



Technopolis
Company Announcement

Technopolis Plc's Notice to the General Meeting

TECHNOPOLIS PLC STOCK EXCHANGE RELEASE 1 March 2013 at 4.00 p.m.

Technopolis Plc's Notice to the General Meeting

Notice is given to the shareholders of Technopolis Plc to the Annual General Meeting to be held on Wednesday, 27 March 2013 at 1.00 p.m. at the address Elektriikkatie 3 (auditorium), 90590 Oulu, Finland. The reception of persons who have registered for the meeting will commence 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 legality 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 2012 as well as review by the Chief Executive Officer
 8. Adoption of the annual accounts
 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 0.20 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 3 April 2013 are recorded in the shareholders' register of the company held by Euroclear Finland Ltd. The dividend shall be paid on 10 April 2013.
10. Resolution on the discharge of the members of the 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 50,000,
to the Vice Chairman of the Board of Directors EUR 30,000, and
to the other members of the Board of Directors EUR 25,000 each.

The annual remuneration is paid on the condition that the Board member commits to using 50% of his or

her 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 the period 1 January - 31 March, 2013. If the shares cannot be acquired due to insider regulations during the before mentioned 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 the shares obtained as annual remuneration before their membership in the Board has ended. Long-term and increasing shareholding by Board members is in the interests of all shareholders.

The Nomination Board further proposes 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, and the chairmen of the committees a fee of EUR 800 and each member of the committees a fee of EUR 600 for each meeting of the committees, and that the travel expenses of the members of the Board of Directors and the members of the committees shall be compensated in accordance with the company's travel policy.

12. Resolution on the number of members of the Board of Directors

The Nominating 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 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. Pekka Korhonen,
Mr. Matti Pennanen and
Mr. Timo Ritakallio.

The Nomination Board proposes the following individuals to be elected as new members of the Board of Directors for the same term of office

Ms. Sari Aitokallio and
Mr. Jorma Haapamäki

Ms. Sari Aitokallio, LL.M (trained on the bench), born in 1960, serves currently Metso Plc. as the Chief Financial Officer and Administrator of the automation segment with responsibility for financial administration and legal affairs. Previously she has served as the Chief Financial Officer of the real estate investment company Sponda Plc. with responsibility for the company's finances, funding, administration and investor relationships as the member of the company's Management Team. In addition, she has served a long career in Valmet and Metso consolidated corporation where she held various financial administration positions in Finland, Austria and UK. She has positions of trust as a member of the Board of Directors of SOS Children's Village registered association and of the Estonian company AS Pro Kapital Grupp.

Mr. Jorma Haapamäki, M.Sc.(Civil Engineering), born in 1948, is a real estate and building trade specialist. He was SRV Plc's founding partner, director and member of the Board of Directors with responsibility for inter alia town planning, development and providing of real estate and project development services as well as key customer relationships in addition to serving as a Board Member. Previously he has served Perusyhtymä Ltd. as the Department Head and the city of Vantaa as the Project and Traffic Planning Manager. He has had several positions of trust and at present he is a member of the Board of Directors of VVT Kiinteistösi joitus Ltd. and Hotelli Katajanokka Ltd. In addition to these positions of trust, he has served inter alia as the Chairman of the Board of Directors of Finnish Association of Civil Engineers registered association and as a member of the Board of Directors of Destia Ltd., Renor Ltd. and Helsinki Region Chamber of Commerce registered association.

Furthermore, the Nomination Board proposes that Mr. Carl-Johan Granvik be elected as the Chairman of the Board of Directors and Mr. Matti Pennanen as the Vice Chairman for the same term of office.

The information essential to the Board work of all 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 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.

16. Proposal by the Board of Directors to appoint a shareholders' Nomination Board

The Board of Directors proposes that the General Meeting resolves to establish a Shareholders' Nomination Board to prepare future proposals concerning the election and remuneration of the members of the Board of Directors to the General Meetings. The Nomination Board is established for an indefinite period. In addition, the Board of Directors proposes that the General Meeting adopts the Charter of the Shareholders' Nomination Board in the form set out as appendix of the Board's proposal available on the company's website at www.technopolis.fi/AGM2013.

