

Tecnotree Corporation
Stock Exchange Release
24 April 2019 at 10:30 a.m. EEST

NOTICE TO THE ANNUAL GENERAL MEETING

Notice is given to the shareholders of Tecnotree Corporation to the Annual General Meeting to be held on Wednesday 15 May 2019 at 2 p.m. at Tecnotree Corporation Headquarters, Miestentie 9 C, 02150 Espoo, Finland. The reception of persons who have registered for the meeting will commence at 1 p.m.

Please note that the location of the meeting is different than last year, as the meeting is held at the new headquarters of the company.

A. Matters on the agenda of the Annual General Meeting

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. **Presentation of the annual accounts, the consolidated annual accounts, the report of the Board of Directors and the auditor's report for the year 2018**
 - Review by the CEO
7. **Adoption of the annual accounts and consolidated annual accounts**
8. **Resolution on the result**

The Board of Directors proposes to the Annual General Meeting that the loss of the parent company EUR 6,839,442.02 is transferred to the accrued earnings account and that no dividend be paid for the financial year 1 January 2018- 31 December 2018.

9. **Resolution on 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**

Upon recommendation of the Nomination Committee, the Board of Directors

proposes to the Annual General Meeting that the annual fees of the members of the Board of Directors remain unchanged so that the chairman of the Board of Directors will receive EUR 50,000 per year, the vice chairman will receive EUR 30,000 per year and the other board members will receive EUR 23,000 each per year. In addition, the chairman of the Board of Directors will receive an attendance fee of EUR 800 and the other board members EUR 500 per Board meeting and the members of the Board committees will receive an attendance fee of EUR 500 per committee meeting. The afore-mentioned fees may instead of cash be paid in the company's shares, at prevailing market value.

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

Upon recommendation of the Nomination Committee, the Board of Directors proposes to the Annual General Meeting that five (5) members be elected to the Board of Directors.

12. Election of members of the Board of Directors

Upon recommendation of the Nomination Committee, the Board of Directors proposes to the Annual General Meeting that the current members of the Board of Directors Ms. Jyothi Desai, Mr. Neil Macleod, Mr. Conrad Neil Phoenix and Mr. Priyesh Ranjan be re-elected and that Mr. Kaj Hagros be elected as a new member to the Board.

The members of the Board of Directors are elected for a term that expires at the end of the first Annual General Meeting following the election.

Biographical details of the proposed Board members, as well as an evaluation regarding their independence, are available on the company's website www.tecnotree.com.

13. Resolution on the remuneration of the auditor

Upon recommendation of the Audit Committee, the Board of Directors proposes to the Annual General Meeting that the auditor's fees are paid according to the auditor's reasonable invoice.

14. Election of auditor

Upon recommendation of the Audit Committee, the Board of Directors proposes to the Annual General Meeting that Tietotili Audit Oy be elected auditor of the company. Tietotili Audit Oy has informed the company that APA Mr. Urpo Salo will be the auditor with principal responsibility.

The term of the auditor expires at the end of the first Annual General Meeting following the election.



15. Authorizing the Board of Directors to decide on the issuance of shares as well as the issuance of special rights entitling to shares

The Board of Directors proposes that the Annual General Meeting resolve to keep the authorizations to the Board of Directors at the level originally granted by the Extraordinary General Meeting of Shareholders on 14 September 2017 and the Annual General Meeting of Shareholders on 30 May 2018 and that the authorizations be in force for a period of 5 years from the Annual General Meeting. The Board of Directors accordingly proposes that the Annual General Meeting resolve to grant the following authorizations:

a. Authorization replacing the authorization granted by the Extraordinary General Meeting of Shareholders on 14 September 2017

The Board of Directors proposes to the Annual General Meeting that the Board of Directors be authorized to decide to issue and/or convey a maximum of 900,000,000 new shares and/or the company's own shares either against payment or for free in one or several transactions.

New shares may be issued and the company's own shares may be conveyed to the company's shareholders in proportion to their current shareholdings in the company or in deviation of the shareholders' pre-emption right (directed share issue). The authorization is proposed to be used to secure the continuity of the company's operations and to strengthen the company's capital structure and it can be also used as part of the company's incentive schemes in the extent and manner decided by the Board of Directors.

The Board of Directors may also decide on a free share issue to the company itself. The number of shares issued to the company shall be a maximum of 1/10 of all the company's shares.

The Board of Directors is authorized, within the limits of the above described authorization, to grant also special rights referred to in chapter 10, section 1 of the Companies Act, which carry the right to receive, against payment, new shares of the company or the company's own shares held by the company in such a manner that the subscription price of the shares is paid in cash or by using the subscriber's receivable to set off the subscription price.

The subscription price of the new shares and the consideration payable for the company's own shares may be recorded partially or fully in the reserve for invested non-restricted equity or in the share capital to the extent and in the manner decided by the Board of Directors.

The Board of Directors decides on the other terms and conditions related to the share issues and granting of the special rights.



The authorization is valid for a period of five years from the date of the Annual General Meeting.

