

NOTICE OF GENERAL MEETING

Relais Group Plc's Extraordinary General Meeting 2020

Notice is given to the shareholders of Relais Group Plc of the Extraordinary General Meeting to be held on Tuesday 8 September 2020 at 4 p.m. at the company's headquarters in Vantaa.

Shareholders and their proxy representatives may participate in the meeting only by voting in advance and by making counterproposals and presenting questions in advance in accordance with this notice and other instructions by the company. It is not possible to attend the meeting in person.

The Board of Directors of the company has resolved on an exceptional meeting procedure under the act on temporary derogation from the Limited Liability Companies Act, the Limited Liability Housing Companies Act, the Co-operatives Act, the Associations Act and certain other corporation legislation to limit the spread of the COVID-19 epidemic (290/2020) which entered into force on 1 May 2020. In order to contain the spread of the COVID-19 pandemic, the Extraordinary General Meeting will be held without the presence of the shareholders or their proxy representatives. This is necessary in order to ensure the health and safety of the company's shareholders, personnel and other stakeholders as well as to organize the meeting in a predictable way allowing equal means for shareholders to participate while also proactively ensuring compliance with the current recommendations of the authorities while the pandemic is still ongoing. For these reasons, shareholders and their proxy representatives can participate in the meeting and exercise shareholder rights only by voting in advance and by submitting counterproposals and asking questions in advance. Further instructions are provided below in this notice in section C Instructions for the participants in the general meeting. The management of the Company will not attend the meeting, there will be no addresses by the Board or management at the meeting, and no webcast will be provided.

Notice of attendance and voting

Shareholders with a Finnish book-entry account can register and vote in advance on the matter on the agenda of the Extraordinary General Meeting during the period 20 August 2020 at 10 a.m. - 1 September 2020 at 12 noon.

A. MATTERS ON THE AGENDA OF THE EXTRAORDINARY GENERAL MEETING

The following matters will be considered at the Extraordinary General Meeting:

1. Opening of the meeting

2. Calling the meeting to order

Attorney-at-Law Juha Kujala will act as the Chairman of the meeting.

Should Juha Kujala be prevented from acting as Chairman for a weighty reason, the Board will appoint another person it deems most suitable to act as Chairman.

3. Election of person to scrutinize the minutes and to supervise the counting of votes

Attorney-at-Law Jarkko Hankaa will scrutinise the minutes and supervise the counting of votes at the meeting.

Should Jarkko Hankaa be prevented from acting as the person to scrutinize the minutes and to supervise the counting of votes for a weighty reason, the Board will appoint another person it deems most suitable to act as the person 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

All shareholders attending who have voted in advance during the voting period and who in accordance with Chapter 5, Sections 6 and 6a of the Finnish Limited Liability Companies Act are entitled to attend the meeting will be recorded to have attended the meeting. The list of votes will be adopted on the basis of information provided by Euroclear Finland Ltd.

6. Board's proposal for the payment of dividends

According to the balance sheet adopted by the Annual General Meeting on 8 June 2020, the parent company's distributable earnings on 31 December 2019 amounted to EUR 65,626,626.33, of which profit for the financial year 1 January - 31 December 2019 was EUR 804,846.05.

The Annual General Meeting decided on 8 June 2020 as per the proposal of the Board of the time that the distributable earnings be left in equity and that no dividend be paid to shareholders. The Board of Directors now proposes to the Extraordinary 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 10 September 2020, are registered in the shareholders' register of the company maintained by Euroclear Finland. The Board proposes that the dividend payment date be 17 September 2020.

7. Closing of the meeting

B. DOCUMENTS OF THE GENERAL MEETING

This notice which includes the proposal by the company's Board is available on Relais Group Plc's website at <https://relais.fi/en/investors/corporate-governance/annual-general-meetings/egm-2020/>. Relais Group Plc's financial statement, the report of the Board of Directors, the auditor's report, the interim report for the period 1 January - 30 June 2020, the minutes of the Annual General Meeting of 8 June 2020 (includes, inter alia, decision made on the distribution of assets after the end of the preceding financial period), as well as the Board's statement of events that have occurred after the drafting of the interim report 1 January - 30 June 2020 and significantly affect the state of the company are made available to the shareholders on the above-mentioned website no later than three weeks prior to the Extraordinary General Meeting. Copies of these documents and of this notice will be sent to shareholders upon request. The minutes of the Extraordinary General Meeting will be available on the above-mentioned website on 22 September 2020 at the latest.

