

TOKMANNI GROUP CORPORATION: NOTICE TO THE GENERAL MEETING

TOKMANNI GROUP CORPORATION Stock Exchange Release 19 February 9 am EET

Notice is given to the shareholders of Tokmanni Group Corporation to the annual general meeting to be held on Wednesday 14 March 2018 at 10:00 a.m. at the Tokmanni's administration and logistics centre at the address Isolammintie 1, 04600 Mäntsälä. The reception of persons who have registered for the meeting and the distribution of voting tickets as well as coffee service will commence at 9:00 a.m.

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 scrutinise 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 2017 financial statements, including the consolidated financial statements, the report of the Board of Directors and the auditor's report**

Presentation of the review of the CEO.

- 7 Adoption of the financial statements including consolidated financial statements**
- 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 general meeting that the company pays dividend EUR 0,41 per share for the accounting period that ended on 31 December 2017. The proposed dividend will be paid to shareholders who are registered in the company's shareholders register, maintained by Euroclear Finland, on the record date of the payment of the dividend. The record date for the payment of the dividend is 16 March 2018 and the proposed date for the payment of the dividend is 23 March 2018.

- 9 Resolution on the discharge of the members of the Board of Directors and the Managing Director from liability**

- 10 Resolution on the remuneration of the members of the Board of Directors**

The Shareholders' Nomination Board proposes to the general meeting that the remunerations of the members of the Board of Directors remain the same so that they are as follows:

- i) The Chairman of the Board of Directors will be paid EUR 7,000.00 as monthly remuneration;
- ii) A member of the Board of Directors will be paid EUR 2,500.00 as monthly remuneration;
- iii) In addition, the Chairman and the members of the Board of Directors will be paid an attendance fee per each meeting of the Board of Directors as follows: (i) EUR 1,000.00 for those members of the Board of Directors who are domiciled in Finland;(ii) EUR 2,000.00 for those members of the Board of Directors who are domiciled elsewhere in Europe; and (iii) EUR 3,000.00 for those members of the Board of Directors who are domiciled outside Europe.

- 11 Resolution on the number of members of the Board of Directors**

Under the articles of association, the company's Board of Directors must have at least 3 and at most 8 members.

The Shareholders' Nomination Board proposes to the general meeting that 6 members are elected to the Board of Directors.

- 12 Election of the Chairman and members of the Board of Directors**

Christian Gylling and Sven Kuldorff have announced that they will no longer be available for election as a member to the Board of Directors.

The Shareholders' Nomination Board proposes that the other current members of the Board of Directors Therese Cedercreutz, Kati Hagros, Seppo Saastamoinen and Harri Sivula are with their consent elected for the new term which continues until the end of the next annual general meeting. The Shareholders' Nomination Board proposes that Juha Blomster and Erkki Järvinen are elected with their consent as new members of the Board of Directors. The information relevant considering their service for the Board of Directors is on Tokmanni Group Corporation's website at ir.tokmanni.fi/en/AGM.

The Shareholders' Nomination Board proposes that Seppo Saastamoinen is elected as the Chairman of the Board of Directors.

13 Resolution on the remuneration of the auditor

The Board of Directors proposes that the auditor is paid remuneration in accordance with a reasonable invoice.

14 Election of auditor

In accordance with the proposal of the Finance and Audit Committee, the Board of Directors proposes that authorised public accountants KPMG Oy Ab is reappointed as the company's auditor. The principal auditor designated by the audit firm would be KHT auditor Ari Eskelinen.

15 Authorising the Board of Directors to decide on the repurchase of the company's own shares

The Board of Directors proposes that the annual general meeting authorises the Board of Directors to decide on repurchase or accepting as pledge, using the company's non-restricted equity, a maximum of 2.943.000 own shares, which corresponds to approximately 5 per cent of the company's total shares at the time of convening the meeting. The repurchase may take place in one or more tranches.

