



## **Notice to the General Annual Meeting of Relais Group Plc**

Notice is given to the shareholders of Relais Group Plc of the Annual General Meeting to be held on Thursday 26 March 2020 at 10 a.m. at Pörssitalo, Fabianinkatu 14, 00100 Helsinki. The reception of the Shareholders who have registered for the meeting and the distribution of voting tickets will commence at 9 a.m.

After the Annual General Meeting, the shareholders will have the opportunity to meet the CEO and members of the management team of Relais Group Plc over coffee.

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

The following matters will be considered at 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 quorum of the meeting**
- 5. Recording the attendance at the meeting and adoption of the list of votes**
- 6. Presentation of the financial statement, the report of the Board of Directors, and the auditor's report for the year 2019**
  - Review by the CEO
- 7. Adoption of the financial statements**
- 8. Resolution on the use of the profit shown on the balance sheet and the payment of dividends**

The Board of Directors proposes to the General Meeting that a dividend of EUR 0.10 per share be paid for the financial year 2019. The dividend will be paid to shareholders who, on the record date of 30 March 2020, are registered in the shareholders' register of the company, held by Euroclear Finland. The Board proposes that the dividend payment date be 6 April 2020.

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

**10. Resolution on the remuneration of the members of the Board of Directors and on the grounds for compensation of travel expenses**

The Board of Directors proposes that the members of the Board of Directors to be elected at the General Meeting will not be paid any remuneration for Board or Committee membership for the term ending in the Annual General Meeting of 2021.

Any travel expenses of the members of the Board or Board Committees will be compensated in accordance with the company's travel expense regulations.

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

The Board of Directors proposes that four full members be elected to the Board of Directors.

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

Shareholders accounting for a total of 73.4 percent of all shares and voting rights in the company have informed the company that they will propose to the Annual General Meeting that the earlier members Kari Stadigh, Olli-Pekka Kallasvuori, Katri Nygård and Jesper Otterbeck be re-elected as members of the Board of Directors. All candidates have consented to their election.

The current members of the Board of Directors proposed as Board members have been introduced on Relais Group Plc's website at <https://relais.fi/en/investors/corporate-governance/board-of-directors/>.

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

The Board of Directors proposes that remuneration for the auditor be paid against the auditor's invoice approved by the company.

**14. Election of the auditor**

The Board of Directors proposes that authorized public accountants PricewaterhouseCoopers Oy, who have named Authorized Public Accountant Janne Rajalahti as the principal auditor, be elected as the auditor.

### **15. Authorizing the Board of Directors to decide on the repurchase of the company's own shares**

The Board of Directors proposes that the General Meeting authorize the Board of Directors to resolve on the acquisition of a maximum of 1,682,000 of the company's own shares in one or more tranches using the company's unrestricted equity.

The company may buy back shares in order to develop its capital structure, finance and implement any corporate acquisitions or other transactions, implement share-based incentive plans, pay board fees or otherwise transfer or cancel them.

The company may buy back shares in public trading on marketplaces whose rules and regulations allow the company to trade in its own shares. In such a case, the company buys back shares through a directed purchase, i.e. in a proportion other than its shareholders' holdings of company shares, with the consideration paid for the shares based on their publicly quoted market price so that the minimum price of the purchased shares equals the lowest market price quoted in public trading during the authorization period, and, similarly, their maximum price equals the highest market price quoted in public trading during that period.

The Board proposes that the authorization be valid until 30 April 2021. This authorization shall supersede the buyback authorization granted at the earlier General Meetings.

### **16. Authorizing the Board of Directors to decide on a share issue and on granting stock options and other special rights entitling to shares**

The Board of Directors proposes that the Annual General Meeting authorize the Board of Directors to decide on issuing a maximum of 3,364,000 shares in a share issue or on granting special rights (including stock options) entitling holders to shares as referred to in Chapter 10 Section 1 of the Companies Act, in one or several tranches.