C. INSTRUCTIONS FOR THE PARTICIPANTS IN THE GENERAL MEETING

In order to contain the spread of the COVID-19 pandemic, the Extraordinary General Meeting will be held so that the shareholder or their proxy representative cannot be present at the venue. This is necessary especially in order to ensure the health and safety of the shareholders, employees and other stakeholders of the Company and to ensure compliance with the current recommendations of the authorities. It is also not possible for a shareholder or a proxy representative to participate in the meeting by means of real-time telecommunications. Shareholders and their proxy representatives can participate in the meeting and exercise their shareholder rights only by voting in advance and by making counterproposals and presenting questions in advance.

1. Shareholders registered in the shareholders' register

Shareholders who are on the record date of the Extraordinary General Meeting, Thursday 27 August 2020, registered on the company's list of shareholders, maintained by Euroclear Finland Oy, are entitled to attend the meeting. Shareholders whose shares are registered on their personal Finnish book-entry accounts are registered in the shareholders' register of the company. A shareholder may not participate in the Extraordinary General Meeting in any other manner than by voting in advance in the manner described below as well as by making counterproposals and presenting questions in advance. If you do not have a Finnish book-entry account, please see section 4. Holders of nominee-registered shares below.

2. Registration and advance voting

The registration period and advance voting period will commence on Thursday 20 August 2020, when the deadline for delivering counterproposals to be put to a vote has expired. Shareholders entered in the shareholders' register of the company who wish to attend the Extraordinary General Meeting by voting in advance must give notice of their attendance and vote in advance, and the company must receive such notice and votes no later than by 12 noon on Tuesday 1 September 2020.

When registering, requested information such as the name, personal identification number, address and telephone number of the shareholder as well as requested information on a possible proxy representative such as the name and personal identification number of the proxy representative must be provided. Personal data provided by the shareholders is used only in connection with the Extraordinary General Meeting and with processing the necessary registrations related to the meeting.

Shareholders with a Finnish book-entry account can register and vote in advance on the matter on the agenda of the Extraordinary General Meeting during the period 20 August 2020 at 10 a.m. - 1 September 2020 at 12 noon by the following means:

- a) through the company's website at <https://relais.fi/en/investors/corporate-governance/annual-general-meetings/egm-2020/>;

Please note that the number of the shareholder's book-entry account is required for voting in advance. The terms and other instructions concerning electronic voting are available on the company's website at <https://relais.fi/en/investors/corporate-governance/annual-general-meetings/egm-2020/>.

- b) via mail or email

Shareholders may submit the advance voting form available on the company's website at <https://relais.fi/en/investors/corporate-governance/annual-general-meetings/egm-2020/> to Euroclear Finland Ltd by email to yhtiokokous@euroclear.eu or by mail to Euroclear Finland Ltd, Extraordinary General Meeting / Relais Group Plc, P.O. Box 1110, 00101 Helsinki, Finland. The voting form will be available on the company's website as of Tuesday 20 August 2020.

When submitting a voting form, a representative or proxy of a shareholder must produce a dated proxy document or otherwise in a reliable manner demonstrate their right to represent the shareholder at the Extraordinary General Meeting.

If a shareholder participates in the Extraordinary General Meeting by delivering votes in advance to Euroclear Finland Oy, the delivery of the votes shall constitute due registration for the Extraordinary General Meeting.

The terms and other instructions concerning voting by mail or e-mail are available on the company's website <https://relais.fi/en/investors/corporate-governance/annual-general-meetings/egm-2020/>.

3. Proxy representative and proxy documents

A shareholder may participate in the Extraordinary General Meeting by way of proxy representation. A proxy representative of a shareholder must also vote in advance in the manner described in this notice. The representative must produce a dated proxy document or otherwise in a reliable manner demonstrate their right to represent the shareholder at the General Meeting. If a shareholder participates in the Extraordinary General Meeting by means of several proxy representatives representing the shareholder on the basis of shares held in different securities accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the Extraordinary General Meeting.

Possible proxy documents should be delivered by regular mail to Euroclear Finland Oy, Extraordinary General Meeting / Relais Group Plc, PL 1110, 00101 Helsinki, Finland or by e-mail to yhtiokokous@euroclear.eu before the end of the registration period, by which time the documents must be received by Euroclear Finland Oy.

Delivery of a proxy document and votes in advance to Euroclear Finland Oy before the expiration of the period for the notice of participation constitutes due registration for the Extraordinary General Meeting if the information required for registering for the meeting set out in C.2. above is included in the documents.

