

RESOLUTIONS OF CLEANTECH INVEST PLC'S ANNUAL GENERAL MEETING AND BOARD OF DIRECTORS

The Annual General Meeting of Cleantech Invest Plc was held on 21 April 2017 in Helsinki. A total of 50 shareholders, 3.115.388 series A shares, 3.430.072 series K shares and 71.716.828 votes were represented in the meeting.

The Annual General Meeting resolved on the following issues:

Adoption of the annual accounts, result for the financial period and resolution on payment of dividend, resolution on the discharge from liability

The Annual General Meeting adopted the annual accounts for 2016 and resolved that the net loss of EUR 1,136,957.05 be transferred to retained earnings / loss account and that no dividend be paid. The Annual General Meeting discharged the members of the Board of Directors and the CEO from liability for the year 2016.

Resolution on the remuneration of the members of the Board of Directors and election of members of the Board of Directors

The Annual General Meeting resolved that the members of the Board of Directors be paid EUR 400 per month and granted additionally 10,000 stock options as annual remuneration. The stock options shall be issued based on the authorization granted by the Annual General Meeting. The remuneration of the members of the Board of Directors is not paid to persons working for the company. The members of the Board of Directors are reimbursed for reasonable travel and lodging costs. Travel and lodging costs will not be compensated to those members of the Board of Directors who reside in the greater Helsinki area when the meetings are held in the greater Helsinki area.

The Annual General Meeting resolved that six (6) members be elected to the Board of Directors. The Annual General Meeting re-elected the current members of the Board of Directors Mr. Thomas Bengtsson, Mr. Peter Carlsson, Mr. Lassi Noponen, Mr. James Penney and Mr. Matti Vuoria as members to the Board of Directors and elected Mrs. Gudrun Giddings as a new member to the Board of Directors.

Remuneration and election of the auditor

The Annual General Meeting resolved that the auditor's fees are paid according to the auditor's invoice approved by the company. The Annual General Meeting re-elected Deloitte & Touche Oy, Authorized Public Accountants as the company's auditor. Deloitte & Touche Oy has informed that the principal auditor will be Mr. Aleksi Martamo, Authorised Public Accountant.

Authorizing the Board of Directors to decide on issuance of shares

The Annual General Meeting authorized the Board of Directors to decide, in one or more transactions, on the issuance of class A shares as follows:

The number of class A shares to be issued based on the authorization may in total amount to a maximum of 5,000,000 shares.

The Board of Directors decides on all the terms and conditions of the issuances of shares. The authorization concerns both the issuance of new shares as well as transfer of treasury shares. The issuance of shares may be carried out in deviation from the shareholders' pre-emptive rights (directed issue), if there is a weighty financial reason for the company.

The authorization cancels the authorization granted by the Extraordinary General Meeting on 9 March 2016 to decide on the issuance of shares.

The authorization is valid until 30 June 2018.

Authorizing the Board of Directors to decide on issuance of options

The Annual General Meeting authorized the Board of Directors to decide, in one or more transactions, on the issuance of options as follows:

The number of new class A shares that can be subscribed to based on the options that can be issued on basis of the authorization may in total amount to a maximum of 1,200,000 shares.

The options may be issued to the key personnel, including members of the Board of Directors of the company, and to cooperation partners and advisors of the company as part of the company's incentive scheme to be established by the Board of Directors. The options shall be divided into three equal-size tranches A, B and C:

- Tranche A: Share subscription period shall be 1 January 2020 – 31 December 2022 and the original subscription price EUR 2.74. However, the share subscription period for tranche A shall not begin prior to the trade volume weighted average quotation of the company's class A share on First North Finland has been not less than EUR 4.00 during four (4) consecutive weeks.
- Tranche B: Share subscription period shall be 1 January 2021 – 31 December 2022 and the original subscription price EUR 2.74. However, the share subscription period for tranche B shall not begin prior to the trade volume weighted average quotation of the company's class A share on First North Finland has been not less than EUR 5.00 during four (4) consecutive weeks.
- Tranche C: Share subscription period shall be 1 January 2022 – 31 December 2022 and the original subscription price EUR 2.74. However, the share subscription period for tranche C shall not begin prior to the trade volume weighted average quotation of the company's

class A share on First North Finland has been not less than EUR 6.00 during four (4) consecutive weeks.

