



AGENDA

- 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. Presentation of the annual accounts, the report of the Board of Directors and the auditor's report for the year 2019**
 - Review by the CEO.
- 7. Adoption of the annual accounts**
- 8. Resolution on the use of the profit shown on the balance sheet and the payment of dividend**

The Board of Directors proposes a dividend of EUR 0.23 per share to be distributed for the financial year of 1 January 2019 - 31 December 2019. The Board proposes that the dividend for the financial year 2019 will be paid in two instalments. The first dividend instalment, EUR 0.12 per share, is to be paid to shareholders registered in the Company's register of shareholders maintained by Euroclear Finland Ltd on the first dividend instalment payment record date of April 23, 2020. The Board proposes that the first dividend instalment pay date be April 30, 2020. The second dividend instalment is to be paid to shareholders registered in the Company's register of shareholders maintained by Euroclear Finland Ltd on the second dividend instalment payment record date of October 23, 2020. The Board proposes that the second dividend instalment pay date be October 30, 2020. The Board proposes that it be authorized to decide, if necessary, on a new dividend payment record date and pay date for the second instalment if the rules and statutes of the Finnish book-entry system change or otherwise so require.
- 9. Resolution on the discharge of the members of the Board of Directors and the CEO from liability**
- 10. Handling of the remuneration policy for governing bodies**

Presentation of the Remuneration Policy for Governing Bodies and an advisory resolution of the general meeting regarding the approval of the remuneration Policy. The Remuneration Policy is attached to his notice as Appendix 1 and will also be available on the company's website at <https://www.kamux.com/en/corporate-governance/general-meeting/annual-general-meeting-2020/> as from 16 March 2020.



11. Resolution on the remuneration of the members of the Board of Directors

A shareholder holding 20.99 per cent of the Company's total number of shares proposes to the Annual General Meeting of Shareholders that the annual fees payable to the members of the Board of Directors elected at the same meeting for a term until the close of the Annual General Meeting of Shareholders in 2021 are the following:

- EUR 60,000 for the Chairman of the Board of Directors
- EUR 30,000 for each member of the Board of Directors
- EUR 5,000 for the Chairman of the Audit Committee
- EUR 2,500 for each member of the Audit Committee.

A shareholder holding 20.99 per cent of the Company's total number of shares proposes that 40 per cent of the annual fee of the Chairman and the members of the Board of Directors be paid in Kamux Corporation shares either purchased at a prevailing market price from the market or alternatively by using own shares held by the Company. The transfer of own shares or acquisition of shares directly for the members of the Board of Directors will be executed within two weeks from the publication of the interim review for the period January 1, 2020 to March 31, 2020. The rest of the annual fee would be paid in cash, which is used to cover taxes arising from the fees. The fees of the committee would be paid in cash. If the Board of Directors decides to establish new committees, the annual fees of the Chairman and the members of the new committee are equal to the annual fees of the Chairman and the members of the Audit Committee.

Travel expenses would be reimbursed in accordance with the Company's travel policy.

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

A shareholder holding 20.99 per cent of the Company's total number of shares proposes to the Annual General Meeting that six (6) members be elected to the Board of Directors.

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

A shareholder holding 20.99 per cent of the Company's total number of shares proposes to the Annual General Meeting that Harri Sivula, Reija Laaksonen, David Nuutinen and Jokke Paananen be re-elected as members of the Board of Directors and Antti Mäkelä and Tuomo Vähäpassi be elected as new members of the Board of Directors. In addition, the above-mentioned shareholder proposes to the Annual General Meeting that Harri Sivula be elected as the Chairman of the Board and David Nuutinen as Vice Chairman of the Board. Company's current Chairman of the Board of Directors, Matti Virtanen, has notified that he is no longer available to be elected as a member of the Board.

The term of the members, the Chairman and the Vice Chairman of the Board of Directors expires at the end of the first Annual General Meeting following the election.

The above-mentioned candidates have consented to their positions. The afore-mentioned shareholder has assessed that Harri Sivula, Reija Laaksonen, Antti Mäkelä, David Nuutinen and Tuomo Vähäpassi are independent from the Company and its significant shareholders. Jokke Paananen is independent from the Company.



All information about the candidates that is relevant in the work of a Board member has been presented on the Company's website at <https://www.kamux.com/en/corporate-governance/general-meeting/annual-general-meeting-2020/>

14. Resolution on the remuneration of the auditor

The Board of Directors proposes to the Annual General Meeting that the remuneration of the auditor be paid according to their invoice as approved by the Company.

15. Election of auditor

The Board of Directors proposes to the Annual General Meeting that PricewaterhouseCoopers Oy, Authorized Public Accountants, be elected as the Company's auditor. PricewaterhouseCoopers Oy has informed that Authorized Public Accountant Mr. Janne Rajalahti will act as the principal auditor.

The term of the auditor expires at the end of the first Annual General Meeting following the election.

16. Authorizing the Board of Directors to decide on the share issue

The Board of Directors proposes to the Annual General Meeting that the Board of Directors be authorized to decide on the issuance of shares in one or more tranches as follows:

The number of shares to be issued based on the authorization shall not exceed 4,000,000 (four million) shares, which currently corresponds to approximately 10 per cent of all the shares in the Company.

