

Tecnotree Corporation  
Stock Exchange Release  
28<sup>th</sup> February 2014 at 1.30 pm EET

## NOTICE TO THE ANNUAL GENERAL MEETING

Notice is given to the shareholders of Tecnotree Corporation to the Annual General Meeting to be held on Wednesday, 26 March 2014 at 4 p.m. at Marina Congress Center, conference room Nordia, address Katajanokanlaituri 6, Helsinki, Finland. The reception of persons who have registered for the meeting will commence at 3 p.m.

### A. Matters on the agenda of the Annual 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 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 2013**
  - **Review by the CEO**
7. **Adoption of the annual accounts and consolidated annual accounts**
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 be paid for the financial year ended 31 December 2013, and that the parent company's loss for the financial year, EUR 2,138,056.64, be covered by non-restricted equity reserves. In addition, losses for previous periods are proposed to be covered by EUR 1,690,237.98 of the non-restricted equity reserves.

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**

The Remuneration and Nominating Committee proposes to the Annual General Meeting that the members of the Board of Directors' fees remain unchanged so that the chairman of the Board of Directors will receive EUR 50,000 per year, the vice chairman will receive EUR 30,000 per year and the other board members will receive EUR 23,000 each per year. In addition, the chairman of the Board of Directors will receive an attendance fee of EUR 800 and the other board members EUR 500 per meeting, respectively, for board and Committee work. The aforementioned board fees can instead of cash be paid in the Company's shares.

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

The Remuneration and Nominating Committee proposes to the Annual General Meeting that five (5) members will be elected to the Board of Directors.

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

The Remuneration and Nominating Committee proposes to the Annual General Meeting that the following current members of the Board of Directors will be re-elected: Mr. Johan Hammarén, Mr. Pentti Heikkinen, Mr. Harri Koponen, Mr. Christer Sumelius and Ms. Tuija Soanjärvi.

The members of the Board of Directors are elected for a term that expires at the end of the first Annual General Meeting following the election.

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

The Audit Committee proposes to the Annual General Meeting that the auditor's fees are paid according to the auditor's invoice.

### **14. Election of auditor**

The Audit Committee proposes to the Annual General Meeting that KPMG Oy Ab, Authorized Public Accountants continues as the Company's auditor. The principal auditor appointed by them is Mr. Toni Aaltonen, Authorized Public Accountant.

The term of the auditor expires at the end of the first Annual General Meeting following the election.

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

The Board of Directors proposes that the Annual General Meeting authorize the Board of Directors to decide on the repurchase of a maximum of 12,262,842 of the Company's own shares as follows:

Own shares can be repurchased with unrestricted shareholders' equity otherwise than in proportion to the holdings of the shareholders through public trading of the securities on NASDAQ OMX Helsinki Ltd at the market price of the shares in public trading at the time of the acquisition.

Own shares can be repurchased for the purpose of developing the capital structure of the Company, carrying out corporate acquisitions or other arrangements to develop the business of the Company, financing capital expenditure, to be used as part of the Company's incentive schemes, or to be otherwise retained in the possession of the Company, disposed of or nullified in the extent and manner decided by the Board of Directors.

The Board of Directors will decide on the other terms of the share repurchase. This share repurchase authorization will be valid for one year from the decision of the Annual General Meeting.

### **16. Authorizing the Board of Directors to decide on the issuance of shares as well as the issuance of options and other special rights entitling to shares**

The Board of Directors proposes to the Annual General Meeting to authorize the Board of Directors to decide to issue and/or convey a maximum of 60,000,000 new shares and/or the Company's own shares either against payment or for free.

New shares may be issued and the Company's own shares may be conveyed to the Company's shareholders in proportion to their current shareholdings in the Company or waiving the shareholders' pre-emption right, through a directed share issue if the Company has a weighty financial reason to do so, such as the development of the capital structure of the Company, carrying out corporate acquisitions or other business arrangements to develop the business of the Company, financing capital expenditure or using the shares as part of the Company's incentive schemes in the extent and manner decided by the Board of Directors.

The Board of Directors may also decide on a free share issue to the Company itself. The number of shares to be issued to the Company together with the shares repurchased to the Company on the basis of the repurchase authorization shall be a maximum of 1/10 of all the Company's shares.

