

Annual General Meeting of Technopolis Plc

Time: March 27, 2015 at 1:00 p.m.

Place: Tekniikantie 12 (Innopoly I), 02150 Espoo Finland

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

Present at the meeting were, in addition, Board members Mr. Carl-Johan Granvik, Mr. Jorma Haapamäki, Mr. Pekka Korhonen, Mr. Pekka Ojanpää and Mr. Timo Ritakallio, the CEO, a representative of the company's auditing firm, representatives of the company's senior management and technical personnel.

1 §

OPENING OF THE MEETING

The Chairman of the Board of Directors Mr. Carl-Johan Granvik opened the meeting.

2 §

CALLING THE MEETING TO ORDER

Mr. Manne Airaksinen, Attorney-at-Law, was elected Chairman of the General Meeting and he called the company's Director of Legal Affairs Ms. Outi Raekivi, to act as secretary.

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

It was recorded that the meeting was conducted in Finnish.

The Chairman noted that certain shareholders holding nominee registered shares had provided the company with voting instructions prior to the meeting and gave a description of the voting instructions that these nominee registered shareholders had provided.

Summary lists of the voting instructions of the above-mentioned nominee registered shareholders were attached to the minutes (Appendices 2a, 2b, 2c and 2d).

The chairman noted that opposing or abstaining votes would be recorded under the corresponding agenda items. To the extent that the summary lists include opposing votes without a counterproposal under an agenda item where it is not possible to oppose the proposal without a counterproposal, such votes would not be taken formally into account as opposing votes, nor would they be recorded under the applicable agenda items in the minutes. It was recorded that the nominee registered shareholders do not demand a vote in the agenda items in which they have provided instructions to oppose the proposed decision or to refrain from handling of the matter but a record under the applicable agenda items in the minutes is sufficient.

3 §

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

Mr. Ilkka Tomperi and Ms. Suoma Pellikka were elected to scrutinize the minutes.

Ms. Minna Laine and Ms. Laura Kujala were elected to supervise the counting of votes.

4 §

RECORDING THE LEGALITY OF THE MEETING

It was recorded that the notice to the meeting had been published on the company's website and by a stock exchange release on 10 February 2015.

It was recorded that the General Meeting had been convened in accordance with the articles of association and the Companies Act and that the meeting therefore constituted a quorum.

The notice to the meeting was attached to the minutes (Appendix 3).

5 §

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

The list recording the attendance at the beginning of the meeting and the corresponding list of votes, according to which 187 shareholders were present either in person, by statutory representative or by proxy, was presented (Appendix 1). 58,096,945 shares were represented at the beginning of the meeting, representing 58,096,945 votes in total.

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

6 §

REVIEW BY THE CHAIRMAN OF THE BOARD

The chairman of the Board of Directors, Mr. Carl-Johan Granvik, reviewed the company and its activities during 2014.

7 §

PRESENTATION OF THE ANNUAL ACCOUNTS, THE REPORT OF THE BOARD OF DIRECTORS AND THE AUDITOR'S REPORT FOR THE YEAR 2014

The CEO Mr. Keith Silverang gave a presentation on the company's activities during 2014 and presented the annual accounts and the report by the Board of Directors for the financial year ended 31 December 2014.

It was recorded that the annual accounts had been available on the company's website prior to the meeting for the period required by the Companies Act.

The annual accounts were attached to the minutes ([Appendix 4](#)).

The auditor's report was presented and attached to the minutes ([Appendix 5](#)).

8 §

ADOPTION OF THE ANNUAL ACCOUNTS

The General Meeting approved the annual accounts for the financial year 1 January 2014 – 31 December 2014.

9 §

RESOLUTION ON THE USE OF THE PROFITS SHOWN ON THE BALANCE SHEET AND THE PAYMENT OF DIVIDEND

It was recorded that according to the balance sheet of the company as at 31 December 2014 the accumulated profits of Technopolis Plc for 2014 and previous financial years were approximately EUR 19,445,000.

It was recorded that the Board of Directors had proposed to the General Meeting that dividends be distributed from the distributable profits of Technopolis Plc in accordance with the proposal attached to the minutes ([Appendix 6](#)).

The General Meeting decided in accordance with the proposal of the Board of Directors that a dividend of EUR 0.15 per share be paid from the distributable profits of Technopolis Plc. The dividend shall be paid to shareholders who on the dividend record date 31 March 2015 are recorded in the company's shareholders' register held by Euroclear Finland Ltd. The dividend shall be paid on 9 April 2015.