The Board of Directors decides on the terms and conditions of the issuance of shares. The authorization concerns both the issuance of new shares as well as the transfer of treasury shares either against a payment or without consideration. The issuance of shares may be carried out in deviation from the shareholders' pre-emptive right (directed issue) for a weighty financial reason for the Company, such as using the shares to develop the Company's capital structure, to finance possible acquisitions, capital expenditure or other arrangements within the scope of the Company's business operations, or to implement the Company's commitment and incentive scheme.

The authorization cancels previous unused authorizations regarding share issues including the previously given authorization that has been given for the Company's share-based incentive schemes and would have ended on 26 April 2021. The authorization is valid until the closing of the next Annual General Meeting, however, no longer than until 30 June 2021.

17. Authorization of the Board of Directors to decide on the repurchase of company's own shares

The Board of Directors proposes that the Annual General Meeting authorize the Board of Directors to decide on the repurchase of a maximum of 2,000,000 (two million) company's own shares using the unrestricted equity of the company representing about 5 per cent of all the shares in the company. The authorization includes the right to accept company's own shares as a pledge.

The shares shall be acquired through public trading, for which reason the shares are acquired otherwise than in proportion to the share ownership of the shareholders and the consideration paid for the shares shall be the market price of the Company's share in public trading at Nasdaq



Helsinki Ltd at the time of the acquisition. Shares may also be acquired outside public trading for a price which at most corresponds to the market price in public trading at the time of the acquisition. The Board of Directors will be authorized to resolve upon how the shares are acquired.

The authorization includes the Board's right to resolve on a directed repurchase or the acceptance of shares as a pledge, if there is a compelling financial reason for the company to do so as provided for in Chapter 15, section 6 of the Finnish Limited Liability Companies Act. The shares shall be acquired to be used for execution of the Company's share-based incentive schemes or for other purposes determined by the Board of Directors.

The decision to repurchase or redeem company's own shares or to accept them as pledge shall not be made so that the shares of the company in the possession of or held as pledges by the company and its subsidiaries would exceed 10% of all shares. The authorization is valid until the closing of the next Annual General Meeting, however, no longer than until 30 June 2021.

The Board of Directors shall decide on any other matters related to the repurchase of the company's own shares and/or accepting them as a pledge.

18. Establishment of a Shareholders' Nomination Board

The Board of Directors proposes that the Annual General Meeting resolves to establish a shareholders' nomination board, whose purpose is to annually prepare and present to the Annual General Meeting, and to Extraordinary General Meeting when necessary, the proposals for the composition of the Board of Directors (the amount of members and the persons) and for the remuneration in accordance with the Remuneration Policy for the Governing Bodies. In addition, the Nomination Board's duty is to look for successor candidates for the Board Members and to prepare the Board of Directors' principles regarding diversity. In addition, the Board of Directors proposes that the Annual General Meeting resolves to approved the Rules of Procedure for the Shareholders' Nomination Board attached hereto as Appendix 2 and will be available on the Company's website at <https://www.kamux.com/en/corporate-governance/general-meeting/annual-general-meeting-2020/> as from 16 March 2020.

The Nomination Board consists of four (4) members, of which each Company's three (3) largest shareholders are entitled to appoint one member. In addition, the Chairman of the Board of Directors is a member of the Nomination Board. The Company itself cannot be a member of the Nomination Board. The representatives of the Company's operative management or the Company's employees cannot be members personally, but as shareholders they can appoint a member to the Nomination Board.

The right to appoint members representing the shareholders belongs to the three shareholders, whose proportions of the votes of all shares of the Company are the largest, according to the shareholder register held by the Euroclear Finland Oy on the first business day of September preceding the Annual General Meeting. If a shareholder who has decentralized their holdings, for example to multiple funds, and who has a responsibility according to the Securities Law (746/2012, with amendments) to take these holdings into account when announcing the changes in their share of ownership, presents at the latest on the last business day of August preceding the Annual General Meeting, a written and justifiable request regarding the matter to the Chairman of the Board of Directors, the holdings of such a shareholder in several funds or register shall be added together when calculating the decisive voting power.

If an owner of nominee registered shares wishes to use their right to appointment, they must present a reliable evidence of the number of shares owned by them on the first business day of



September of the year preceding the Annual General Meeting. The evidence must be delivered to the Chairman of the Board of Directors at latest on the 8th business day of September.

The Chairman of the Board of Directors shall summon, according to the afore-mentioned shareholdings, the three (3) largest shareholders to appoint one member each to the Nomination Board. If two or more shareholders have the same number of shares and votes and the members appointed by all of them cannot be appointed, the matter will be settled by lot. If a shareholder does not want to use their right to appointment, the right transfers to the next largest shareholder, who would not otherwise have a right to appointment.

The Chairman of the Board of Directors shall convene the first meeting of each term of the Nomination Board. The representative of the largest shareholder shall be selected as the Chairman of the Nomination Board, unless the Nomination Board decides otherwise. The Chairman of the Board of Directors cannot be the Chairman of the Nomination Board. After the first meeting, the Nomination Board shall summon by invitation of the Chairman of the Nomination Board.

Once the Nomination Board has been selected, the Company shall announce the composition by a stock exchange release.

The Nomination Board is founded for the time being, until the General Meeting resolves otherwise. The members of the Nomination Board shall be appointed annually, and the term of the members shall end when the new members have been appointed to the Nomination Board.

19. Closing of the meeting

Appendix 1: Remuneration Policy for Governing Bodies of Kamux Corporation

Appendix 2: Rules of Procedure for the Shareholders' Nomination Board of Kamux Corporation