



Notice to the Extraordinary General Meeting of Loudspring Plc

LOUDSPRING PLC. Company Release 27.11.2018 at 15.30 hrs

Notice is given to the shareholders of Loudspring Plc. (the “**Company**”) to the Extraordinary General Meeting to be held on Wednesday, 19th of December 2018 at 10.00 a.m. (EET) at Radisson Blu Seaside Hotel, address Ruoholahdenranta 3, 00180 Helsinki, Finland. The reception of persons who have registered for the meeting and the distribution of voting tickets will commence at 9.30 a.m. (EET).

A. Matters on the agenda of the Extraordinary General Meeting

At the Extraordinary 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. Authorizing the Board to decide on issuance of option rights**

The Board of Directors notes that the Company has on 21 November 2018 entered into a EUR 2,500,000 convertible loan agreement with Nordic Environment Finance Corporation (“**NEFCO**”) as lender (the “**Convertible Loan Agreement**”).

The Board of Directors proposes that the Extraordinary General Meeting of the Company authorizes the Board of Directors to decide, in one or more transactions, on the issuance of option rights entitling to shares referred to in Chapter 10, Section 1 of the Companies Act as follows to enable implementation of the conversion in relation to the Convertible Loan Agreement against payment or without payment.

The authorisation would consist of issuance of a maximum number of 2,500,000 option rights. Each option right shall entitle to subscribe for one (1) class A share.

The subscription price of the class A shares is EUR one (1) per one (1) class A share. If all offered class A shares will be subscribed, the aggregate subscription price will be EUR 2,500,000. The subscription price has been set according to what has been agreed in the negotiations regarding the issuance of the option rights entitling to class A shares in the Company. The class A shares shall be subscribed and paid by NEFCO setting off its receivables under the Convertible Loan Agreement, one (1) euro against one (1) class A share.

The Board of Directors would be authorised to resolve to either issue new class A shares or own A shares possibly held by the Company. The authorisation would entitle the Board of Directors to resolve on all terms and conditions of the issuance of option rights entitling to class A shares, including the right to deviate from the pre-emptive subscription right of the shareholders.

Further, the Board of Directors would be authorised to resolve on any amendment to the terms and conditions of the Convertible Loan Agreement (including, for the avoidance of doubt, the terms and conditions relating to subscription of the options).

The Board of Directors is entitled to use the authorisation only in connection with the Convertible Loan Agreement, to issue the above-mentioned option rights and facilitate the conversion into the class A shares in the Company through the exercise of option rights entitling to class A shares in the Company.

This authorization is valid until 19th of December 2023. This authorization does not revoke or amend any authorization previously given to the Board of Directors.

7. Closing of the meeting

B. Documents of the Extraordinary General Meeting

The above-mentioned proposal relating to the agenda of the Extraordinary General Meeting, the documents referred to in Chapter 5, section 21, paragraph 2 of the Finnish Companies Act as well as this notice are available on Loudspring Plc.’s website at <http://loudspring.earth/egm> no later than 28th of November 2018. Additionally, the above-mentioned documents are available to shareholders at the meeting. Minutes of the meeting are available on the above-mentioned website no later than 2nd of January 2019 onwards.

C. Instructions for the participants

1. Shareholder registered in the shareholders’ register

Each shareholder who is registered on Friday, 7th of December 2018 in the shareholders' register of the Company held by Euroclear Finland Oy has the right to participate in the Extraordinary General Meeting. A shareholder, whose shares are registered on his/her/its personal Finnish book-entry account, is registered in the shareholders' register of the Company.

A shareholder, who wants to participate in the Extraordinary General Meeting, shall register for the meeting no later than 14th of December 2018 at 4.00 p.m. (EET), by which time the registration shall be received. The registration may take place at Loudspring Plc.'s website: <http://loudspring.earth/egm>.

In connection with the registration, a shareholder shall notify his/her/its name, personal identification number/business ID, address, telephone number, email address and the name of a possible assistant or proxy representative and the personal identification number of a proxy representative. The personal data given to Loudspring Plc. is used only in connection with the Extraordinary General Meeting and the processing of related necessary registrations. The shareholder, his/her/its representative or proxy representative shall, when necessary, be able to prove his/her/its identity and/or right of representation at the meeting venue.

