

**OKMETIC'S ANNUAL GENERAL MEETING TO CONVENE ON 9 APRIL 2014 AT 10 A.M.**

Notice is given to the shareholders of Okmetic Oyj to the annual general meeting to be held on Wednesday 9 April 2014 at 10.00 a.m. The meeting will be held in the auditorium of the Finnish Aviation Museum in Helsinki-Vantaa airport area, Tietotie 3, Vantaa. The reception of the participants who have registered for the meeting and the distribution of voting tickets will commence at 9.30 a.m.

**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 scrutinise 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 financial statements, the consolidated financial statements, the board of directors' report, and the auditor's report for the year 2013
- Review by the president
7. Adoption of the financial statements and consolidated financial statements
  8. Resolution on the use of the profit shown on the balance sheet and the payment of dividend

The Board of directors proposes to the annual general meeting that no dividend shall be paid for the financial year 2013 and that the loss for the financial year of the parent company, 208,387.78 euro, shall be recorded to the company's retained earnings.

9. Resolution on the discharge from liability of the members of the board of directors and the president as well as the deputy to the president
10. Resolution on the remuneration of the members of the board of directors

Shareholders, who represent more than 25 percent of all shares and votes of the company, propose that the remuneration to the members of the board shall be maintained at the current level so that the remuneration is paid as follows: 1) the chairman of the board 40,000 euro per term 2) the vice chairman of the board 30,000 euro per term, and 3) other board members each 20,000 euro per term. The annual remuneration will be paid in the company's shares and in cash for the part of taxes. Payment of the remuneration per term will be paid as a one-time payment on 9 May 2014, and the number of remuneration shares shall be determined according to the closing quotation of the company's share on 8 May 2014. In addition, the board members are

entitled to a meeting fee, the amount of which is 750 euro per meeting for the chairman of the board and 500 euro per meeting for each of the other board members.

#### 11. Resolution on the number of members in the board of directors

Shareholders, who represent more than 25 percent of all shares and votes of the company, propose that five members shall be appointed to the board.

#### 12. Election of the members of the board of directors

Shareholders, who represent more than 25 percent of all shares and votes of the company, propose that Mr. Hannu Martola, Ms. Mervi Paulasto-Kröckel, Mr. Mikko Puolakka and Mr. Henri Österlund shall be re-elected as board members and Mr. Jan Lång shall be elected as a new board member for the term ending at the close of the next annual general meeting. The candidates have given their consent to the appointments.

Mr. Jan Lång (born 1957, M.Sc. (Econ.)) is President and CEO of Ahlstrom Oyj since 2009. Before this he acted as President and CEO of Uponor Oyj and in various management positions in Huhtamäki Oyj.

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

The Board of directors proposes to the annual general meeting that the auditor to be elected shall be reimbursed according to the auditor's reasonable invoice.

#### 14. Election of the auditor

The Board of directors proposes to the annual general meeting that PricewaterhouseCoopers Oy, Authorised Public Accountants, shall be re-elected as the company's auditor until the end of the next annual general meeting. PricewaterhouseCoopers Oy has informed that Mr. Mikko Nieminen, Authorised Public Accountant, shall act as the principal auditor. The candidate has given his consent to the appointment.

#### 15. Proposal of the board of directors on the authorisation of the board of directors to decide on the repurchase and/or the acceptance as pledge of the company's own shares

The Board of directors proposes to the annual general meeting that the board of directors shall be authorised to decide on the repurchase and/or the acceptance as pledge of the company's own shares in one or more tranches as follows:

The aggregate number of shares repurchased and/or accepted as pledge on the basis of the authorisation may not exceed 1,728,750 shares, which represents approximately 10 percent of all the shares of the company. The company and its subsidiaries together cannot at any time own and/or hold as pledge more than 10 percent of all of the company's registered shares.

Only unrestricted equity can be used to repurchase the company's own shares under the authorisation. Own shares can be repurchased at a price determined in public trading on the day of repurchase or at another market-based price.

The board of directors decides on the method of repurchasing and/or accepting as pledge of the company's own shares as well as the other terms and conditions. Shares can be repurchased

otherwise than in the shareholders' proportional holding of shares (directed repurchase). The authorisation cancels the authorisation given by the annual general meeting on 10 April 2013 to the board of directors to decide on the repurchase and/or acceptance as a pledge of the company's own shares. The authorisation is effective until the next annual general meeting of shareholders, however, no longer than until 9 October 2015.

