

**March 14, 2017 at 2.05 P.M.**

**NOTICE TO CONVENE THE ANNUAL GENERAL MEETING OF WULFF GROUP PLC**

The Shareholders of Wulff Group Plc are invited to the Annual General Meeting to be held on Thursday April 6, 2017 at 12 P.M. at Pörssitalo, Fabianinkatu 14, Helsinki, Finland. Reception of attendees will begin at 11.30 A.M.

**A) MATTERS TO BE HANDLED BY THE ANNUAL GENERAL MEETING**

**1. Opening the meeting**

**2. Calling the meeting to order**

**3. Electing of persons to confirm 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 2016; Review by the CEO.**

**7. Adoption of the annual accounts**

**8. Resolution on the use of the result shown on the balance sheet and the payment of dividend**

The Board of Directors of Wulff Group Plc proposes to the Annual General Meeting that a dividend of EUR 0.10 per share is paid for the financial year 2016. The dividend approved by the Annual General Meeting will be paid to shareholders who have been registered in the Company's shareholder list maintained by Euroclear Finland Ltd on the record date of the dividend payment, Monday April 10, 2017. The Board proposes to the Annual General Meeting that the dividend be paid on Wednesday April 19, 2017.

**9. Resolution of the discharge of the members of the Board of Directors and the CEO from liability**

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

The Board of Directors proposes that members of the Board of Directors will receive a monthly fee of EUR 1,250.

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#### **11. Resolution on the number of members of the Board of Directors**

Shareholders who represent approximately 60 % of the company's shares and votes propose that the number of the board members shall be four.

#### **12. Election of the members of the Board of Directors**

Shareholders who represent approximately 60 % of the company's shares and votes propose that the following members of the Board of Directors be re-elected: Johanna Marin, Ari Pikkariainen, Andreas Tallberg and Heikki Vienola.

#### **13. Resolution of the remuneration of the Auditors**

According to the 8 § of the Articles of Association, Wulff Group Plc has one to two auditors and the auditors are appointed until further notice. The Board of Directors proposes to the Annual General Meeting that the reimbursements to the Auditors are paid on the basis of reasonable invoicing.

#### **14. Election of Auditor**

The Board of Directors proposes that BDO Oy, Authorized Public Accountants Organization, be elected as the Company's auditor for the financial period 2017. BDO Oy has informed that the auditor with principal responsibility will be Juha Selänne, Authorized Public Accountant.

#### **15. Authorizing 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 shall authorize the Board of Directors to resolve on the acquisition of maximum 300,000 own shares. The authorization is effective until April 30, 2018. The authorization encompasses the acquisitions of the own shares through the public trading arranged by NASDAQ OMX Helsinki Oy in pursuance of its rules or through a purchase offer made to the shareholders. The consideration paid for the acquired shares must be based on the market price. To carry out treasury share acquisitions, derivative, stock loan and other agreements may be made on the capital market in accordance with the relevant laws and regulations.

The authorization entitles the Board of Directors to deviate from the pre-emptive rights of shareholders (directed acquisition) in accordance with the law. The company can acquire treasury shares to carry out acquisitions or other business-related arrangements, to improve the company's capital structure, to support the implementation of the company's incentive scheme or to be cancelled or disposed of. The Board of Directors has the right to decide on other matters related to the acquisition of treasury shares.

#### **16. Authorizing the Board of Directors to decide on a share issue and the special entitlement of the shares**

The Board of Directors proposes that the Annual General Meeting authorise the Board to decide on the issue of new shares, disposal of treasury shares and/or the issue of special rights referred to in Chapter 10,

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Section 1 of the Companies Act in the following way:

The Board of Directors proposes that the authorisation entitle the Board to issue a maximum of 1,300,000 shares based on a single decision or several decisions. This maximum number encompasses the share issue and the shares issued on the basis of special rights. The proposed maximum number of shares is approximately 20% of the company's currently outstanding stock. The share issue may be subject to or exempt from fees and may be carried out for the company itself as provided in the law.

