

**NOTICE TO GLASTON CORPORATION'S ANNUAL GENERAL MEETING**

Notice is given to the shareholders of Glaston Corporation to the Annual General Meeting to be held on 5 April 2016 at 3.00 p.m. in Kansallissali, Aleksanterinkatu 44, Helsinki. The reception of persons who have registered for the meeting will commence at 2.00p.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 the list of votes**
- 6 **Presentation of the annual accounts, consolidated annual accounts, the report of the Board of Directors and the auditor's report for the year 2015**  
Review by the CEO.
- 7 **Adoption of the annual accounts and consolidated annual accounts**
- 8 **Resolution on the distribution of profits and return of capital**  
The distributable funds of Glaston Corporation are EUR 23,833,715, of which EUR -22,649,728 represents the net loss for the financial year. The Board of Directors proposes to the Annual General Meeting to be held on 5 April 2016 that the loss for the financial year 2015 be placed in retained earnings and that no dividend be paid.  
  
The Board of Directors proposes to the Annual General Meeting that, based on the balance sheet adopted for 2015, a return of capital of EUR 0.01 per share be paid. Capital will be repaid from the reserve for invested unrestricted equity. Capital will be repaid to a shareholder who is registered in the company's register of shareholders, maintained by Euroclear Finland Ltd, on the record date for payment, 7 April 2016. The Board of Directors proposes to the Annual General Meeting that the return of capital be paid on 28 April 2016.  
  
On the day that the proposal for the distribution of assets was made, the number of shares entitling to a return of capital was 192,919,754, which means that the total amount of the return of capital would be EUR 1,929,198.
- 9 **Resolution on the discharge of the members of the Board of Directors as well as the CEO from liability**
- 10 **Resolution on the remuneration of the members of the Board of Directors**  
The Chairman of the Board of Directors has been paid an annual fee of EUR 40,000, the Vice-Chairman an annual fee of EUR 30,000 and the members of the Board of Directors an annual fee of EUR 20,000. In addition, the Company has paid a voluntary pension insurance based on the fees. Additional remuneration has been paid to the members of the Board of Directors for each meeting of the Board of Directors attended. The Chairman of the meeting has been paid a fee of EUR 800 and the members a fee of EUR 500.

The Nomination Board of the Company proposes to the General Meeting that the annual fees as well as the meeting fees of the members of the Board of Directors would remain unchanged. In addition, the Nomination Board proposes that the company will continue to arrange voluntary pension insurance for Members of the Board based on the remuneration. Furthermore, it is proposed that each Member of the Board is compensated for direct expenses arising from their work

for the Board of Directors.

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

The shareholders representing more than 35% of the shares and the voting rights carried by the shares have notified the Company that they will propose in the General Meeting that the number of members of the Board of Directors would be seven (7) members.

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

The shareholders representing more than 35% of the shares and the voting rights carried by the shares have notified the Company that they will propose to the General Meeting that current members of the Board of Directors Andreas Tallberg, Claus von Bonsdorff, Anu Hämäläinen, Kalle Reponen, Teuvo Salminen and Pekka Vauramo would be re-elected and as a new member would be elected M.SC Architecture Sarlotta Narjus.

All aforementioned persons have given their consent for the election. More information on the nominees is available on Glaston's website [www.glaston.net](http://www.glaston.net).

13 **Resolution on the remuneration of the auditor**

14 **Election of auditor**

The Board of Directors proposes that authorised public accounting firm Ernst & Young Oy would be elected as the Company's auditor. The auditing firm has announced that the auditor in charge of the audit is Authorised Public Accountant Mrs. Kristina Sandin.

15 **Authorising the Board of Directors to decide on the issuance of shares as well as the issuance of options and other rights entitling to shares**

The Board of Directors proposes that the General Meeting would authorise the Board of Directors to resolve on one or more issuances which contain the right to issue new shares or dispose of the shares in the possession of the company and to issue options or other rights entitling to shares pursuant to Chapter 10 of the Finnish Companies Act. The authorisation would consist of up to 20,000,000 shares in the aggregate.