16. Proposal of the board of directors on the authorisation of the board of directors to decide on the issuance of shares, the transfer of the company's own shares as well as the issuance of special rights entitling to shares

The Board of directors proposes to the annual general meeting that the board of directors be authorised to decide on the issuance of shares, the transfer of the company's own shares, and the issuance of special rights entitling to shares according to Chapter 10, section 1 of the Finnish Companies Act in one or more tranches as follows:

The aggregate number of shares issued or transferred on the basis of the authorisation may not exceed 2,593,125 shares.

The board of directors decides on all the terms and conditions of the issuance of shares, the transfer of the company's own shares, and the issuance of special rights entitling to shares according to Chapter 10, section 1 of the Finnish Companies Act. The authorisation concerns both the issuance of new shares as well as the transfer of the company's own shares. The issuance of shares, the transfer of the company's own shares and the issuance of special rights entitling to shares according to Chapter 10 section 1 of the Finnish Companies Act may be carried out in deviation from the shareholders' pre-emptive rights (directed issue).

The authorisation cancels the authorisation given by the annual general meeting on 10 April 2013 to the board of directors to decide on the issuance of shares, transfer of the company's own shares as well as the issuance of special rights entitling to shares. The authorisation is effective until the next annual general meeting, however, no longer than until 9 October 2015.

17. Closing of the meeting

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

The aforementioned proposals for the decisions on the matters on the agenda of the general meeting as well as this notice are available on Okmetic Oyj's website at [www.okmetic.com](http://www.okmetic.com) under Investors. The annual report of Okmetic Oyj, including the company's financial statements, the consolidated financial statements, the board of directors' report, and the auditor's report, will be available on the above-mentioned website no later than on 18 March 2014. The proposals and the other aforementioned documents are also available at the meeting. The minutes of the meeting will be available on the above-mentioned website as of 23 April 2014, at the latest.

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

1. Shareholder registered in the shareholders' register

Each shareholder, who is registered on the record date of the general meeting, Friday 28 March 2014, in the shareholders' register of the company maintained by Euroclear Finland Ltd., has the

right to participate in the 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 registered in the company's shareholders' register, who wants to participate in the general meeting, shall register for the meeting no later than on Friday 4 April 2014 at 12.00 a.m. The notice of participation has to be received by the registration deadline. Such notice can be given:

- a) by email to [osakkaat@okmetic.com](mailto:osakkaat@okmetic.com);
- b) by telephone on +358 9 5028 0269 during office hours from Monday to Thursday between 9.00 a.m. and 4.00 p.m.;
- c) by letter, addressed to Okmetic Oyj, Communications, P.O. Box 44, FI-01301 Vantaa, Finland; or
- d) in person at the company's head office at Piitie 2, Vantaa, during office hours from Monday to Friday between 9.00 a.m. and 4.00 p.m.

In connection with the registration, a shareholder shall notify his/her name, personal identification number, address, telephone number as well as the name of a possible assistant or proxy representative and the personal identification number of a proxy representative. The personal data given to Okmetic Oyj is used only in connection with the general meeting and with the processing of related registrations.

A shareholder, his/her representative or proxy representative shall, when necessary, be able to prove his/her identity and/or right of presentation at the annual general 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 he/she on Friday 28 March 2014 would be entitled to be registered in the shareholders' register of the company maintained 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 temporarily registered into the shareholders' register maintained by Euroclear Finland Ltd. at the latest on Friday 4 April 2014, at 10.00 a.m. As regards nominee registered shares this constitutes as registration for the general meeting.

A holder of nominee registered shares is advised to request without delay necessary instructions regarding the registration in the temporary shareholders' register of the company, the issuing of proxy documents, and the registration for the general meeting from his/her custodian bank. The account management organisation of the custodian bank shall register a holder of nominee registered shares, who wants to participate in the general meeting, to be temporarily entered into the shareholders' register of the company by no later than the time stated above.

## 3. Proxy representative and powers of attorney

A shareholder may participate in the general meeting and exercise his/her rights at the meeting by means 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 general meeting. When a shareholder participates in the 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 general meeting.

Possible proxy documents should be delivered in originals to Okmetic Oyj, Communications, P.O.Box 44, FI-01301 Vantaa by the registration deadline.

#### 4. Other 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.

On the date of this notice to the general meeting, 13 February 2014, the total number of shares and votes in Okmetic Oyj is 17,287,500. The company holds 444,123 of its own shares (of which 400,000 shares indirectly through Okmetic Management Oy).

**OKMETIC OYJ**

**BOARD OF DIRECTORS**

