

Aspocomp Group Plc, Notice to convene AGM, 26 March 2013 at 11:20 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 Tuesday, 23 April 2013 at 2 p.m. (EET), address Keilaranta 1, 1st floor, Espoo, Finland. The reception of persons who have registered for the meeting will commence at 13.30 p.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 2012
  - 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

The Board of Directors proposes to the Annual General Meeting that the parent company's profit for the financial period of EUR 8,269,706.97 shall be transferred to the accrued earnings account, and that it would resolve not to distribute any dividend to the shareholders for the financial period January 1, 2012 - December 31, 2012.

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 chairman of the Board of Directors be paid EUR 30,000 and the other members be paid EUR 15,000 each in remuneration for their term of office. The Board of Directors proposes that approximately 60% of such remuneration be paid in cash and that the other approximately 40% be paid in shares of the company. According to the proposal, the remuneration shares would be acquired by a broker on behalf and in the name of the members of the Board of Directors and the company would pay the purchase of the shares to the members of the Board of Directors. The shares

would be acquired to the members of the Board of Directors within two weeks following the release of the result of the second quarter of the year 2013. The number of the remuneration shares would be determined based on the market quotation of the shares at the time of purchase. The Board of Directors further proposes that EUR 1,000 per meeting to the chairman and EUR 500 per meeting to the other members of the Board of Directors would be paid as meeting remuneration. The Board of Directors also proposes that the members of the Board of Directors be reimbursed for reasonable travel and lodging costs. Travel and lodging costs would not be compensated to those members of the Board of Directors who reside in the greater Helsinki area when the meetings are held in the greater Helsinki area.

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

The Board of Directors proposes to the Annual General Meeting that four (4) 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 following current members of the Board of Directors be re-elected according to their consents: Mr. Johan Hammarén, Mr. Tuomo Lähdesmäki, and Mr. Kari Vuorialho, and that Ms. Päivi Marttila, MSc (Econ), (born 1961) be elected according to her consent as a new member 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 Annual General Meeting following the election.

Information on the key work experience and positions of trust of Ms. Päivi Marttila are appended to this release.

#### 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. Markku Katajisto, 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 Annual General Meeting following the election.

#### 15. Authorizing the Board of Directors to decide on the issue of 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 more transactions, 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 4,000,000 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 the transfer of treasury shares. 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 December 20, 2011 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, 2015.

## 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 March 26, 2013. 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, has been available on the company's website at [www.aspocomp.com/reports](http://www.aspocomp.com/reports) as of March 14, 2013. 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 7, 2013.

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

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

Each shareholder who is registered on April 11, 2013 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 March 26, 2013 - April 18, 2013. The registration must be available at the company at the latest on Thursday, April 18, 2013 by 4 p.m. (EET).

Such notice can be given:

- a) by e-mail at the address [agm@aspocomp.com](mailto:agm@aspocomp.com),
- b) by telephone at number +358 40 820 3352 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 April 11, 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 Annual General Meeting requires, in addition, that the shareholder has on the basis of such shares been registered into the temporary shareholders' register of the company held by Euroclear Finland Ltd. at the latest on April 18, 2013 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 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/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, into the temporary shareholders' register of the company at the latest on April 18, 2013 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.

## 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, March 26, 2013, the total number of shares and votes in Aspocomp Group Plc. is 6,406,505. The company does not have treasury shares in its possession.

In Espoo, March 26, 2013

ASPOCOMP GROUP PLC.

THE BOARD OF DIRECTORS

For further information, please contact Sami Holopainen, CEO,  
tel. +358 20 775 6860, sami.holopainen(at)aspocomp.com.

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

Aspocomp: Providing design flexibility

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