

## **NOTICE OF THE ANNUAL GENERAL MEETING**

Notice is given to the shareholders of Ahlström Capital Oy of the Annual General Meeting to be held on Wednesday, April 15, 2020 at 5 p.m. at Restaurant Savoy, address Eteläesplanadi 14, Helsinki, Finland. The reception of persons who have registered for the meeting will commence at 4.30 p.m.

### **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 2019**
  - Review by the CEO
- 7. Adoption of the annual accounts and the consolidated annual accounts**
- 8. Resolution on the use of the profit shown on the balance sheet and the payment of dividend as well as authorization of the Board of Directors to decide on the payment of dividend**
- 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**
- 11. Resolution on the number of members of the Board of Directors**
- 12. Election of members of the Board of Directors**
- 13. Resolution on the remuneration of the auditor**
- 14. Election of auditor**
- 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 authorizes the Board of Directors to decide on the repurchase of the company's own shares (share repurchase program) as follows:

- The maximum number of shares to be acquired would be 400,000, which corresponds to approximately 0.6 percent of all outstanding shares in the company;
- The purchase price would be determined according to the external fair value (EFV) of the share per Q3/2020 with a 20 percent discount. The purchase price would thus equal 80 percent of the external fair value of the share;
- The authorization would be valid until the end of the next Annual General Meeting;

- The Board of Directors would decide on the other terms and conditions of the repurchase.

## **16. Authorizing the Board of Directors to decide on donations for non-profit purposes**

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors to decide on a donation of EUR 50,000 for non-profit purposes.

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

### **B. Documents of the Annual General Meeting**

Copies of the annual accounts, the consolidated annual accounts, report of the Board of Directors and the auditors' report and as well as of the proposals for the decisions on the matters on the agenda of the Annual General Meeting are available for shareholders' inspection one week before the meeting at the company's headquarters in Helsinki, address Eteläesplanadi 14. Copies of the above-mentioned documents will be sent to shareholders upon request and are available at the Annual General Meeting.

The Annual Report on the company's and the group's activities and result in 2019 will be published on the company's website [www.ahlstromcapital.com](http://www.ahlstromcapital.com) at the latest on Monday, April 6, 2020.

### **C. Instructions for the participants of the Annual General Meeting**

#### **1. Right to participate and registration**

Each shareholder who is registered on Wednesday, April 1, 2020 (the record date of the Annual General Meeting) in the shareholders' register of the company held by Euroclear Finland Ltd has the right to attend the Annual General Meeting. A shareholder whose shares are registered on his or her personal Finnish book-entry account is registered in the shareholders' register of the company.

A shareholder who is registered in the shareholders' register of the company and who wishes to attend the Annual General Meeting shall register for the meeting no later than 4 p.m. on Wednesday April 8, 2020, by e-mail to [registration@ahlstromcapital.com](mailto:registration@ahlstromcapital.com), by phone during business hours at +358 10 888 4145 or by mail to the address Ahlström Capital Oy, Annual General Meeting, PO Box 169, FI-00131 Helsinki, Finland. The registration must have reached the company before the end of the above-mentioned registration period.

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

A holder of nominee-registered shares has the right to attend the Annual General Meeting by virtue of such shares based on which he or she on the record date of the Annual General Meeting, i.e. on Wednesday, April 1, 2020, would be entitled to be registered in the shareholders' register held by Euroclear Finland Ltd. The right to attend the Annual General Meeting requires, in addition, that the shareholder based on such shares has been registered in the temporary shareholders' register held by Euroclear Finland Ltd at the latest by Wednesday April 8, 2020 by 10.00 a.m. For nominee-registered shares, this constitutes due registration for the Annual General Meeting.

A holder of nominee-registered shares is advised to request without delay from his or her custodian bank the necessary instructions regarding the registration in the temporary shareholders' register of the company, the issuing of proxies and registration to the Annual General Meeting. The account operator of the custodian bank registers a holder of nominee-registered shares who wants to attend the General Meeting into the temporary shareholders' register of the company at the latest by 10.00 a.m. on Wednesday, April 8, 2020.

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

A shareholder may also participate in the Annual General Meeting and exercise his or her rights at the meeting by way of proxy representation. Proxies must be provided in connection with the registration by e-mail to [registration@ahlstromcapital.com](mailto:registration@ahlstromcapital.com) or by mail to address Ahlström Capital Oy, Annual General Meeting, PO Box 169, FI-00131 Helsinki, Finland. The shareholder issuing a proxy must also register to the Annual General Meeting.

Minor children can be represented by their parents. The requirement for advance registration applies also to children. If a child will be represented at the Annual General Meeting otherwise than by both parents jointly, the representative must have a proxy from both parents. If only one of the parents will attend the Annual General Meeting, he or she must have a proxy from the other parent.

A form of proxy is enclosed to this notice. Possible proxies shall be delivered to the company before the end of the registration period.

Helsinki, March 3, 2020

AHLSTRÖM CAPITAL OY

BOARD OF DIRECTORS

APPENDIX

Proxy form

**PROXY**

Proxy for the below mentioned Representative or a person duly appointed by him/her to represent myself and to vote on my behalf at Ahlström Capital Oy's Annual General Meeting to be held on April 15, 2020 in Helsinki.

**Please fill in the proxy in BLOCK LETTERS.**

\_\_\_\_\_\* \_\_\_\_\_\*  
Name of the Representative                      Date of birth

\_\_\_\_\_\* \_\_\_\_\_\*  
Name of the proxy giver                      Date of birth of the proxy giver

\_\_\_\_\_\*  
Place and date

\_\_\_\_\_\*  
Signature of the proxy giver

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**PROXY TO REPRESENT A MINOR**

Proxy for the below mentioned Representative or a person duly appointed by him/her to represent my/our child and to vote on behalf of the child at Ahlström Capital Oy's Annual General Meeting to be held on April 15, 2020 in Helsinki. **Please fill in the proxy in BLOCK LETTERS.**

\_\_\_\_\_\* \_\_\_\_\_\*  
Name of the Representative                      Date of birth

\_\_\_\_\_\* \_\_\_\_\_\*  
Name of the child                      Date of birth of the child

\_\_\_\_\_\*  
Place and date

\_\_\_\_\_\* \_\_\_\_\_\*  
Name of the proxy giver                      Name of the proxy giver

\_\_\_\_\_\* \_\_\_\_\_\*  
Signature of the proxy giver                      Signature of the proxy giver

\_\_\_\_\_\* \_\_\_\_\_\*  
Date of birth                      Date of birth