

## 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 Wednesday 23 March 2016 at 12:00 at the office of the company, Innopoli 2 Tekniikantie 14, 02150 Espoo. The reception of persons who have registered for the meeting will commence at 11:45.

### 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 year 2015 and review by the CEO
7. Adoption of the financial statements
8. Resolution on the use of the profit shown on the balance sheet and on decreasing the funds

The Board of Directors proposes to the Annual General Meeting that no dividend will be paid from the financial year 2015 and that the profit of the financial year shown by the annual accounts of the parent company will be transferred to the company's profit and loss account.

The Board of Directors proposes to the Annual General Meeting that in order to cover the losses of the company, the share premium reserve will be decreased by EUR 494,539.16 and the invested unrestricted equity fund will be decreased by EUR 36,461,365.15 in order to clarify the balance sheet of the company. After the decrease, both of the funds would be used in full.

After all the proposed measures, the accumulated profit of the company would be EUR -1,512,503.58 added with the profit from the financial year 2015 EUR 604,019.85 i.e. a total of EUR -908,483.73.

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

10. Resolution on the number of members of the Board of Directors

Shareholders representing approximately 45.8 per cent of the votes of the company have informed that they will propose to the Annual General Meeting that the number of Board members is to be three (3).

11. Resolution on the remuneration of the members of the Board of Directors

Shareholders representing approximately 45.8 per cent of the votes of the company have informed that they will propose 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.

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

Shareholders representing approximately 45.8 per cent of the votes of the company have informed that they will propose to the Annual General Meeting that Aarne Aktan, Jari Sarasvuo, and Jarmo Hyökyvaara will be elected to the Board of Directors.

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

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

#### 14. 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.

#### 15. Proposal by the Board of Directors for authorization of the Board of Directors to decide on issuing of shares and issuing of other special rights

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors to decide on issuing of shares and issuing of other special rights entitling to shares, in one or more tranches as follows:

The authorization entitles the Board of Directors to decide upon the issuing of a maximum of 13,000,000 shares. The authorisation also includes the right to decide upon issuing of shares to the company itself, however so that after the issuance the maximum amount of the shares owned by the company itself can be 1/10 of all the shares of the company.

The Board of Directors shall decide upon all of the terms regarding the issuing of shares and issuing of other special rights entitling to shares in accordance with Chapter 10 Section 1 of the Finnish Limited Liability Companies Act. The issuing of shares and other special rights in accordance with Chapter 10 Section 1 of the Finnish Limited Liability Companies Act can deviate from the shareholders' pre-emptive rights (directed share issue).

The authorization will reverse the previous authorisations regarding issuing of shares and other special rights entitling to shares. The authorisation will be valid until 30 June 2019.

#### 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 6 April 2016 at the latest.

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

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

Each shareholder, who is registered on the record date of the Annual General Meeting 11 March 2016 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 18 March 2016 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, Tekniikantie 14, 02150 Espoo or by telephone to +358 (0)400 911 388 or by e-mail to arja.kokkarinen@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 11 March 2016 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 on 18 March 2016. 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 106,737,062. The company has one (1) share class and each share carries one (1) vote.

1 March 2016

TRAINERS' HOUSE PLC  
THE BOARD OF DIRECTORS