

Aspocomp Group Plc., Stock Exchange Release, February 28, 2019 at 9:30 a.m.

### **Notice to the Annual General Meeting of Aspocomp Group Plc.**

Notice is given to the shareholders of Aspocomp Group Plc. to the Annual General Meeting to be held on Wednesday, April 3, 2019 at 10 a.m. (EET), address Keilaranta 1, 1st floor Auditorium, Espoo, Finland. The reception of persons who have registered for the meeting will commence at 9.30 a.m. (EET).

#### **A. MATTERS ON THE AGENDA OF THE ANNUAL GENERAL MEETING**

At the Annual General Meeting, the following matters will be handled:

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 consolidated annual accounts, the report of the Board of Directors and the auditor's report for the year 2018
  - Review by the CEO
7. Adoption of the annual accounts and the consolidated annual accounts
8. Resolution on the use of the profit shown on the balance sheet and payment of dividend

The Board of Directors will propose to the Annual General Meeting, that a dividend of EUR 0.12 per share be paid. The dividend would be paid to shareholders registered in the Register of Shareholders maintained by Euroclear Finland Ltd on the record date of the dividend distribution, April 5, 2019. The Board of Directors proposes that the dividend will be paid on April 12, 2019.

9. Resolution on the discharge from liability of the members of the Board of Directors and the CEO
10. Resolution on the remuneration of the members of the Board of Directors

The Board of Directors proposes to the Annual General Meeting that the amount of remuneration payable to the Board of Directors remain the same as in the ending term and that Board Members be thus compensated as follows: EUR 30,000 for the chairman of the Board of Directors, EUR 20,000 for the vice chairman, and EUR 15,000 for each of the other members in remuneration for their term of office. The Board of Directors further proposes that EUR 1,000 be paid as remuneration per meeting to the chairman and that the other members be paid EUR 500 per meeting of the Board and its committees. The Board of Directors also proposes that the members of the Board of Directors be

reimbursed for reasonable travel costs.

#### 11. Resolution on the number of members of the Board of Directors

The Board of Directors proposes to the Annual General Meeting that five (5) members be elected to the Board of Directors.

#### 12. Election of members of the Board of Directors

The Board of Directors proposes to the Annual General Meeting that the current members of the Board of Directors Ms. Päivi Marttila, Ms. Kaarina Muurinen, Ms. Julianna Borsos, Mr. Juha Putkiranta and Mr. Matti Lahdenperä be re-elected as members to the Board of Directors. In accordance with the Articles of Association of the company, the term of office of the members of the Board of Directors ends at the closing of the next Annual General Meeting following the election.

The said director nominees have given their consents to the election.

The nominees' personal details are available on the company's website [www.aspocomp.com/investors/governance/agm](http://www.aspocomp.com/investors/governance/agm).

The Board of Directors has assessed the director nominees' independence against the independence criteria of the Finnish Corporate Governance Code. According to the evaluation carried out by the Board of Directors, all director nominees, other than Ms. Julianna Borsos, are independent of the Company's significant shareholders. The Board of Directors has also assessed that all nominees are independent of the Company.

#### 13. Resolution on the remuneration of the auditor

The Board of Directors proposes to the Annual General Meeting that the auditor's fees be paid according to the auditor's invoice.

#### 14. Election of auditor

The Board of Directors proposes to the Annual General Meeting that PricewaterhouseCoopers Oy, Authorized Public Accountants be re-elected as the company's auditor. PricewaterhouseCoopers Oy has notified that Mr. Jouko Malinen, Authorized Public Accountant, will act as the principal auditor. In accordance with the Articles of Association of the company, the term of office of the auditor ends at the closing of the next Annual General Meeting following the election.

#### 15. Authorizing the Board of Directors to decide on share issues as well as the issue of options and other special rights

The Board of Directors proposes to the Annual General Meeting that the Board of Directors be authorized to, in one or several installments, decide on the issuance of shares and the issuance of options and other special rights entitling to shares referred to in Chapter 10 Section 1 of the Companies Act as follows:

The number of shares to be issued based on the authorization may in total amount to a maximum of 666,650 shares. The Board of Directors decides on all the terms and conditions of the issuances of shares and of options and other special rights entitling to shares. The authorization concerns both the issuance of new shares as well as own shares possibly held by the company. The issuance of

shares and of options and other special rights entitling to shares referred to in Chapter 10 Section 1 of the Companies Act may be carried out in deviation from the shareholders' pre-emptive rights (directed issue).

