



Kirjoita päivämäärä napsauttamalla tätä.

NOTICE TO THE ANNUAL GENERAL MEETING

Notice is given to the shareholders of Kamux Corporation to the Annual General Meeting held on Tuesday 21 April 2020 at 10 a.m. at Klaus K Hotel Rake Ballroom, at address Erottajankatu 4 C, 00120 Helsinki.

The reception of persons who have registered for the meeting and the distribution of voting tickets will commence at 9 a.m.

Kamux aims to keep its shareholders safe during the coronavirus pandemic. To mitigate the risks in its Annual General Meeting:

- All presentations and speeches are kept short. Shareholders can later watch the presentations on the company's investors website
- Participation of members of the Board of Directors and the Management Team is limited to the minimum
- The proposed new Members of the Board will be presented via video
- There will be no refreshments served
- In the meeting room, there will be additional space between seats
- Microphones will not be circulated

In addition, Kamux advises those shareholders who have possibly been exposed to the coronavirus or have symptoms of illness, or who are considered to be part of the risk group, to consider not attending to the meeting venue and authorising another person to represent them at the meeting.

Kamux follows the development of the coronavirus situation and makes updates on <https://www.kamux.com/en/corporate-governance/general-meeting/annual-general-meeting-2020/> and/or by stock exchange release about additional information regarding the meeting arrangements if any. The Company kindly asks the participants to follow the Company's website also after the registration.

A. Matters on the agenda of the Annual 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. 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 to 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



B. Documents of the Annual General Meeting

The above mentioned proposals of the Board of Directors and shareholders relating to the agenda of the Annual General Meeting, this notice as well as annual accounts, the report of the Board of Directors and the auditor's report in Finnish will be available on Kamux Corporation's website at www.kamux.com no later than 31 March 2020. The annual report of Kamux Corporation will be available on the above-mentioned website no later than week 13.

The proposals of the Board of Directors and the annual accounts will also be available at the meeting. Copies of these documents and of this notice will be sent to shareholders upon request.

The minutes of the meeting will be available on the above-mentioned website no later than 5 May 2020.

C. Instructions for the participants in the Annual General Meeting

1. Shareholders registered in the shareholders' register

Each shareholder, who is registered on 7 April 2020 in the shareholders' register of the Company held by Euroclear Finland Ltd, has the right to participate in the Annual 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 wants to participate in the Annual General Meeting, shall register for the meeting no later than 16 April 2020 at 10:00 a.m. by giving a prior notice of participation. The notice must reach the Company before the registration time closes. Such a notice can be given:

- a) on web-based service maintained by Euroclear Finland Ltd. using this link: <https://www.kamux.com/en/corporate-governance/general-meeting/annual-general-meeting-2020/>
- b) by telephone to +358 400 629 337 / Otala on weekdays between 10:00 a.m. - 3:00 p.m.; or
- c) by regular mail to Kamux Corporation, AGM, Essi Suomalainen, Parolantie 66 A, 13130 Hämeenlinna, Finland.

In connection with the registration, a shareholder shall notify his/her name, personal identification number, address, telephone number and the name of a potential assistant or proxy representative and the personal identification number of the proxy representative. In case the shareholder chooses to register online, he/she shall provide the identification information required by the service.

The personal data given to Kamux Corporation will be used only in connection with the Annual 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.



2. Holders of nominee registered shares

A holder of nominee registered shares has the right to participate in the Annual General Meeting by virtue of such shares, based on which he/she on 7 April 2020, 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 10:00 a.m. on 16 April 2020. As regards nominee registered shares, this constitutes due registration for the Annual General Meeting.

A holder of nominee registered shares is advised to request without delay necessary instructions regarding the registration in the temporary shareholder's register of the Company, the issuing of proxy documents and registration for the Annual General Meeting from his/her custodian bank. The account management organization of the custodian bank must 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 10:00 a.m. on 7 April 2020.

3. Proxy representative and powers of attorney

A shareholder may participate in the Annual 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 at the Annual General Meeting. When a shareholder participates in the Annual 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 Annual General Meeting.

Any proxy documents should be delivered in originals to Kamux Corporation, AGM, Essi Suomalainen, Parolantie 66 A, 13130 Hämeenlinna, Finland, before the last date for registration.

4. Other instructions and 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.

Arrival: Q-Park Iso Erottaja is located under Klaus K hotel and from the parking hall there is direct connection to the main entrance of the hotel.

On the date of this notice to the Annual General Meeting, 16 March 2020, the total number of shares and votes in Kamux Corporation is 40,017,420 shares and votes. On the date of this notice the Company holds 2,323 own shares in its possession.

In Hämeenlinna, 16 March 2020

KAMUX CORPORATION

BOARD OF DIRECTORS



Appendix 1: Remuneration Policy for Governing Bodies

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