The Board of Directors is authorized, within the limits of the above described authorization, to grant also special rights referred to in Chapter 10, Section 1 of the Companies Act, which carry the right to receive, against payment, new shares of the Company or the Company's own shares held by the Company in such a manner that the subscription price of the shares is paid in cash or by using the subscriber's receivable to set off the subscription price.

The subscription price of the new shares and the consideration payable for the Company's own shares may be recorded partially or fully in the reserve for invested unrestricted equity or in the share capital in the extent and manner decided by the Board of Directors.

The Board of Directors shall decide on the other terms and conditions related to the share issues and granting of the special rights. These proposed authorizations will be valid for one year from the decision of the Annual General Meeting.

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



## B. Documents of the Annual General Meeting

The proposals of the Board of Directors and its Committees relating to the agenda of the Annual General Meeting as well as this notice are available on Tecnotree Corporation's website at [www.tecnotree.com](http://www.tecnotree.com) from 28 February 2014. The annual report of Tecnotree Corporation, including the Company's annual accounts, the report of the Board of Directors and the auditor's report, is available on the aforementioned website no later than 5 March 2014. The proposals of the Board of Directors and its Committees and the annual accounts documents are also available at the meeting. Copies of these documents and of this notice will be sent to shareholders upon request.

## C. Instructions for the participants in the Annual General Meeting

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

Each shareholder, who is registered on 14 March 2014 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 personal Finnish book-entry account, is registered in the shareholders' register of the Company.

Shareholders registered in the shareholders' register, who want to participate in the Annual General Meeting, shall register for the meeting no later than 21 March 2014 at 2 p.m., by which time the prior notice of participation shall be received by the Company. Such notice can be given:

- a) on the Company's website [www.tecnotree.com](http://www.tecnotree.com);
- b) by telephone +358 20 770 6878 from Monday till Friday at 9 a.m. – 4 p.m.; or
- c) by regular mail to Tecnotree Corporation, the Annual General Meeting, PO Box 93, FI-02271 Espoo, Finland

In connection with the registration, a shareholder shall notify his/her 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 is used only in connection with the Annual General Meeting and with the processing of related registrations.

The shareholder, his/her authorized representative or proxy representative shall, where necessary, be able to prove his/her identity and/or right of representation at the venue of the Annual General Meeting.

### 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 such shares, based on which he/she on the record date of the Annual General Meeting, i.e. on 14 March 2014, 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 on the basis of such shares has been notified for temporary entry into the shareholders' register held by Euroclear Finland Ltd. at the latest by 21 March 2014 at 10 a.m. As regards nominee registered shares this constitutes due registration for the Annual General Meeting.

A holder of nominee registered shares is advised to request without delay necessary instructions regarding the notification for temporary entry into the shareholders' register of the Company, the issuing of proxy documents and registration for the Annual General Meeting from his/her custodian bank. The account management organization of the custodian bank has to notify a holder of nominee registered shares, who wants to participate in the general meeting, for temporary entry into the shareholders' register of the Company at the latest by the time stated above.

Further information on these matters can also be found on the Company's website [www.tecnotree.com](http://www.tecnotree.com).

### 3. Proxy representative and powers of attorney

A shareholder may participate in the Annual General Meeting and exercise his/her 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 Tecnotree Corporation, the Annual General Meeting, PO Box 93, FI-02271 Espoo, Finland before the last date for registration 21 March 2014 by 2 p.m.

#### 4. Other instructions and information

Pursuant to chapter 5, section 25 of the 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 considered at the meeting.

On the date of the notice to the Annual General Meeting, 28 February 2014, the total number of shares in Tecnotree Corporation is 122.628.428 shares and the total number of votes is 122.628.428 votes.

In Espoo, 28 February 2014

TECNOTREE CORPORATION

THE BOARD OF DIRECTORS

DISTRIBUTION

NASDAQ OMX Helsinki Ltd

Main Media

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

About Tecnotree

Tecnotree is a global provider of telecom IT solutions for the management of products, customers and revenue. Tecnotree helps communications service providers to transform their business towards a marketplace of digital services. Tecnotree empowers service providers to monetise service bundles, provide personalised user experiences and augment value throughout the customer lifecycle. With over 1100 telecom experts, Tecnotree serves more than 100 service providers in over 70 countries. Tecnotree is listed on the main list of NASDAQ OMX Helsinki with the trading code TEM1V. For more information on Tecnotree, please visit [www.tecnotree.com](http://www.tecnotree.com)

