



Technopolis
Company Announcement

Technopolis Plc's Notice to the General Meeting

TECHNOPOLIS PLC STOCK EXCHANGE RELEASE February 10, 2015 at 10 a.m.

Technopolis Plc's Notice to the General Meeting

Notice is given to the shareholders of Technopolis Plc of the Annual General Meeting to be held at 1 p.m. on Friday, March 27, 2015 at the address Tekniikantie 12 (Innopoli I), Espoo, Finland. The reception of persons who have registered for the meeting will begin at 12:30 p.m.

A. Matters on the agenda of the 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 legitimacy of the meeting
 5. Recording the attendance at the meeting and adoption of the list of votes
 6. Review by the Chairman of the Board
 7. Presentation of the annual accounts, the report of the Board of Directors and the auditor's report for the year 2014 as well as review by the Chief Executive Officer
 8. Adoption of the annual financial statements
 9. Resolution on the use of the profit shown on the balance sheet and the payment of dividend
- The Board of Directors proposes to the General Meeting that a dividend of EUR 0.15 per share be paid from the distributable profits of the parent company. The dividend shall be paid to shareholders who are recorded in the shareholders' register of the company held by Euroclear Finland Ltd. on the dividend record date of March 31, 2015. The dividend shall be paid on April 9, 2015.
10. Resolution on the discharge of the members of the company's Board of Directors and the CEO from liability
 11. Resolution on the remuneration of the members of the Board of Directors

The Shareholders' Nomination Board proposes to the General Meeting that duly elected members of the Board of Directors 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

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

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 January 1 – March 31, 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 Board members having long-term, increasing shareholdings is in the interests of all shareholders.

The Nomination Board proposes that, for participation in the meetings of the Board of Directors, each member of the Board 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. The Nomination Board proposes that 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 Nomination Board proposes that 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

The Shareholders' Nomination Board proposes to the General Meeting that the Board of Directors shall comprise six (6) members.

13. Election of the Chairman, Vice Chairman and members of the Board of Directors

The Nomination Board proposes to the General Meeting that the following individuals be re-elected as members of the Board of Directors for a term of office ending at the end of the next Annual General Meeting: Mr. Carl-Johan Granvik, Mr. Jorma Haapamäki, Mr. Pekka Korhonen, and Mr. Pekka Ojanpää. Members of the Board of Directors Ms. Sari Aitokallio and Mr. Timo Ritakallio have informed the company that they are no longer available for re-election.

In addition, the Nomination Board proposes that Mr. Reima Rytsölä and Ms. Annica Ånäs are elected as new members of the Board of Directors for the same term of office.

Reima Rytsölä, M.Soc.Sc., CEFA, AMP, born in 1969, serves currently Varma Mutual Pension Insurance Company as the Chief Investment Officer. Previously he has held the position of the Senior Executive Vice President, Head of Banking and the Member of the Group Executive Committee at Pohjola Bank Plc with Group-level responsibility for major corporate and institutional customers, as well as other management and investment positions at Pohjola Bank Plc and its subsidiaries. Reima Rytsölä is a member of the Board of VVO-group plc.

Annica Ånäs, LL.M., MBA, born in 1971, serves currently Atrium Ljungberg AB, a real estate company listed on NASDAQ OMX Stockholm, as the Chief Financial Officer with responsibility of financing and financial reporting, real estate valuation and analysis, investor relations and communication as well as IT and law. Previously she has served as the Chief Financial Officer of Hemsö AB and also as the Senior Controller of Atrium Ljungberg AB. In addition, she has served as the CEO of Producenterna AB, a communication company belonging to the Bonnier Group. She has positions of trust as a member of the Board of Directors of EMS Fastighetsaktiebolag and as Chairman of the Board of TL Bygg AB.

Furthermore, the Nomination Board proposes 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.

All the nominees are considered independent of the Company and of the significant shareholders of the Company, except for Mr. Reima Rytsölä who serves Varma Mutual Pension Insurance Company, the largest shareholder of the Company, as the Chief Investment Officer.

The information essential to the Board work of all the proposed individuals is presented on the company's website www.technopolis.fi.

14. Resolution on the remuneration of the auditor

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

15. Election of the auditor

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 the auditor of the company for a term of office ending at the end of the next Annual General Meeting. KPMG Oy Ab has given notice that Mr. Ari Eskelinen, APA, would act as the auditor in charge.