The authorization cancels the authorization given by the General Meeting on March 16, 2018 to decide on the issuance of shares as well as the issuance of special rights entitling to shares.

The authorization is valid until June 30, 2020.

## 16. Closing of the meeting

### B. DOCUMENTS OF THE ANNUAL GENERAL MEETING

The aforementioned proposals of the Board of Directors relating to the agenda of the Annual General Meeting as well as this notice are available on the company's website at [www.aspocomp.com/agm](http://www.aspocomp.com/agm) starting from February 28, 2019. The annual report of the company, including the company's annual accounts, the consolidated annual accounts, the report of the Board of Directors and the auditor's report, will be available on the company's website at [www.aspocomp.com/reports](http://www.aspocomp.com/reports) as of March 13, 2019. The proposals of the Board of Directors and the annual report, including the annual accounts documents, are also available at the Annual General Meeting.

The minutes of the Annual General Meeting will be available at [www.aspocomp.com/agm](http://www.aspocomp.com/agm) no later than May 5, 2019.

### C. INSTRUCTIONS FOR THE PARTICIPANTS IN THE ANNUAL GENERAL MEETING

#### 1. The right to participate and registration

Each shareholder who is registered on March 22, 2019 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/its 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 within the period February 28, 2019 - March 29, 2019. The registration must be available at the company at the latest on Friday, March 29, 2019 by 10 a.m. (EET).

Such notice can be given:

- a) by e-mail at the address [yhtiokokous\(at\)aspocomp.com](mailto:yhtiokokous@aspocomp.com),
- b) by telephone at number +358 40 480 3965 on weekdays between 8 a.m. and 4 p.m. (EET), or
- c) by regular mail to Aspocomp Group Plc., Keilaranta 1, 02150 Espoo, Finland.

In connection with the registration a shareholder shall notify his/her/its name, personal identification number, 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 Aspocomp Group Plc. is used only in connection with the Annual General Meeting and the

processing of related necessary registrations.

## 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 shares based on which he/she/it on the record date of the meeting, i.e. on March 22, 2019, would be entitled to be registered in the shareholders' register of the company held by Euroclear Finland Ltd. The right to participate in the Annual General Meeting requires, in addition, that the shareholder has on the basis of such shares been temporarily registered into the shareholders' register of the company held by Euroclear Finland Ltd. at the latest on March 29, 2019 by 10.00 a.m. (EET).

As regards nominee registered shares this constitutes due registration for the Annual General Meeting. A holder of nominee registered shares is advised without delay to request necessary instructions regarding the temporary registration in the shareholder's register of the company, the issuing of proxy documents and registration for the Annual General Meeting from his/her/its 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, temporarily into the shareholders' register of the company at the latest on March 29, 2019 by 10.00 a.m. (EET).

## 3. Proxy representative and powers of attorney

A shareholder may participate in the Annual General Meeting and exercise his/her/its 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.

Possible proxy documents should be delivered in originals to Aspocomp Group Plc., Keilaranta 1, 02150 Espoo, Finland before the end of the registration period.

Proxy template is available at the company's website [www.aspocomp.com/aggm](http://www.aspocomp.com/aggm).

## 4. Other instructions and information

Pursuant to Chapter 5 Section 25 of the Finnish Companies Act, a shareholder who is present at the Annual General Meeting has the right to request information with respect to the matters to be handled at the meeting.

On the date of the notice to the Annual General Meeting, February 28, 2019, the total number of shares and votes in Aspocomp Group Plc. is 6,666,505. The company does not have treasury shares in its possession.

In Espoo, February 28, 2019

ASPOCOMP GROUP PLC.

THE BOARD OF DIRECTORS

For further information, please contact Mikko Montonen, CEO,  
tel. +358 40 5011 262, mikko.montonen(at)aspocomp.com.

ASPOCOMP GROUP PLC.

Mikko Montonen  
CEO

### **Aspocomp - a service company specializing in PCB technologies**

A printed circuit board (PCB) is used for electrical interconnection and as a component assembly platform in electronic devices. Aspocomp provides PCB technology design, testing and logistics services over the entire lifecycle of a product. The company's own production and extensive international partner network guarantee cost-effectiveness and reliable deliveries.

Aspocomp's customers are companies that design and manufacture telecommunication systems and equipment, automotive and industrial electronics, and systems for testing semiconductor components for security technology. The company has customers around the world and most of its net sales are generated by exports.

Aspocomp is headquartered in Espoo and its plant is in Oulu, one of Finland's major technology hubs.

[www.aspocomp.com](http://www.aspocomp.com)