The original share subscription price for the options is equal to the subscription price per share used in the previous share issue of the company.

Should the company distribute dividends or assets from reserves of unrestricted equity, the original share subscription price of the stock options shall be decreased by the amount of the dividend and the amount of the distributable unrestricted equity decided before share subscription, as per the dividend record date or the record date of the repayment of equity. The weighted average quotation, which constitutes the precondition for beginning of the share subscription period, shall in this case be decreased by a percentage corresponding to the decrease in the equity of the company following the distribution of assets.

Should the company reduce its share capital by distributing share capital to the shareholders, the original share subscription price of the stock options shall be decreased by the amount of the distributable share capital decided before share subscription, as per the record date of the repayment of share capital. The weighted average quotation, which constitutes the precondition for beginning of the share subscription period, shall in this case be decreased by a percentage corresponding to the decrease in the equity of the company following the distribution of assets.

The Board of Directors decides on the effects of a potential partial demerger on the options and the terms and conditions of the options, including the share subscription price.

The Board of Directors resolves the persons receiving the options and all other terms and conditions of the options. However, the General Meeting resolves on granting of options to members of the Board of Directors should the options be remuneration for membership in the Board of Directors. For the avoidance of doubt, the Board of Directors may resolve on granting of options to members of the Board of Directors who are also working for the company in an operative role or as an advisor, if the options are granted based on their operative or advisor role in the company.

The authorization cancels the authorization granted by the Extraordinary General Meeting on 9 March 2016 to decide on the issuance of options and other special rights entitling to shares.

The authorization is valid until 21 April 2022.

Authorizing the Board of Directors to decide on acquisition of the company's own shares

The Annual General Meeting authorized the Board of Directors to decide on acquisition of the company's own shares on the following terms and conditions:

The Board of Directors is authorized to repurchase a maximum of 1,145,000 company's own class A shares and/or accept company's own class A shares as pledge on the company's unrestricted equity. This amount corresponds to approximately 5.0 per cent of the company's shares.

The acquisition may take place in one or more instalments. The purchase price shall not be lower than the lowest price paid for the company's class A shares in multilateral trading on the acquisition date and shall not be higher than the highest price paid for the company's class A shares in multilateral trading on the acquisition date. In connection with the execution of the acquisition of own shares derivatives, share lending or other contracts customary to capital markets and permitted by laws and regulations may be entered into at price determined by the markets. The authorization entitles the Board of Directors to decide on the acquisition in deviation from the shareholders' shareholding (directed acquisition).

Shares may be repurchased to be used as consideration in possible acquisitions or other business arrangements of the company, to finance investments, as part of the company's incentive scheme or to be retained, otherwise conveyed or cancelled.

The Board of Directors shall decide on other terms and conditions relating to acquisition of own shares. The authorization is valid for eighteen (18) months from the decision of the General Meeting.

Organizing meeting of the Board

The new Board of Directors held its organising meeting after the Annual General Meeting and elected Lassi Noponen as the Chairman of the Board and Thomas Bengtsson as the Vice Chairman of the Board.

CLEANTECH INVEST PLC

Board of Directors

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Cleantech Invest in brief

Cleantech Invest is a Nordic accelerator with investments in growth companies that solve global challenges. The portfolio companies are active in energy- and resource efficiency as well as decentralized renewable energy and are based in Finland, Sweden and Germany. The company management consists of company builders and investors who have been active within the cleantech space for over a decade. The company is listed on First North Finland under the ticker CLEAN and on First North Stockholm under the ticker CLEANT A.

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