

## **TECHNOPOLIS PLC'S ANNUAL GENERAL MEETING OF 26 MARCH 2014** **The Board of Directors' proposals to the Annual General Meeting**

### **Resolution on the use of the profit shown on the balance sheet and the payment of dividend** **(AGM agenda item 9)**

The Board of Directors proposes to the General Meeting that a dividend of EUR 0.10 per share be paid from the distributable profits of the parent company. The dividend shall be paid to shareholders who on the dividend record date March 31, 2014 are recorded in the shareholders' register of the company held by Euroclear Finland Ltd. The dividend shall be paid on April 8, 2014.

### **Resolution on the remuneration of the auditor** **(AGM agenda item 14)**

Based on the proposal of the Audit Committee the Board of Directors proposes to the General Meeting that the remuneration of the auditor to be elected be paid against the auditor's reasonable invoice.

### **Election of the auditor** **(AGM agenda item 15)**

Based on the proposal of the Audit Committee the Board of Directors proposes to the General Meeting that KPMG Oy Ab, authorized public accountants, be re-elected auditor of the company for a term of office ending at the end of the next Annual General Meeting. KPMG Oy Ab has notified that Mr. Ari Eskelinen, APA, would act as responsible auditor.

### **Authorizing the Board of Directors to decide on the repurchase and/or on the acceptance as pledge of own shares** **(AGM agenda item 16)**

The Board of Directors proposes to the General Meeting that the Board of Directors be authorized to decide on the repurchase and/or on the acceptance as pledge of the company's own shares as follows:

The amount of own shares to be repurchased and/or accepted as pledge shall not exceed 10,625,000 shares, which corresponds to approximately 10 per cent of all the shares in the company. Only the unrestricted equity of the company can be used to repurchase own shares on the basis of the authorization.

The Company's own shares can be repurchased at the price prevailing in public trading on the date of the repurchase or otherwise at the price prevailing on the market.

The Board of Directors decides how the company's own shares will be repurchased and/or accepted as pledge. They can be repurchased using, inter alia, derivatives. They can also be repurchased otherwise than in proportion to the shareholdings of the shareholders (directed repurchase).

The authorization is effective until the end of the next Annual General Meeting, however, no longer than until June 30, 2015.

### **Authorizing the Board of Directors to decide on the issuance of shares as well as the issuance of special rights entitling to shares** **(AGM agenda item 17)**

The Board of Directors proposes to the General Meeting that the Board of Directors be authorized to decide on the issuance of shares as well as the issuance of other special rights entitling to the holder to shares referred to in Chapter 10 Section 1 of the Limited Liability Companies Act as follows:



**TECHNOPOLIS PLC'S ANNUAL GENERAL MEETING OF 26 MARCH 2014**  
**The Board of Directors' proposals to the Annual General Meeting**

The amount of shares to be issued shall not exceed 10,625,000 shares, which corresponds to approximately 10 per cent of all the shares in the company.

The Board of Directors decides on all the conditions of the issuance of shares and of special rights entitling to the holder to shares. The issuance of shares and of special rights entitling the holder to shares may be carried out in deviation from the shareholders' pre-emptive rights (directed issue). The authorization cannot be used for incentive schemes.

The authorization is effective until the end of the next Annual General Meeting, however, no longer than until June 30, 2015.

Technopolis Plc  
Board of Directors