2. Holders of nominee-registered shares

A holder of nominee registered shares has the right to participate in the Extraordinary General Meeting by virtue of shares based on which he/she/it on the record date of the meeting, i.e. on 7th of December 2018, would be entitled to be registered in the shareholders' register of the Company held by Euroclear Finland Oy. The right to participate in the Extraordinary General Meeting requires, in addition, that the shareholder has on the basis of such shares been temporarily registered into the shareholders' register of the Company held by Euroclear Finland Oy at the latest on 14th of December 2018 by 10.00 a.m. (EET). As regards nominee registered shares this constitutes due registration for the Extraordinary General Meeting.

A holder of nominee registered shares is advised without delay to request necessary instructions regarding the temporary registration in the shareholder's register of the Company, the issuing of proxy documents and registration for the Extraordinary General Meeting from his/her/its 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 Extraordinary General Meeting, into the temporary shareholders' register of the Company at the latest on the date and time mentioned above.

3. Shares registered in Euroclear Sweden AB

A shareholder with shares registered in Euroclear Sweden AB's securities system who wishes to attend and vote at the Extraordinary General Meeting must be registered in the shareholders' register maintained by Euroclear Sweden AB no later than on 7th of December 2018.

Shareholders, whose shares are registered in the name of a nominee must, in order to be eligible to request a temporary registration in the shareholders' register of Loudspring Plc. maintained by Euroclear Finland Oy, request that their shares are re-registered in their own names in the register of shareholders maintained by Euroclear Sweden AB, and procure that the nominee sends the above-mentioned request for temporary registration to Euroclear Sweden AB on their behalf. Such registration must be made at the latest by 7th December 2018 and the nominee should therefore be notified well in advance before said date.

A shareholder with shares registered in Euroclear Sweden AB's securities system who wishes to attend and vote at the Extraordinary General Meeting must request temporary registration in the shareholders' register of Loudspring Plc. maintained by Euroclear Finland Oy. Such request shall be submitted to Euroclear Sweden AB in writing no later than on 10th of December 2018 at 10 a.m. Swedish time. This temporary registration made through written request to Loudspring Plc. is considered a notice of attendance at the Extraordinary General Meeting.

4. Proxy representative and powers of attorney

A shareholder may participate in the Extraordinary General Meeting and exercise his/her/its rights at the meeting by way of proxy representation.

A proxy representative shall produce a dated proxy document or otherwise provide reliable evidence of the right to represent the shareholder. The authorization applies to one meeting, unless otherwise stated. When a shareholder participates in the Extraordinary 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 Extraordinary General Meeting.

Possible proxy documents should be delivered in originals to Loudspring Plc., Extraordinary General Meeting, Malminrinne 1 B, 00180 Helsinki, Finland before the end of the registration period.

5. Other instructions and information

Pursuant to Chapter 5 Section 25 of the Finnish Companies Act, a shareholder who is present at the Extraordinary General Meeting has the right to request information with respect to the matters to be handled at the meeting.

The meeting will be conducted in Finnish language.

On the date of the notice to the Extraordinary General Meeting, 27th of November 2018, the total number of shares in Loudspring Plc. is 24,168,498, of which 19,770,074 are class A shares and 4,398,424 are class K shares. Each class K share carries twenty (20) votes and each class A share one (1) vote at the Extraordinary General Meeting. The shares have a total of 107,738,554 votes.

LOUDSPRING PLC.

Board of Directors

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Loudspring in brief

Loudspring is an industrial group focused on saving natural resources. We own and operate Nordic growth businesses that are making a big environmental impact. We have a diversified business portfolio in order to balance out the fluctuations of individual companies' performance. Our technologies save energy, water and materials in industry, real estate and in everyday life. Our business consists of two branches: Loudspring Industry – majority owned businesses, and Loudspring Ventures – minority ownerships.

The company group is listed on First North Finland under the ticker LOUD and on First North Stockholm under the ticker LOUDS.

www.loudspring.earth

LinkedIn: <https://www.linkedin.com/company/loudspring/>

Twitter: [@loudspring](https://twitter.com/loudspring)

IG: [@loudspring_earth](https://www.instagram.com/loudspring_earth)

FB: [@loudspringco](https://www.facebook.com/loudspringco)