4. Holders of nominee-registered shares

A holder of nominee registered shares has the right to participate in the Extraordinary General Meeting by virtue of such shares based on which they on the record date of the Extraordinary General Meeting, i.e. on Thursday 27 August 2020, would be entitled to be registered in the shareholders' register of the company held by Euroclear Finland Ltd. Participation in the General Meeting additionally requires that the shareholder on the basis of such shares has been registered in the temporary shareholders' register kept by Euroclear Finland Ltd no later than on Thursday 3 September 2020 at 10 a.m. As regards nominee-registered shares, this constitutes due registration for the Extraordinary General Meeting.

Holders of nominee-registered shares are advised to request the necessary instructions regarding temporary registration in the temporary shareholders' register of the company, issuing of proxy documents and registration for the Extraordinary General Meeting from their custodian banks well before the meeting. The account management organisation of the custodian bank shall register a holder of nominee-registered shares who wishes to participate in the Extraordinary General Meeting into the temporary shareholders' register of the company at the latest by the time stated above. In addition, the account management organisation of the custodian bank must arrange voting in advance on behalf of a nominee-registered shareholder within the registration period applicable to nominee-registered shares.

Further information on these matters is also available on the company's website

<https://relais.fi/en/investors/corporate-governance/annual-general-meetings/egm-2020/>.

5. Other instructions and information

Shareholders holding at least one hundredth of all shares in the company have the right to make a counterproposal to the proposal for resolution on the agenda of the Extraordinary General Meeting, which will be put to a vote. Such counterproposals must be delivered to the company by e-mail to info@relais.fi by no later than Wednesday 19 August 2020 at 10 a.m. Shareholders making a counterproposal must in connection with delivering the counterproposal present evidence of their shareholdings. The counterproposal will be considered at the Extraordinary General Meeting provided that the shareholder has the right to participate in the Extraordinary General Meeting and that the shareholder holds shares corresponding to at least one hundredth of all shares in the company on the record date of the Extraordinary General Meeting. If the counterproposal will not be taken up for consideration at the General Meeting, the votes given in favour of the counterproposal will not be taken into account. The company will publish possible counterproposals to be put to a vote on the company's website <https://relais.fi/en/investors/corporate-governance/annual-general-meetings/egm-2020/> no later than Thursday 20 August 2020.

A shareholder may present questions on the matter on the agenda of the meeting pursuant to Chapter 5, Section 25 of the Limited Liability Companies Act until Tuesday 25 August 2020 at 4 p.m. by email to info@relais.fi. Such questions by shareholders, responses to such questions by the company's management as well as other counterproposals than those put up to a vote will be available on the company's website <https://relais.fi/en/investors/corporate-governance/annual-general-meetings/egm-2020/> by no later than Friday 28 August 2020. As a prerequisite for presenting questions or counterproposals, a shareholder must present sufficient evidence of their shareholding to the company.

The information concerning the General Meeting required under the Limited Liability Companies Act and the Securities Market Act is available on the company's

website <https://relais.fi/en/investors/corporate-governance/annual-general-meetings/egm-2020/>.

On the date of this notice of the General Meeting, 14 August 2020, the total number of shares in Relais Group Plc, and votes represented by such shares, is 16,820,050.

Changes in shareholding after the record date of the Extraordinary General Meeting 27 August 2020 do not affect the right to participate in the Extraordinary General Meeting or the number of voting rights held by a shareholder in the meeting.

Additional information on the arrangements concerning the Extraordinary General Meeting is available at <https://relais.fi/en/investors/corporate-governance/annual-general-meetings/egm-2020/>.

In Vantaa on 14 August 2020

RELAIS GROUP PLC
BOARD OF DIRECTORS

Further information:

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DISTRIBUTION:

Nasdaq Helsinki Ltd

Financial Supervisory Authority

Main media

www.relais.fi

Relais Group in brief

Relais Group is an importer and technical wholesaler that actively develops its vehicle electrical equipment and spare parts business operations in the Nordic and Baltic countries. Relais Group creates added value for its customers by offering vehicle spare parts, electrical equipment and specialist services throughout the life cycle of vehicles in a reliable, efficient and timely manner. As a strongly growth-oriented company, Relais Group aims to be an industry forerunner in the vehicle life cycle enhancement business. Relais Group's net sales in 2019 were EUR 98.9 million. On 31 December 2019, the company employed 258 people in five different countries.

www.relais.fi

