

## EXTRAORDINARY GENERAL MEETING OF TECHNOPOLIS PLC

**Time:** November 7, 2018 at 2.00 p.m.

**Place:** Technopolis Ruoholahti 1, Hiilikatu 3, FI-00180 Helsinki, Finland

**Present:** Present at the meeting were, in person or represented, the shareholders set out in the list of votes (Appendix 1) adopted at the meeting.

In addition, Mr. Juha Laaksonen, Mr. Kaj-Gustaf Bergh, Mr. Hannu Leinonen and Mr. Reima Rytsölä of the members of the Board of Directors of the company, Mr. Davy Toussaint, Mr. Henry Guelff and Mr. Sebastian Woitas of the new members proposed to be elected to the Board of Directors as well as the company's CEO and other members of the company's management and technical personnel were present at the meeting.

### 1 §

#### OPENING OF THE MEETING

The Chairman of the Board of Directors Mr. Juha Laaksonen opened the meeting and welcomed the shareholders to the meeting.

### 2 §

#### CALLING THE MEETING TO ORDER

Mr. Timo Airisto, Attorney-at-law, was elected Chairman of the General Meeting and he called the company's Chief Legal Officer Ms. Outi Raekivi to act as secretary.

The Chairman explained the procedures for considering the items on the agenda of the meeting.

The Chairman stated that Nordea Bank Abp and Skandinaviska Enskilda Banken AB (publ) Helsinki Branch had provided the company in advance with information concerning the number of shares and voting instructions of the nominee registered shareholders represented by them. The Chairman stated that the nominee registered shareholders had instructed either to oppose or support the proposed resolution or to abstain from taking part in the decision-making under certain agenda items without demanding a vote. The Chairman proposed that these voting instructions would not be presented in detail to the meeting, but that they would be attached to the minutes.

It was recorded that the representative of Nordea Bank Abp Ms. Tarja Utriainen and the representative of Skandinaviska Enskilda Banken AB (publ) Helsinki Branch Mr. Aapo Jalli accepted the procedure proposed by the Chairman.

It was noted that the summary lists of the voting instructions of the shareholders represented by Nordea Bank Abp and Skandinaviska Enskilda Banken AB (publ) Helsinki Branch were enclosed to the minutes ([Appendix 2](#) and [Appendix 3](#)).

The Chairman explained the procedures in a voting situation.

**3 §**

**ELECTION OF PERSONS TO SCRUTINIZE THE MINUTES AND TO SUPERVISE THE COUNTING OF VOTES**

Mr. Aapo Jalli and Ms. Tarja Utrainen were elected to scrutinize the minutes and to supervise the counting of votes.

**4 §**

**RECORDING THE LEGITIMACY OF THE MEETING**

It was noted that, according to Article 8 of the Articles of Association, a notice of a General Meeting shall be delivered to the shareholders no more than three months and no less than three weeks before the General Meeting by publishing the notice on the company's website or in the Kaleva newspaper and in the Helsingin Sanomat newspaper. However, the notice shall be delivered no later than nine days prior to the record date of the General Meeting.

It was noted that, according to Article 11 of the Articles of Association, those who have registered with the company no later than on the date mentioned in the notice of the meeting, which may be no more than ten days before the meeting, shall have the right to participate in a General Meeting.

It was noted that the notice to the General Meeting had been published on the company's website and by a stock exchange release on October 17, 2018.

It was noted that, according to the notice to the General Meeting, advance registration for the meeting had been required at the latest on November 2, 2018 by 10.00 a.m.

The notice to the General Meeting was enclosed to the minutes ([Appendix 4](#)).

It was noted that the General Meeting had been convened in accordance with the Articles of Association and the Companies Act and that the meeting therefore was legally convened and constituted a quorum.

**5 §**

**RECORDING THE ATTENDANCE AT THE MEETING AND ADOPTION OF THE LIST OF VOTES**

A list of attendees as of the beginning of the meeting and a list of votes represented at the meeting were presented ([Appendix 1](#)).

It was noted that, according to the list of votes, there were 21 shareholders present at the meeting either in person, by legal representative or by proxy and that 146,398,290 shares and votes were represented at the meeting.

It was noted that the list of votes would be adjusted to correspond to the attendance at the beginning of a possible vote.

It was noted that Mr. Juha Laaksonen, Mr. Kaj-Gustaf Bergh, Mr. Hannu Leinonen and Mr. Reima Rytsölä of the members of the Board of Directors of the company, Mr. Davy Toussaint, Mr. Henry Guelff and Mr. Sebastian Woitas of the new members proposed to be elected to the Board of Directors as well as the company's CEO and other members of the company's management and technical personnel were also present at the meeting.