16. Authorizing the Board of Directors to decide on the repurchase and/or on the acceptance as pledge of own shares

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 10,650,000 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 the holder to shares

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 the holder to shares referred to in Chapter 10, Section 1 of the Limited Liability 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.

18. Closing of the meeting

B. Documents of the General Meeting

The above-mentioned proposals for the decisions on the matters on the agenda of the General Meeting as well as this notice are available on Technopolis Plc's website at www.technopolis.fi. The annual financial statements, the report of the Board of Directors and the auditor's report of Technopolis Plc are available on the website no later than February 16, 2015. The proposals for decisions and other documents mentioned above are also available at the General Meeting and copies of these documents and of this notice will be sent to shareholders on request. The minutes of the General Meeting will be available on the company's website as of April 10, 2015 at the latest.

C. Instructions for the participants in the General Meeting

1. Shareholders registered in the shareholders' register

Each shareholder who is registered on Tuesday, March 17, 2015 in the shareholders' register of the company held by Euroclear Finland Ltd. has the right to participate in the General Meeting. Shareholders whose shares are registered in their personal Finnish book-entry account are registered in the shareholders' register of the company.

Shareholders who are registered in the shareholders' register of the company and want to participate in the General Meeting shall register for the meeting no later than on Tuesday, March 24, 2015 by 10.00 a.m. by giving a prior notice of participation, which has to be received by the company no later than the above-mentioned time. Such notice can be given:

- a) on the company's website at www.technopolis.fi/registration;
- b) by e-mail legal@technopolis.fi;
- c) by telephone to the number +358 46 712 0000 from Monday to Friday between 9.00 a.m. and 4.00 p.m.;
- d) by regular mail to the address Technopolis Plc/AGM, Energiakuja 3, FI-00180 Helsinki, Finland.

In connection with the registration, shareholders shall provide their name, personal identification number or business identity code, address, telephone number and the name of any assistant or proxy representative and the personal identification number of any proxy representative. The personal data given to Technopolis Plc is used only in connection with the General Meeting and with the processing of related registrations.

Shareholders, their authorized representatives or proxy representatives shall, where necessary, be able to prove their identity and/or right of representation at the General Meeting.

2. Holders of nominee-registered shares

Holders of nominee-registered shares have the right to participate in the General Meeting by virtue of holding shares which would entitle them to be registered on Tuesday, March 17, 2015 in the shareholders' register of the company held by Euroclear Finland Ltd. The right to participate in the General Meeting requires, in addition, that shareholders on the basis of such shares have been registered on Tuesday, March 24, 2015 by 10 a.m. at the latest in the temporary shareholders' register held by Euroclear Finland Ltd. As regards nominee-registered shares, this constitutes due registration for the General Meeting.

Holders of nominee-registered shares are advised to request without delay the necessary instructions regarding registration in the temporary shareholder's register, the issuing of proxy documents and registration for the General Meeting from their custodian bank. The account management organization of the custodian bank must register holders of nominee-registered shares who want to participate in the Annual General Meeting in the temporary shareholders' register of the company by the time stated above at the latest.

Further information on the General Meeting and participation in the General Meeting is available on the company's website at www.technopolis.fi/AGM2015.

3. Proxy representatives and power of attorney

Shareholders may participate in the General Meeting and exercise their rights at the meeting by way of proxy representation. Proxy representatives shall produce a dated proxy document or otherwise in a reliable manner demonstrate their right to represent the shareholder. If a shareholder participates in the General Meeting by means of several proxy representatives representing the shareholder with shares in different securities accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the General Meeting.

The original versions of any proxy documents should be delivered to the address Technopolis Plc/AGM, Energiakuja 3, FI-00180 Helsinki, Finland, before the end of the registration period.

4. Other information

Pursuant to Chapter 5, Section 25 of the Limited Liability Companies Act, shareholders who are present at the General Meeting have the right to request information with respect to the matters to be considered at the meeting.

On the date of this notice to the General Meeting, February 9, 2015, the total number of shares in Technopolis Plc is 106,511,632, and the total number of votes they represent is 106,511,632. On the date of this notice to the General Meeting the Company holds in aggregate 700.000 own shares.

Helsinki, February 9, 2015

TECHNOPOLIS PLC

BOARD OF DIRECTORS

Further information:

Keith Silverang, CEO, tel. +358 40 566 7785

Carl-Johan Granvik, Chairman of the Board, tel. +358 50 1698