The shares shall be repurchased in a proportion other than the shareholders' current shareholdings in the company in public trading arranged by Nasdaq Helsinki Ltd at the trading price of the moment of repurchase. The shares shall be repurchased and paid in accordance with the rules of Nasdaq Helsinki Ltd.

The company may repurchase the shares to execute its incentive program or corporate acquisitions or other business arrangements or investments related to the company's operations, to improve its capital structure, or to be otherwise further transferred, retained by the company or cancelled.

The authorisation is proposed to include the right for the Board of Directors to decide on all other matters related to the repurchase of shares. The authorisation is proposed to be effective until the annual general meeting held in 2019, yet no further than until 30 June 2019.

The decision concerning the authorisation requires a qualified majority of at least two thirds of the votes cast and shares represented at the meeting.

16 Closing of the meeting

B. Documents of the general meeting

The aforementioned proposals on the agenda of the annual general meeting as well as this notice are available on the Tokmanni Group Corporation's website at ir.tokmanni.fi/en/AGM. Tokmanni Group Corporation's financial statements, report of the Board of Directors and the auditor's report are available on the said website no later than 20 February 2018. The proposals for decisions and the other above-mentioned documents will also be available at the general meeting. In addition, 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 of 21 March 2018 at the latest.

C. Instructions for the participants in the general meeting

1 Shareholders registered in the shareholders' register

Shareholders who are on 2 March 2018 registered in the company's shareholders' register held by Euroclear Finland Ltd have the right to participate in the general meeting. Shareholders whose shares are registered on their personal Finnish book-entry accounts are registered in the company's shareholders' register.

Shareholders who are registered in the shareholders' register and want to participate in the General Meeting shall register for the meeting no later than on 9 March 2018 at 10:00 a.m. by giving prior notice of participation, which must be received by the company no later than on the above-mentioned date.

Such notice can be given:

- a) on Tokmanni Group Corporation's website ir.tokmanni.fi/en/AGM
- b) by telephone, +358 20 728 5431, Monday–Friday 9–16 or
- c) by mail to address Tokmanni Group Corporation, Marjut Aaltonen, Isolammintie 1, 04600 Mäntsälä.

In connection with the registration, a shareholder shall notify their 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 Tokmanni Group Corporation is used only in connection with the general meeting and with the processing of related registrations.

The shareholder, their authorized representative or proxy representative must, where necessary, be able to prove their 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 they on the record date of the general meeting, i.e. on 2 March 2018, 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 9 March 2018 by 10:00 a.m. As regards nominee-registered shares, this constitutes due registration for the 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 general meeting from their 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.

3 Proxy representative and powers of attorney

A shareholder may participate in the general meeting and exercise their 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 their 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 in originals to the address Tokmanni Group Corporation, Marjut Aaltonen, Isolammintie 1, 04600 Mäntsälä before the last date for registration.

4 Other instructions and information

The company organizes a bus transportation from Helsinki to the general meeting. The bus will leave at 8:00 a.m. from tourist bus stop of Kiasma, Mannerheimin aukio, 00100 Helsinki. The registration for the transportation shall be made via email to marjut.aaltonen@tokmanni.fi no later than at 16:00 on 7 March 2018.

Pursuant to Chapter 5 Section 25 of the Limited Liability 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 general meeting 19 February 2018, the total number of shares in Tokmanni Group Corporation, and votes represented by such shares, is 58,868,752.

Helsinki 19 February 2018

TOKMANNI GROUP CORPORATION

BOARD OF DIRECTORS

For more information:

Joséphine Mickwitz, Head of IR and Communications, tel. +358 20 728 6535

Marjut Aaltonen, Executive Assistant, puh. +358 20 728 5431

Tokmanni in brief

Tokmanni is the largest general discount retailer in Finland measured by number of stores and revenue. In 2017, Tokmanni's revenue was EUR 796 million and on average it had approximately 3,200 employees. Tokmanni is the only nationwide general discount retailer in Finland, with 175 stores across Finland as at 31 December 2017.

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