The Board proposes that the authorisation remain in force until April 30, 2018. The authorisation entitles the Board to deviate from shareholders' pre-emptive rights as provided in the law (private placement). The authorisation can be used to carry out acquisitions or other business-related arrangements, to finance investments, to improve the company's capital structure, to support the implementation of the company's incentive scheme or for other purposes as decided by the Board.

The Board proposes that the authorisation include the right to decide on the way in which the subscription price is entered in the company's balance sheet. The subscription price can be paid in cash or as a non-cash contribution, either partly or in full, or by offsetting the subscription price with a receivable of the subscriber. The Board of Directors has the right to decide on other matters related to the share issue.

## **17. Closing of the meeting**

### **B) DOCUMENTS OF THE ANNUAL GENERAL MEETING**

The above-mentioned proposals of the Board of Directors relating to the agenda of the Annual General Meeting and this notice are available on Wulff Group Plc's website at [www.wulff-group.com](http://www.wulff-group.com). Wulff Group Plc's Annual Report, including the Financial Statements, the Report of the Board of Directors and the Auditor's Report, are available on the above-mentioned website by Tuesday March 14, 2017. The Board's proposals and the Financial Statements are also available at the meeting and copies of them will be sent to shareholders upon request. The minutes of the meeting will be available on the above-mentioned website by Thursday April 20, 2017.

### **C) INSTRUCTIONS FOR THE PARTICIPANTS IN THE ANNUAL GENERAL MEETING**

#### **1. The right to participate and registration**

The right to attend at the Annual General Meeting is afforded to a shareholder who has been entered as a shareholder in the list of shareholders kept by Euroclear Finland Ltd by Monday March 27, 2017. A shareholder, whose shares are registered on his/her personal Finnish book-entry account, is registered in the shareholder register of the company. A shareholder who wishes to participate in the Annual General Meeting shall register for the meeting no later than on Monday April 3, 2017 either by:

- email: [investors@wulff.fi](mailto:investors@wulff.fi)
- telephone: +358 300 870 414

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- regular mail: Wulff Group Plc, Annual General Meeting, Manttaalitie 12, 01530 Vantaa, Finland

In connection with the registration, a shareholder shall notify his/her name, address, telephone number and the name of a possible assistant or proxy representative.

Pursuant to chapter 5, section 25 of the Finnish Companies Act, a shareholder who is present at the Annual General Meeting has the right to request information with respect to the matters to be considered at the meeting.

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

A shareholder may participate in the Annual 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 meeting. A shareholder may have several proxy representatives, who represent the shareholder with shares booked on different book-entry accounts. In such case the shares represented by each proxy representative shall be notified in connection with the registration.

Possible proxy documents should be delivered in originals to the above-mentioned address by the end of the registration period.

## **3. Holders of nominee registered shares**

Each holder of nominee registered shares, who is registered on Monday March 27, 2017 in the shareholders' register of the Company held by Euroclear Finland Ltd. has the right to participate in the Annual General Meeting. A holder of nominee registered shares wishing to participate in the Annual General Meeting shall be temporarily registered into the shareholders' register of the company kept by Euroclear Finland Ltd at the latest on Monday April 3, 2017 by 10.00 A.M. A holder of nominee registered shares is advised to request without delay necessary instructions regarding the registration in the shareholders' register, the issuing of proxy documents and registration for the Annual General Meeting from his/her custodian bank. The custodian bank of an account operator must announce the holder of nominee registered shares wishing to participate in the Annual General Meeting to be temporarily registered into the shareholders' register no later than on the above-mentioned date. For further information, please visit the company's website at [www.wulff-group.com](http://www.wulff-group.com).

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## Other information

On the date of the Notice to the Annual General Meeting, the total number of shares and votes in Wulff Group Plc is 6,607,628.

In Vantaa on March 14, 2017.

WULFF GROUP PLC  
BOARD OF DIRECTORS

Further information:

Chairman of the Board of Directors Heikki Vienola  
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