10 §

RESOLUTION ON THE DISCHARGE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE CEO FROM LIABILITY

The General Meeting decided to discharge the members of the Board of Directors and the CEO from liability for the financial year 1 January 2014 – 31 December 2014.

It was record that 100,061 opposing votes of nominee registered shareholders had been notified under this agenda item.

11 §

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

It was recorded that the Shareholders' Nomination Board had proposed to the General Meeting that duly elected members of the Board of Directors be paid remuneration in accordance with the proposal attached to the minutes ([Appendix 6](#)).

The General Meeting decided in accordance with the proposal of the Shareholders' Nomination Board that to the members of the Board of Directors to be elected be paid the following annual remuneration for the term of office expiring at the end of the next Annual General Meeting:

to the Chairman of the Board of Directors EUR 55,000,

to the Vice Chairman of the Board of Directors EUR 31,500, and

to the other members of the Board of Directors EUR 26,250 each.

The General Meeting decided in accordance with the proposal of the Shareholders' Nomination Board that the annual remuneration is paid on the condition that the Board member commits to using 50% of their annual remuneration to acquire Technopolis Plc shares on the market at the price determined in public trading. The shares are to be acquired within three weeks of the publication of the Interim Report for 1 January – 31 March, 2015. If the shares cannot be acquired due to insider regulations in that time period, the shares shall be acquired outright once it is possible in accordance with the insider regulations in force at that time. Board members are not allowed to transfer any shares obtained as annual remuneration before their membership of the Board has ended.

The General Meeting also decided in accordance with the proposal of the Nomination Board that for participation in the meetings of the Board of Directors each member of the Board of Directors shall, in addition to the annual remuneration, be paid a fee of EUR 600 and the Chairman of the Board of Directors a fee of EUR 1,200 for each Board meeting, as well as that each member of a committee shall be paid a fee of EUR 600 and the chairmen of the committees a fee of EUR 800 for each committee meeting. Each member of the Board of Directors whose place of residence is outside of Finland shall, however, be paid a fee of EUR 900 and the Chairman of the Board of Directors a fee of EUR 1,800 for each Board meeting, and each member of a committee a fee of EUR 900 and the chairmen of the committees a fee of EUR 1,200 for each committee meeting, provided that the member of the Board of Directors is physically present at the meeting venue. The travel expenses of the members of the Board of Directors and the members of the committees shall be compensated for in accordance with the company's travel policy.

12 §

RESOLUTION ON THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS

It was recorded that according to the articles of association the number of members of the Board of Directors shall be no less than four (4) and no more than seven (7).

It was recorded that the Shareholders' Nomination Board had proposed to the General Meeting that the number of members of the Board of Directors shall be six (6) in accordance with the proposal attached to the minutes (Appendix 6).

The General Meeting decided in accordance with the proposal of the Shareholders' Nomination Board that the number of members of the Board of Directors shall be six (6).

13 §

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

It was recorded that according to the articles of association the term of the members of the Board of Directors shall expire at the end of the next Annual General Meeting following their election.

It was recorded that the Shareholders' Nomination Board had proposed to the General Meeting that, for a term of office expiring at the end of the next Annual General Meeting, the Board members would be elected in accordance with the proposal attached to the minutes (Appendix 6).

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

The General Meeting decided in accordance with the proposal of the Shareholders' Nomination Board that the following individuals shall be re-elected members of the Board of Directors for a term of office expiring at the end of the next Annual General Meeting: Mr. Carl-Johan Granvik, Mr. Jorma Haapamäki, Mr. Pekka Korhonen and Mr. Pekka Ojanpää.

In addition, the General Meeting decided in accordance with the proposal of the Shareholders' Nomination Board to elect Mr. Reima Rytsölä and Ms. Annica Ånäs as new members of the Board of Directors for the same term of office.

The General Meeting decided in accordance with the proposal of the Shareholders' Nomination Board that Mr. Carl-Johan Granvik be elected as the Chairman of the Board of Directors and Mr. Jorma Haapamäki as the Vice Chairman for the same term of office.

The Chairman of the Board of Directors Mr. Carl-Johan Granvik thanked the former Board members Ms. Sari Aitokallio and Mr. Timo Ritakallio.

It was recorded that 3,533,926 abstaining votes of nominee registered shareholders had been notified under this agenda item.

