

## NOTICE TO THE EXTRAORDINARY GENERAL MEETING

Notice is given to the shareholders of Trainers' House Plc to the Extraordinary General Meeting to be held on 9 July 2015 at 15.00 at the Innopoli 2, Tekniikantie 14, 02150 Espoo. The reception of persons who have registered for the Meeting will commence at 14.45.

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

At the 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. Resolution on the authorisation of the Board of Directors to decide on the share issue according to the draft restructuring programme

The administrator has submitted his proposal for the Company's restructuring programme on 3 June 2015 ("**Draft restructuring programme**"). According to the Draft restructuring programme, the Company shall offer to all creditors of normal preference an option to convert their receivables into shares of the Company. In order to execute the debt conversion, the Board of Directors proposes that the General Meeting authorises the Board of Directors to decide on the issuance of shares as follows:

- The authorisation can be used only for the debt conversion as set out in the Draft restructuring programme.
- Based on the authorization the maximum number of new shares issued is 42.812.500.
- The new shares will be offered to the creditors of the Company in deviation from the shareholders' pre-emptive rights.
- The subscription price for each share is EUR 0.08.
- The subscription price shall be paid in full by setting-off restructuring debts of the Company.
- The restructuring programme is conditional to the confirmation of the Draft restructuring programme by the District Court of Espoo and that the decision is legally final.
- The authorisation is valid until 30 June 2016.

### **Additional information on the proposal of the Board of Directors**

All creditors of the Company's hybrid and junior loans have committed to use the capital amount of their receivables for the subscription of shares. The total amount of these receivables is EUR 3.025.000, so the receivables of the hybrid- and junior creditors would be converted into 37.812.500 shares after which the total number of the Company's shares would be 105.829.204. If the hybrid- and junior loan conversion is implemented, Jari Sarasvuo's and Causa Prima Oy's

share of the total shares of the Company and votes in the Company would increase into approximately 39,3 percent.

In addition, also other creditors of the Company with normal preference have the right, but no obligation, to convert their receivables into shares of the Company. The maximum amount of these receivables is EUR 400.000, so the maximum amount of issued shares is 5.000.000. The exact amount of the receivables included in this category will be specified during the reorganization proceedings. Therefore, if all of the creditors in this group would exercise their conversion right, the total amount of shares in the Company would increase to a maximum of 110.829.204 shares. Correspondingly, Jari Sarasvuo's and Causa Prima Oy's share of the total shares of the Company and votes in the Company would increase to 37,6 percent.

Further information about the effects of the Draft restructuring programme and the debt conversion are included in the Draft restructuring programme (in Finnish) which can be found on the Company's website. The Company has also announced with a release dated 10 June 2015 further information concerning the exemption permit granted by the Finnish Financial Supervisory Authority and with a release dated 3 June 2015 further information concerning the Draft restructuring programme.

## 7. Closing of the Meeting

### B. Documents of the General Meeting

The above mentioned proposals of the Board of Directors, this notice to the General Meeting as well as other documents stipulated by the Limited Liability Companies Act 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 General Meeting and copies of these documents and of this notice will be sent to shareholders upon request. The minutes of the Meeting shall be available on the aforementioned website from the 23 July 2015.

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

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

Each shareholder, who is registered on 29 June 2015 in the shareholders' register of the Company held 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, who wants to participate in the General Meeting, shall register for the Meeting by giving a prior notice of participation no later than 6 July 2015 at 16:00., 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 +358 400 911 388 or by e-mail to [EGM2015@trainershouse.fi](mailto:EGM2015@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 General Meeting and with the processing of related registrations.

#### 2. Proxy representative and powers of attorney

A shareholder may participate in the 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 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 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 General Meeting by virtue of such shares, based on which he/she on the record date of the General Meeting, i.e. on 29 June 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 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 6 July 2015. As regards nominee registered shares this constitutes due 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 registration for the 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 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 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.

In Espoo 18 June 2015

TRAINERS' HOUSE PLC  
THE BOARD OF DIRECTORS