The authorisation would not exclude the Board of Directors' right to decide on a directed issue. The authorisation is proposed to be used for material arrangements from the Company's point of view, such as financing or implementing business arrangements or investments or for other such purposes determined by the Board of Directors in which case a weighty financial reason for issuing shares, options or other rights and possibly directing a share issue would exist.

The Board of Directors would be authorised to resolve on all other terms and conditions of the issuance of shares, options and other rights entitling to shares as referred to in Chapter 10 of the Companies Act, including the payment period, grounds for the determination of the subscription price and subscription price or allocation of shares, option or other rights free of charge or that the subscription price may be paid besides in cash also by other assets either partially or entirely.

The authorisation would be effective until 30 June 2017. The Board of Directors proposes that the authorisation would supersede earlier authorisations.

16 **Amendment of the Charter of the Nomination Board**

The Board of Directors proposes that the General Meeting decided to amend the Charter of the Shareholders' Nomination Board, established by the Annual General Meeting of 2013, to reflect the content of the new Corporate Governance Code. In addition, it is proposed that in the future the proposal of the Nomination Board shall be the opinion supported by the majority of the members of the Nomination Board. The proposal of the Charter of the Nomination Board is available on the company's website.

17 **Closing of the meeting**

**B. Documents of the General Meeting**

The proposals to the General Meeting relating to the agenda of the General Meeting, the Financial Statement Release as well as this notice are available on Glaston Corporation's website at [www.glaston.net](http://www.glaston.net). The annual accounts, the report of the Board of Directors, the auditor's report and the annual review of Glaston Corporation will be available on the above-mentioned website no later than 15 March, 2016. The proposals to the General Meeting relating to the agenda of the General

Meeting and the annual accounts are also available at the meeting. Copies of these documents and of this notice will be sent to shareholders upon request. The minutes of the Annual General Meeting is available on the aforementioned website at the latest as of 19 April 2016.

### **C. Instructions for the participants in the General Meeting**

#### 1 Right to participate and registration

Each shareholder, who is on the record date of the General Meeting, 22 March 2016, registered in the shareholders' register of the Company held by Euroclear Finland Ltd, has the right to participate in the General Meeting. A shareholder, whose shares are registered on his/her personal Finnish book-entry account, is registered in the shareholders' register of the Company.

A shareholder, who wants to participate in the General Meeting, shall register for the meeting no later than 31 March 2016 at 10:00 a.m. Such notice can be given:

on Glaston Corporation's internet website [www.glaston.net](http://www.glaston.net)

by email [Agneta.selroos@glaston.net](mailto:Agneta.selroos@glaston.net)

by telephone +358 10 500 6105; or

by regular mail to the address Glaston Corporation, Yliopistonkatu 7, 00100 Helsinki, Finland.

In connection with the registration, a shareholder shall notify his/her name, personal identification number / company 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 Glaston Corporation is used only in connection with the General Meeting and with the processing to related registrations.

Pursuant to Chapter 5, Section 25 of the 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.

#### 2 Holder 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 he/she on the record date of the General Meeting, 22 March 2016, would be entitled to be registered in the shareholders' register of the Company. 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 at the latest by 31 March 2016 at 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 necessary instructions regarding the registration in the temporary shareholders' register of the Company, the issuing of proxy documents and registration for the General Meeting from his/her 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 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. 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 Glaston Corporation, Yliopistonkatu 7, 00100 Helsinki, Finland before the last date for registration.

4 Other information

On this date of notice to the General Meeting, the total number of shares and votes in Glaston Corporation is 193,708,336.

Helsinki, 9 March 2016

GLASTON CORPORATION  
Board of Directors

For further information, please contact:  
Sasu Koivumäki, CFO, Glaston Corporation, Tel. +358 10 500 500

GLASTON CORPORATION  
Agneta Selroos  
Communications Director

Glaston Corporation

Glaston is a leading company in glass processing technologies. We provide high-quality heat treatment machines and services for architectural, solar, appliance and automotive applications. We are committed to our customers' success over the entire lifecycle of our offering. Moreover, we continuously innovate and develop technologies to enable the glass processing industry to reach ever higher standards in quality and safety. Glaston's shares (GLA1V) are listed on NASDAQ Helsinki Ltd. Further information is available at [www.glaston.net](http://www.glaston.net)

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