general meeting that the remuneration of the auditor to be elected will be paid [against [reasonable] invoice]/[in accordance with the purchase policy approved by the audit committee, as in previous years].

The proposal of the [audit committee of the board of directors]/[above-mentioned shareholders] was attached to the minutes (Appendix []).

The general meeting resolved, in accordance with the proposal of the [audit committee of the board of directors]/[above-mentioned shareholders], that the remuneration of the auditor to be elected will be paid [against [reasonable] invoice]/[in accordance with the principles decided upon by the audit committee, as in previous years].

14 § ELECTION OF AUDITOR

[It was noted that according to the articles of association the company has [number] primary auditor(s)/audit entity(ies) authorized by the Central Chamber of Commerce. During the previous financial year [name] has acted as auditor of the company.

It was recorded that [the audit committee of the board of directors]/[shareholders who represent [percentage] % of the shares in the company] had proposed to the general meeting that [name of auditing entity] be [re-]elected [as] auditor of the company [for a term of office expiring at the end of the annual general meeting [year]].

The proposal of the [audit committee of the board of directors]/[above-mentioned shareholders] was attached to the minutes (Appendix []).

The general meeting resolved, in accordance with the proposal of the [audit committee of the board of directors]/[above-mentioned shareholders], that [*name of auditing entity*] be [re-]elected auditor of the company [for a term of office expiring at the end of the annual general meeting [*year*]]. It was noted that [*name of auditing entity*] has notified the company that [*name of the responsible auditor*] will be the responsible auditor.

[15 § PROPOSAL BY THE BOARD OF DIRECTORS TO AMEND THE ARTICLES OF ASSOCIATION

[It was noted that the board of directors had proposed to the general meeting that section(s) [*number of the section*][, [*number of the section*] and [*number of the section*]] of the articles of association of the company be amended as follows:

Section [*number of the section*] “[*wording of new section*]”

/

[It was noted that the board of directors had proposed to the general meeting that the articles of association of the company be amended so that [*description of the main contents of the amendment*].]

The proposal of the board of directors was attached to the minutes (Appendix []).

The general meeting decided that the articles of association of the company be amended in accordance with the proposal of the board of directors.]

[16 § AUTHORIZING THE BOARD OF DIRECTORS TO DECIDE ON THE REPURCHASE OF OWN SHARES

It was noted that the board of directors had proposed to the general meeting that the board of directors be authorized to decide on the repurchase of the company's own shares as follows.

The number of own shares to be repurchased shall not exceed [*number*] shares, which corresponds to approximately [*percentage*] % of all the shares in the company. The company may use only unrestricted equity to repurchase own shares on the basis of the authorization.

Purchase of own shares may be made at a price formed in public trading on the date of the repurchase or otherwise at a price formed on the market.

The board of directors resolves the manner in which own shares be repurchased. Repurchase of own shares may be made using, *inter alia*, derivatives. Repurchase of own shares may be made otherwise than in proportion to the share ownership of the shareholders (directed repurchase).

[The authorization cancels/does not cancel the authorization given by the general meeting on [date] to decide on the repurchase of the company's own shares.]

The authorization is effective until [date].

The proposal of the board of directors was enclosed to the minutes (Appendix []).

The general meeting authorized the board of directors to resolve on the repurchase of the company's own shares in accordance with the proposal of the board of directors.]

[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

It was noted that the board of directors had proposed to the general meeting that the board of directors be authorized to decide on the issuance of shares and the issuance of options and other special rights entitling to shares referred to in chapter 10 section 1 of the Companies Act as follows.

The number of shares to be issued may not exceed [number] shares, which corresponds to approximately [percentage] % of all the shares in the company.

The board of directors decides on all the conditions of the issuance of shares and of special rights entitling to shares. The authorization concerns both the issuance of new shares as well as the transfer of treasury shares. The issuance of shares and of special rights entitling to shares may be carried out in deviation from the shareholders' pre-emptive rights (directed issue).

[The authorization cancels/does not cancel the authorization given by the general meeting on [date] to decide on the issuance of shares as well as the issuance of options and other special rights entitling to shares.]

The authorization is effective until [date].

The proposal of the board of directors was enclosed to the minutes (Appendix []).

The general meeting authorized the board of directors to decide on the issuance of shares and on the issuance of options and other special rights entitling to shares referred to in chapter 10 section 1 of the Companies Act in accordance with the proposal of the board of directors.]

[18 §
OTHER POSSIBLE PROPOSALS TO THE MEETING

[*Other possible proposals.*]

[19] §
CLOSING OF THE MEETING

It was noted that all decisions of the general meeting were made unanimously unless otherwise indicated in the minutes.

The chairman noted that the items on the agenda had been attended to and that the minutes of the meeting will be available on the company's website as from [*date*].

The chairman announced the meeting closed at [*time*].

Chairman of the general meeting:

[*chairman*]

In fidem:

[*secretary*]

Minutes reviewed and confirmed by::

[*scrutinizer*]

[*scrutinizer*]

APPENDICES

Appendix 1 [description]

Appendix 2 [description]

...

Appendix [] [description]