It was noted that Ms. Helena Liljedahl, Mr. Pekka Ojanpää and Ms. Christine Rankin of the members of the Board of Directors of the company and Mr. Paul Patel and Mr. Louis Paletta of the new members proposed to be elected to the Board of Directors were not present at the meeting.

## 6 §

### RESOLUTION ON THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS

It was noted that, according to Article 3 of the Articles of Association, the Board of Directors comprise a minimum of four (4) and a maximum of seven (7) members.

It was noted that the company's shareholder Kildare Nordic Acquisitions S.à r.l. holding more than nine-tenths of all the shares in the company had proposed to the General Meeting that the Board of Directors shall comprise five (5) members and that a new Board of Directors be elected for the company in accordance with the proposal attached to the minutes (Appendix 5).

The General Meeting resolved in accordance with the proposal of Kildare Nordic Acquisitions S.à r.l. that the Board of Directors shall comprise five (5) members.

## 7 §

### ELECTION OF THE CHAIRMAN, VICE CHAIRMAN AND MEMBERS OF THE BOARD OF DIRECTORS

It was noted that the company's shareholder Kildare Nordic Acquisitions S.à r.l. holding more than nine-tenths of all the shares in the company had proposed to the General Meeting that Paul Patel, Louis Paletta, Davy Toussaint, Henri Guelff and Sebastian Woitas be elected as members of the Board of Directors for a term of office ending at the end of the next Annual General Meeting in 2019.

It was noted that Kildare Nordic Acquisitions S.à r.l. had further proposed that Paul Patel be elected as the Chairman of the Board of Directors and Sebastian Woitas as the Vice Chairman for the same term of office.

It was noted that all the Board member candidates had given their consent to the election.

The proposal of Kildare Nordic Acquisitions S.à r.l was enclosed to the minutes (Appendix 5).

The General Meeting resolved in accordance with the proposal of Kildare Nordic Acquisitions S.à r.l that Paul Patel, Louis Paletta, Davy Toussaint, Henri Guelff and Sebastian Woitas be elected as members of the Board of Directors for a term of office ending at the end of the next Annual General Meeting in 2019.

In addition, the General Meeting resolved in accordance with the proposal of Kildare Nordic Acquisitions S.à r.l that Paul Patel be elected as the Chairman of the Board of Directors and Sebastian Woitas as the Vice Chairman for the same term of office.

## 8 §

### RESOLUTION ON THE REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS

It was noted that the company's shareholder Kildare Nordic Acquisitions S.à r.l. holding more than nine-tenths of all the shares in the company had proposed to the General Meeting that no remuneration be paid to the members of the Board of Directors for a term of office ending at the end of the next Annual General Meeting in 2019 in accordance with the proposal attached to the minutes (Appendix 5).

The General Meeting resolved on the remuneration of the members of the Board of Directors in accordance with the proposal of Kildare Nordic Acquisitions S.à r.l.

## 9 §

### DISBANDMENT OF THE SHAREHOLDERS' NOMINATION BOARD

It was noted that the Shareholders' Nomination Board of Technopolis has been established by the General Meeting to prepare proposals concerning the election and remuneration of the members of the Board of Directors to the General Meeting. The Shareholders' Nomination Board has been established for an indefinite period.

It was noted that the company's shareholder Kildare Nordic Acquisitions S.à r.l. holding more than nine-tenths of all the shares in the company had proposed to the General Meeting that the General Meeting resolves to disband the Shareholders' Nomination Board in accordance with the proposal attached to the minutes (Appendix 5).

The General Meeting resolved to disband the Shareholders' Nomination Board in accordance with the proposal of Kildare Nordic Acquisitions S.à r.l.

**10 §**

**CLOSING OF THE MEETING**

It was recorded that all decisions of the General Meeting were made unanimously unless otherwise indicated in the minutes.

The Chairman noted that the items mentioned in the notice to the General Meeting had been considered and that the minutes of the General Meeting would be available on the Company's website as from November 21, 2018, at the latest.

The Chairman closed the meeting at 2:17 p.m.

*[Signature page to follow]*

Chairman of the General Meeting: /S/ TIMO AIRISTO  
Timo Airisto

In fidem: /S/ OUTI RAEKIVI  
Outi Raekivi

Minutes reviewed and approved by: /S/ AAPO JALLI  
Aapo Jalli

/S/ TARJA UTRAINEN  
Tarja Utriainen

**Appendices**

<u>Appendix 1</u>	List of votes
<u>Appendix 2</u>	Voting instructions of nominee registered shareholders represented by Nordea Bank Abp
<u>Appendix 3</u>	Voting instructions of nominee registered shareholders represented by Skandinaviska Enskilda Banken AB (publ) Helsinki Branch
<u>Appendix 4</u>	Notice to the General Meeting
<u>Appendix 5</u>	Proposals to the General Meeting by Kildare Nordic Acquisitions S.à r.l