

April 9, 2015 at 3.00 P.M.

## DECISIONS OF WULFF GROUP'S ANNUAL GENERAL MEETING ON APRIL 9, 2015

Wulff Group Plc's Annual General Meeting held today decided not to pay dividend for the financial year 2014 and authorised the Board of Directors to decide on the repurchase of the company's own shares. Also the other proposals to the Annual General Meeting were accepted as such.

Ari Pikkarainen, Sakari Ropponen, Andreas Tallberg and Heikki Vienola were elected. The organising meeting of Wulff Group Plc's Board of Directors, held after the Annual General Meeting, decided that the Chairman of the Board is Andreas Tallberg.

The Annual General Meeting decided that the reimbursements to the Auditors are paid on the basis of reasonable invoicing. KPMG Oy Ab, a company of Authorized Public Accountants, with Authorized Public Accountant Minna Riihimäki as the lead audit partner, continues as the auditor of Wulff Group Plc.

The Annual General Meeting adopted the financial statements for the financial year 2014 and discharged the members of the Board of Directors and CEO from liability for the financial year 2014.

### Payment of dividend

The Annual General Meeting decided not to pay dividend for the financial year 2014.

### Members of the Board of Directors

The Annual General Meeting decided that the number of the board members is four. Ari Pikkarainen, Sakari Ropponen, Andreas Tallberg and Heikki Vienola were elected. The organising meeting of Wulff Group Plc's Board of Directors, held after the Annual General Meeting, decided that the Chairman of the Board is Andreas Tallberg.

The Annual General Meeting decided that the members of the Board of Directors that are not Wulff Group's employees will receive a monthly fee of EUR 1,250.

### Auditors

The Annual General Meeting decided that the reimbursements to the Auditors are paid on the basis of reasonable invoicing. KPMG Oy Ab, a company of Authorized Public Accountants, with Authorized Public Accountant Minna Riihimäki as the lead audit partner, continues as the auditor of Wulff Group Plc.

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### **Authorizing the Board of Directors to decide on the repurchase of the company's own shares**

The Annual General Meeting authorised the Board of Directors to resolve on the acquisition of maximum 300,000 own shares. The authorization is effective until April 30, 2016. The authorization encompasses the acquisitions of the own shares through the public trading arranged by NASDAQ OMX Helsinki Oy in pursuance of its rules or through a purchase offer made to the shareholders. The consideration paid for the acquired shares must be based on the market price. To carry out treasury share acquisitions, derivative, stock loan and other agreements may be made on the capital market in accordance with the relevant laws and regulations.

The authorization entitles the Board of Directors to deviate from the pre-emptive rights of shareholders (directed acquisition) in accordance with the law. The company can acquire treasury shares to carry out acquisitions or other business-related arrangements, to improve the company's capital structure, to support the implementation of the company's incentive scheme or to be cancelled or disposed of. The Board of Directors has the right to decide on other matters related to the acquisition of treasury shares.

### **Authorizing the Board of Directors to decide on a share issue and the special entitlement of the shares**

The Annual General Meeting authorised the Board to decide on the issue of new shares, disposal of treasury shares and/or the issue of special rights referred to in Chapter 10, Section 1 of the Companies Act in the following way:

The authorisation entitles the Board to issue a maximum of 1,300,000 shares, representing approximately 20% of the company's currently outstanding stock, based on a single decision or several decisions. This maximum number encompasses the share issue and the shares issued on the basis of special rights. The share issue may be subject to or exempt from fees and may be carried out for the company itself as provided in the law.

The authorisation remains in force until April 30, 2016. The authorisation entitles the Board to deviate from shareholders' pre-emptive rights as provided in the law (private placement). The authorisation can be used to carry out acquisitions or other business-related arrangements, to finance investments, to improve the company's capital structure, to support the implementation of the company's incentive scheme or for other purposes as decided by the Board.

The authorisation includes the right to decide on the way in which the subscription price is entered in the company's balance sheet. The subscription price can be paid in cash or as a non-cash contribution, either partly or in full, or by offsetting the subscription price with a receivable of the subscriber. The Board of Directors has the right to decide on other matters related to the share issue.

In Helsinki on April 9, 2015.

WULFF GROUP PLC  
BOARD OF DIRECTORS

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Wulff Group Plc is an increasingly international listed company as well as the most significant Nordic player in office supplies and an industry pioneer. Wulff sells and markets office supplies, facility management products, business and promotional gifts, IT supplies as well as ergonomics and first aid products. Customers can also acquire international fair services from Wulff. In addition to Finland, Wulff operates in Sweden, Norway, Denmark and Estonia. The customers are attended to personally by approx. 350 business-to-business sales professionals and also at Wulff's stores in Helsinki, Turku and Lahti. In addition to versatile customer specific services, the Group serves its customers online with a non-exclusive webstore [Wulffinkulma.fi](http://Wulffinkulma.fi).



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