The Nomination Board shall consist of three members nominated by the shareholders of the company. In addition, the Chairman of the Board of Directors of the company participates in the work of the Nomination Board as an expert. The right to nominate members shall be vested with the three shareholders of the company having the largest share of the votes represented by all the shares in the company annually on September 1 based on the company's shareholders' register held by Euroclear Finland Ltd. However, if a shareholder who has distributed his/her holdings e.g. into several funds and has an obligation under the Finnish Securities Markets Act to take these holdings into account when disclosing changes in his/her share of ownership makes a written request to such effect to the Chairman of the Board of Directors no later than on August 31, such shareholder's holdings in several funds or registers will be combined when calculating the share of votes which determines the nomination right. Should a shareholder not wish to exercise his/her nomination right, the right shall be transferred to the next largest shareholder who otherwise would not be entitled to nominate a member.

The Chairman of the Board of Directors shall request the three largest shareholders of the company, based on their shareholding on September 1 each year, to nominate one member each to the Nomination Board. The Nomination Board shall elect a Chairman from among its members. The term of office of the members of the Nomination Board expires annually when the new Nomination Board has been appointed.

17. 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 7,556,100 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.

Own shares can be repurchased at a price formed in public trading on the date of the repurchase or otherwise at a price formed on the market.

The Board of Directors decides how own shares will be repurchased and/or accepted as pledge. Own shares can be repurchased using, inter alia, derivatives. Own shares can 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 30 June 2014.

18. Authorizing the Board of Directors to decide on the issuance of shares as well as the issuance of special rights entitling 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 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 15,112,200 shares, which corresponds to approximately 20 per cent of all the shares in the company. However, no more than 170,000 shares may be issued on the basis of the authorization for the purpose of implementing incentive schemes decided upon by the General Meeting or the Board of Directors.

The Board of Directors decides on all the conditions of the issuance of shares and of special rights entitling to shares. The issuance of shares and of special rights entitling 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 longer than until 30 June 2014.

19. 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 accounts, the report of the Board of Directors and the auditor's report of Technopolis Plc are available on the above-mentioned website no later than 6 March 2013. 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 above-mentioned website as of 10 April 2013 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 15 March 2013 in the shareholders' register of the company held by Euroclear Finland Ltd., has the right to participate in the General Meeting. A shareholder, whose shares are registered on his/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 wants to participate in the General Meeting, shall register for the meeting no later than by Friday 22 March 2013 by 10.00 a.m. by giving a prior notice of participation, which has to be received by the company no later than at 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.
or
- d) by regular mail to the address Technopolis Plc/AGM, Energiakuja 3, 00180 Helsinki, Finland.

In connection with the registration, a shareholder shall notify his/her name, personal identification number

or business identity code, address, telephone number and the name of a possible assistant or proxy representative and the personal identification number of a 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.

The shareholder, his/her authorized representative or proxy representative shall, where necessary, be able to prove his/her identity and/or right of representation at the General Meeting.

2. Holders of nominee registered shares

A holder of nominee registered shares has the right to participate in the General Meeting by virtue of such shares, based on which he/she on 15 March 2013 would be entitled to be registered in the shareholders' register of the company held by Euroclear Finland Ltd. The right to participate in the General Meeting requires, in addition, that the shareholder on the basis of such shares has been registered into the temporary shareholders' register held by Euroclear Finland Ltd. at the latest by 22 March 2013, by 10.00 a.m. As regards nominee registered shares this constitutes due registration for the General Meeting.

A holder of nominee registered shares is advised to request without delay the necessary instructions regarding the registration in the temporary shareholder's register, the issuing of proxy documents and registration for the General Meeting from his/her custodian bank. The account management organization of the custodian bank has to register a holder of nominee registered shares, who wants to participate in the Annual General Meeting, into the temporary shareholders' register of the company at the latest by the time stated above.

Further information on the General Meeting and participation in the General Meeting is available on the company's website at www.technopolis.fi/AGM2013.

3. Proxy representative and powers of attorney

A shareholder may participate in the General Meeting and exercise his/her rights at the meeting by way of proxy representation. A proxy representative shall produce a dated proxy document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder. If a shareholder participates in the General Meeting by means of several proxy representatives representing the shareholder with shares at 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.

Possible proxy documents should be delivered in originals to the address Technopolis Plc/AGM, Energiakuja 3, 00180 Helsinki, Finland, before the end of the registration period.

4. Other information

Pursuant to Chapter 5, Section 25 of the Companies Act, a shareholder who is present at the General Meeting has 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 1 March 2013, the total number of shares in Technopolis Plc is 75,561,227 and the total number of votes they represent is 75,561,227.

Helsinki on 1 March 2013

TECHNOPOLIS PLC

BOARD OF DIRECTORS

Further information:

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