14 §

RESOLUTION ON THE REMUNERATION OF THE AUDITOR

It was recorded that based on the proposal of the Audit Committee the Board of Directors had proposed to the General Meeting that the remuneration to the auditor to be elected would be paid in accordance with the proposal attached to the minutes (Appendix 6).

The General Meeting decided in accordance with the proposal of the Board of Directors that the remuneration to the auditor to be elected shall be paid against the auditor's reasonable invoice.

It was recorded that 9,932,894 opposing votes of nominee registered shareholders had been notified under this agenda item.

15 §

ELECTION OF AUDITOR

It was recorded that according to the articles of association the company has one (1) auditor. The term of the auditor shall expire at the end of the next Annual General Meeting following the election. If the auditor is not an audit firm, a deputy auditor shall be elected. Both the auditor and the possible deputy auditor must be auditors or audit firms certified by the Central Chamber of Commerce.

It was recorded that based on the proposal of the Audit Committee the Board of Directors had proposed to the General Meeting that, for a term of office expiring at the end of the next Annual General Meeting, the auditor would be elected in accordance with the proposal attached to the minutes (Appendix 6).

It was recorded that the auditor had given their consent to the election.

The General Meeting decided in accordance with the proposal of the Board of Directors that KPMG Oy Ab, authorized public accountants, be re-elected as auditor of the company for a term of office expiring at the end of the next Annual General Meeting. It was recorded that KPMG Oy Ab had notified that Mr. Ari Eskelinen, authorized public accountant, would act as responsible auditor.

16 §

AUTHORIZING THE BOARD OF DIRECTORS TO DECIDE ON THE REPURCHASE AND/OR ON THE ACCEPTANCE AS PLEDGE OF THE COMPANY'S OWN SHARES

It was recorded that the Board of Directors had proposed 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 in accordance with the proposal attached to the minutes (Appendix 6).

The General Meeting decided in accordance with the proposal of the Board of Directors 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 10,650,000 shares, which corresponds to approximately 10% 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 later than June 30, 2016.

17 §

AUTHORIZING THE BOARD OF DIRECTORS TO DECIDE ON THE ISSUANCE OF SHARES AS WELL AS THE ISSUANCE OF SPECIAL RIGHTS ENTITLING TO SHARES

It was recorded that the Board of Directors had proposed to the General Meeting that the Board of Directors be authorized to decide on the issuance of shares as well as the issuance of special rights entitling to shares referred to in Chapter 10 Section 1 of the Companies Act in accordance with the proposal attached to the minutes (Appendix 6).

The General Meeting decided in accordance with the proposal of the Board of Directors that the Board of Directors be authorized to decide on the issuance of shares

as well as the issuance of special rights entitling to shares referred to in Chapter 10 Section 1 of the Companies Act as follows.

The amount of shares to be issued shall not exceed 10,650,000 shares, which corresponds to approximately 10% 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 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 is effective until the end of the next Annual General Meeting; however, no later than June 30, 2016.

It was recorded that 5,171,973 opposing votes of nominee registered shareholders had been notified under this agenda item.

18 §

CLOSING OF THE MEETING

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

The Chairman stated that all items on the agenda had been considered and that the minutes of the meeting would be available on the company's website as from 10 April 2015 at the latest.

The Chairman closed the meeting at 2.14 p.m.

[Signature page to follow]

Chairman of the General Meeting:

Manne Airaksinen

In fidem:

Outi Raekivi

Minutes reviewed and approved:

Ilkka Tomperi

Suoma Pellikka

Appendices

<u>Appendix 1</u>	List of votes
<u>Appendix 2a</u>	Voting instructions of nominee registered shareholders represented by Skandinaviska Enskilda Banken AB (publ)
<u>Appendix 2b</u>	Voting instructions of nominee registered shareholders represented by Svenska Handelsbanken AB (publ)
<u>Appendix 2c</u>	Voting instructions of nominee registered shareholders represented by Nordea Pankki Suomi Oyj
<u>Appendix 2d</u>	Voting instructions of nominee registered shareholders represented by Euroclear Bank SA/NV
<u>Appendix 3</u>	Notice to the General Meeting
<u>Appendix 4</u>	Annual accounts
<u>Appendix 5</u>	Auditor's report
<u>Appendix 6</u>	Proposals to the General Meeting by the Board of Directors and the Shareholders' Nomination Board