This authorization is proposed to be used to finance and implement any prospective corporate acquisitions or other transactions, to implement the company's share-based incentive plans, or for other purposes determined by the Board.

The authorization is also proposed to grant the Board the right to decide on all terms and conditions governing the share issue and the granting of said special rights, including the subscribers or the recipients of said special rights and the payable consideration. The authorization also includes the right to issue shares by deviating from the shareholders' pre-emptive rights, i.e. by issuing them in a directed manner. The authorization of the Board covers both the issue of new shares and the transfer of any shares that may be held by the company.

The Board proposes that the authorization be valid until 30 April 2021. This authorization shall supersede previous authorizations resolved in General Meetings concerning the issue of shares and special rights entitling to shares.

## **17. Closing of the meeting**

### **B. DOCUMENTS OF THE GENERAL MEETING**

The aforementioned proposals on the agenda of the Annual General Meeting, as well as this notice, are available on Relais Group Plc's website at [www.relais.fi](http://www.relais.fi). Relais Group Plc's financial statements, annual report and the auditor's report will be available on the said website no later than 5 March 2020. The proposals for resolutions and the other above-mentioned documents 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 Annual General Meeting will be available on the above-mentioned website on 9 April 2020 at the latest.

### **C. INSTRUCTIONS FOR THE PARTICIPANTS IN THE MEETING**

#### **1. Shareholders registered in the shareholders' register**

Shareholders who are, on 16 March 2020, registered in the shareholders' register of the company, held by Euroclear Finland, have the right to participate in the General Meeting. Shareholders whose shares are registered on their personal Finnish book-entry accounts are registered in the shareholders' register of the company.

Shareholders registered in the shareholders' register of the company who wish to attend the General Meeting must give advance notice of their attendance, and the company must receive such notice no later than by 4 p.m. on Monday 23 March 2020. Such notice can be given:

- a) through the company's website at [www.relais.fi](http://www.relais.fi)
- b) via e-mail to [info@relais.fi](mailto:info@relais.fi) or
- c) by mail to Relais Group Plc, General Meeting, Tähtäinkuja 2, 01530 Vantaa, Finland.

In connection with the registration, a shareholder shall provide their name, personal identification number / Business ID, address, telephone number and the name of a possible assistant or proxy representative and the personal identification number of the proxy representative. The personal data given by the shareholders to Relais Group Plc are used only in connection with the General Meeting and the processing of related registrations.

The shareholder, their authorised representative or proxy representative shall, where necessary, be able to prove their identity and/or right of representation at the venue of the 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 they on the record date of the General Meeting, i.e. on 16 March 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 on 23 March 2020 by 10 a.m. As regards nominee-registered shares, this constitutes due registration for the General Meeting. Changes in shareholding after the record date do not affect the right to participate in the meeting or the number of voting rights held in the meeting.

Holders of nominee-registered shares are advised to request without delay the necessary instructions regarding the registration in the temporary shareholders' register of the company, the issuing of proxy documents and registration for the General Meeting from their custodian bank. The account management organization of the custodian bank shall register a holder of nominee-registered shares, who wishes to participate in the General Meeting, into the temporary shareholders' register of the company at the latest by the time stated above.

## **3. Proxy representative and proxy documents**

A shareholder may participate in the General Meeting, and exercise their 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 their right to represent the shareholder at the General Meeting. When a shareholder participates in the General Meeting by means of several proxy representatives representing the shareholder with shares on 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.

Any proxy documents should be delivered as originals to the address Relais Group Plc, General Meeting, Tähtäinkuja 2, 01530 Vantaa, Finland, by the end of the last date for registration.

## **4. Other instructions and information**

Pursuant to Chapter 5 Section 25 of the Limited Liability 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, 5 March 2020, the total number of shares in Relais Group Plc, and votes represented by such shares, is 16,213,800.

In Vantaa on 5 March 2020

RELAIS GROUP PLC  
BOARD OF DIRECTORS

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