If the Annual General Meeting approves the proposed authorization, it will revoke the authorization granted by the Extraordinary General Meeting on 14 September 2017.

b. General authorization

The Board of Directors proposes to the Annual General Meeting to authorize the Board of Directors to decide to issue and/or convey a maximum of 100,000,000 new shares and/or the company's own shares either against payment or for free in one or several transactions.

New shares may be issued and the company's own shares may be conveyed to the company's shareholders in proportion to their current shareholdings in the company or in deviation of the shareholders' pre-emption right (directed share issue).

The Board of Directors may also decide on a free share issue to the company itself. The number of shares issued to the company shall be a maximum of 1/10 of all the company's shares.

The Board of Directors is authorized, within the limits of the above described authorization, to grant also special rights referred to in chapter 10, section 1 of the Companies Act, which carry the right to receive, against payment, new shares of the company or the company's own shares held by the company in such a manner that the subscription price of the shares is paid in cash or by using the subscriber's receivable to set off the subscription price.

The subscription price of the new shares and the consideration payable for the company's own shares may be recorded partially or fully in the reserve for invested non-restricted equity or in the share capital to the extent and in the manner decided by the Board of Directors.

The Board of Directors decides on the other terms and conditions related to the share issues and granting of the special rights.

The authorization is valid for a period of five years from the date of the Annual General Meeting.

If the Annual General Meeting approves the proposed authorization, it will revoke the authorization granted by the Annual General Meeting of Shareholders on 30 May 2018, but will not revoke the authorization granted to the Board of Directors above in item 15 a.

16. Closing of the meeting



B. Documents of the Annual General Meeting

The proposals of the Board of Directors relating to the matters on the agenda of the Annual General Meeting as well as this notice are available on Tecnotree Corporation's website at www.tecnotree.com from this day. Likewise, the annual report of Tecnotree Corporation, including the company's annual accounts, the report of the Board of Directors and the auditor's report, is available on the afore-mentioned website. The proposals of the Board of Directors and the annual accounts documents are also available at the meeting. Copies of these documents and of this notice will be sent to shareholders upon request.

C. Instructions for the participants in the Annual General Meeting

1. Shareholders registered in the shareholders' register

Each shareholder, who is registered on 3 May 2019 in the shareholders' register of the company held by Euroclear Finland Ltd., has the right to participate in the Annual 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.

Shareholders registered in the shareholders' register, who want to participate in the Annual General Meeting, shall register for the meeting no later than 10 May at 2 p.m., by giving prior notice of participation, which notice needs to have been received by the company no later than by the above-mentioned time. Such notice can be given:

- a) on the company's website www.tecnotree.com;
- b) by telephone + 358 50 517 4569 from Monday till Friday at 9 a.m. – 4 p.m.;
- or
- c) by regular mail to Tecnotree Corporation, the Annual General Meeting, Miestentie 9 C, FI-02150 Espoo, Finland

In connection with the registration, a shareholder shall notify his/her 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 Tecnotree Corporation is used only in connection with the Annual General Meeting and with the processing of related registrations.

The shareholder, his/her authorized representative or proxy representative shall, where necessary, be able to prove his/her identity and/or right of representation at the venue of the Annual General Meeting.

2. Holders of nominee registered shares



A holder of nominee registered shares has the right to participate in the Annual General Meeting by virtue of such shares, based on which he/she on the record date of the Annual General Meeting, i.e. on 3 May 2019 would be entitled to be registered in the shareholders' register of the company held by Euroclear Finland Ltd. The right to participate in the Annual General Meeting requires, in addition, that the shareholder on the basis of such shares has been notified for temporary entry into the shareholders' register held by Euroclear Finland Ltd. at the latest by 10 May 2019 at 10 a.m. As regards nominee registered shares this constitutes due registration for the Annual General Meeting.

A holder of nominee registered shares is advised to request without delay necessary instructions regarding the notification for temporary entry into the shareholders' register of the company, the issuing of proxy documents and registration for the Annual General Meeting from his/her custodian bank. The account management organization of the custodian bank has to notify a holder of nominee registered shares, who wants to participate in the general meeting, for temporary entry into the shareholders' register of the company at the latest by the time stated above.

Further information on these matters can also be found on the company's website www.tecnotree.com.

3. 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 Annual General Meeting. When a shareholder participates in the Annual 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 Annual General Meeting.

Possible proxy documents should be delivered in original to Tecnotree Corporation, the Annual General Meeting, Miestentie 9 C, FI-02150 Espoo, Finland] by 2 pm on the last date for registration 10 May 2019.

4. Other instructions and information

Pursuant to chapter 5, section 25 of the 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.

On the date of the notice to the Annual General Meeting, 24 April 2019, the total number of shares in Tecnotree Corporation is 247,628,428 shares and the total number of votes is 247,628,428 votes.



TECNOTREE

Powering the digital marketplace

In Espoo, 24 April 2019

TECNOTREE CORPORATION

THE BOARD OF DIRECTORS

Tecnotree Oyj

Finnoonnitynkuja 7 • PL 93 • FIN-02271 Espoo Finland

Y-tunnus 1651577-0

www.tecnotree.com

