

## NOTICE TO THE ANNUAL GENERAL MEETING

Notice is given to the shareholders of Trainers' House Plc to the Annual General Meeting to be held on 25 March 2015 at 12:00 at the office of the company, Niittymäentie 7, 02200 Espoo. The reception of persons who have registered for the meeting will commence at 11:45 a.m.

### A. Matters on the agenda of the Annual General Meeting

At the Annual General Meeting, the following matters will be considered:

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 annual accounts, the report of the Board of Directors and the auditor's report for 2014
  - Review by the CEO
7. Adoption of the financial statements
8. Measures to remedy the financial position of the company

According to Chapter 20, Section 23 of the Limited Liability Companies Act, when the equity of the company is less than one half of the share capital, the Board of Directors shall without delay convene a General Meeting to consider measures to remedy the financial position of the company. The Board of Directors proposes to the Annual General Meeting that the company would continue the corporate restructuring proceedings and other measures already started, through which the financial position of the company could be remedied.

### 9. Resolution on the use of the profit shown on the balance sheet

The Board of Directors proposes to the Annual General Meeting that no dividend will be paid from the financial year 2014 and that the loss of the fiscal year shown by the parent company will be transferred to the company's profit and loss account.

### 10. Resolution on the discharge of the members of the Board of Directors and the CEO from liability

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

The Board of Directors proposes to the Annual General Meeting that the number of Board members is to be three (3).

### 12. Resolution on the remuneration of the members of the Board of Directors

The Board of Directors proposes to the Annual General Meeting that the remuneration payable to the members of the Board of Directors remain unchanged, and that the Chairman of the Board receives a fee of 3,500 euro and members 1,500 euro per month.

### 13. Election of members of the Board of Directors

The Board of Directors proposes to the Annual General Meeting that Aarne Aktan, Jarmo Hyökyvaara ja Jari Sarasvuo would be re-elected to the Board of Directors.

#### 14. Resolution on the remuneration of the Auditor

The Board of Directors proposes to the Annual General Meeting that the auditor be reimbursed according to a reasonable invoice from the auditor.

#### 15. Election of Auditor

The Board of Directors proposes to the Annual General Meeting that Ernst & Young Ltd. be re-elected as the company's auditor.

#### 16. Closing of the Meeting

### B. Documents of the Annual General Meeting

The above mentioned proposals of the Board of Directors, the annual report of Trainers' House Plc, the report of the Board of Directors and the Auditor's report and this notice to the Annual General Meeting shall be available on the website of Trainers' House Plc, [www.trainershouse.fi](http://www.trainershouse.fi), three weeks prior to the Meeting at the latest. These documents and this notice shall be available also in the Annual General Meeting and copies of these documents and of this notice will be sent to shareholders upon request. The minutes of the Annual General Meeting shall be available on the aforementioned website from the 8 April 2015.

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

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

Each shareholder, who is registered on 13 March 2015 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. A shareholder, who wants to participate in the Annual General Meeting, shall register for the Meeting by giving a prior notice of participation no later than 20 March 2015 at 10:00 a.m., the time at which the notice shall be at the company. Such notice can be given by mail to Trainers' House Plc, Arja Kokkarinen, Niittymäentie 7, 02200 Espoo or by telephone to 0400 911 388 or by e-mail to [AGM2015@trainershouse.fi](mailto:AGM2015@trainershouse.fi).

Registration must include the shareholder's 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. Personal information given to Trainers' House Plc will only be used in connection with the Annual General Meeting and with the processing of related registrations.

#### 2. 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 to the above mentioned e-mail (e.g. as pdf attachment) or regular mail

address before the last date for registration.

### 3. 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 13 March 2015, 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 temporarily registered in the shareholders' register held by Euroclear Finland Ltd, at the latest by 10:00 a.m. on 20 March 2015. 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 registration in the temporary 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 will 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 by the time stated above.

### 4. Other instructions and information

A shareholder who is participating in the Annual General Meeting has the right to request information under Chapter 5, Section 25 of the Limited Liability Companies Act concerning matters dealt with in the Meeting. At the date of this notice the total number of shares and votes conveyed by the shares in Trainers' House Plc is 68,016,704. The company has one (1) share class and each share carry one (1) vote.

Helsinki 4 March 2015

TRAINERS' HOUSE PLC  
THE BOARD OF DIRECTORS