

**NOTICE TO THE GENERAL MEETING**

Notice is given to the shareholders of Atria Plc to the Annual General Meeting to be held on Thursday 27 April 2017 at 1 p.m. in Finlandia Hall, Mannerheimintie 13, Helsinki, Finland, entrance through doors M3 and K3. The reception of persons who have registered for the meeting and the distribution of voting tickets will commence at 12.00 noon.

**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. Presentation of the financial statements, the consolidated financial statements, the report of the Board of Directors, the auditor's report and the Supervisory Board's statement for the year 2016

Review by the CEO.

**7. Adoption of the financial statements and the consolidated financial statements**

**8. Resolution on use of the profit shown on the balance sheet and payment of dividend**

The proposal of the Company's Board of Directors for profit distribution was published on 14 February 2017. The Board of Directors proposes to the General Meeting that a dividend of EUR 0.46 per share be distributed for the financial year ended on 31 December 2016. The proposed dividend is paid to a shareholder who on the record date for the payment of the dividend is entered into the Company's shareholder register maintained by Euroclear Finland Ltd. The record date for the payment of the dividend is 2 May 2017 and the proposed date of payment is 9 May 2017.

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

**10. Resolution on remuneration of the members of the Supervisory Board**

In 2016 the remuneration of the members of the Supervisory Board was as follows: the meeting fee was EUR 250 per meeting, the fee for the loss of working time was EUR 250 per meeting and assignment day, the remuneration for the Chairman of the Supervisory Board was EUR 1,500 a month, the remuneration for the Vice Chairman was EUR 750 a month, and travelling expenses were compensated in accordance with the Company's travel policy.

The Nomination Board proposes to the General Meeting that the remuneration of the members of the Supervisory Board be kept at the same level as in 2016.

#### **11. Resolution on number of the members of the Supervisory Board**

According to the Articles of Association, the number of the members of the Supervisory Board is 18 to 21. In 2016, the number of the members was 20.

Based on the information the Company has received, shareholders representing more than 10 % of the votes conferred by the Company's shares propose to the General Meeting that the number of the Supervisory Board members shall remain 20.

#### **12. Election of members of the Supervisory Board replacing those due to resign**

In accordance with the Articles of Association, the following members of the Supervisory Board are due to resign: Reijo Flink, Veli Hyttinen, Pasi Ingalsuo, Juha Kiviniemi, Pekka Ojala, Risto Sairanen, and Timo Tuhkasaari. Based on the information the Company has received, shareholders representing more than 10 % of the votes conferred by the Company's shares propose to the General Meeting that all of the resigning Supervisory Board members Reijo Flink, Veli Hyttinen, Pasi Ingalsuo, Juha Kiviniemi, Pekka Ojala, Risto Sairanen, and Timo Tuhkasaari would be re-elected as members of the Supervisory Board for the term of the next three years.

#### **13. Resolution on remuneration of the members of the Board of Directors**

In 2016, the remuneration of the members of the Board of Directors was as follows: the meeting fee was EUR 300 per meeting, the fee for the loss of working time was EUR 300 per meeting and assignment day, the remuneration for the Chairman of the Board of Directors was EUR 4,400 a month, the remuneration for the Vice Chairman was EUR 2,200 a month, the remuneration for a member of the Board of Directors was EUR 1,700 a month, and travelling expenses were compensated in accordance with the Company's travel policy.

The Nomination Board proposes to the Annual General Meeting that the remuneration of the members of the Board of Directors be increased. The new remunerations are as follows: the meeting fee is EUR 300 per meeting, the fee for the loss of working time is EUR 300 per meeting and assignment day, the remuneration for the Chairman of the Board of Directors is EUR 4,700 a month, the remuneration for the Vice Chairman is EUR 2,500 a month, the remuneration for a member of the Board of Directors was EUR 2,000 a month, and travelling expenses are compensated in accordance with the Company's travel policy.

#### **14. Resolution on number of members of the Board of Directors**

According to the Articles of Association, the Board of Directors consists of a minimum of five (5) and a maximum of nine (9) members. In 2016 the number of members was eight (8).

The Nomination Board proposes to the Annual General Meeting that the number of the members of the Board of Directors to be elected be eight (8).

#### **15. Election of members of the Board of Directors replacing those due to resign**

In accordance with the Articles of Association, the following members of the Board of Directors are due to resign: Seppo Paavola and Jukka Moisio.

The Nomination Board proposes to the Annual General Meeting that Seppo Paavola and Jukka Moisio, who are due to resign, be re-elected as members of the Board of Directors for the term of the next three years.

In addition, Nella Ginman-Tjeder, Esa Kaarto, Pasi Korhonen, Kjell-Göran Paxal,

Jyrki Rantsi, and Harri Sivula would continue as members of the Board of Directors. Esa Kaarto, Kjell-Göran Paxal, and Harri Sivula are due to resign at the closing of the Annual General Meeting 2018, and Nella Ginman-Tjeder, Pasi Korhonen, and Jyrki Rantsi are due to resign from the Board of Directors at the closing of the Annual General Meeting 2019.

#### **16. Resolution on the number and remuneration of auditors**

According to the Company's Articles of Association, the Company shall have a minimum of one (1) and a maximum of four (4) auditors, and as many deputy auditors at the most. The Board of Directors proposes to the Annual General Meeting that one (1) auditor be elected for the Company.

The Board of Directors proposes to the Annual General Meeting that the remuneration to the auditor to be elected shall be paid as per invoice approved by the company.

#### **17. Election of auditors**

The Board of Directors proposes to the Annual General Meeting that authorised public accounting firm PricewaterhouseCoopers Oy be elected as the Company's auditor for the following term. PricewaterhouseCoopers Oy has notified that Samuli Perälä, Authorised Public Accountant, acts as the principal auditor.

#### **18. Authorisation of the Board of Directors to resolve on the acquisition of the Company's own shares**

The Board of Directors proposes that the General Meeting authorise the Board of Directors to resolve on the acquisition of a maximum of 2,800,000 of the Company's own series A shares in one or more instalments with funds belonging to the Company's unrestricted equity, subject to the provisions of the Finnish Companies Act on the maximum amount of treasury shares. The Company's own series A shares may be acquired for use as consideration in any acquisitions or other arrangements relating to the Company's business, to finance investments, as part of the Company's incentive scheme, to develop the Company's capital structure, to be otherwise further transferred, to be retained by the Company, or to be cancelled.

The shares shall be acquired in a proportion other than that of the shareholders' current shareholdings in the Company in public trading arranged by Nasdaq Helsinki Ltd at the trading price of the moment of acquisition. The shares shall be acquired and paid according to the rules of Nasdaq Helsinki Ltd and Euroclear Finland Ltd. The Board of Directors is authorised to decide on the acquisition of own shares in all other respects.

It is proposed that the authorisation supersedes the authorisation granted by the Annual General Meeting on 28 April 2016 to the Board of Directors to decide on the acquisition of the Company's own shares and is valid until the closing of the next Annual General Meeting, however, no longer than until 30 June 2018.

#### **19. Authorisation of the Board of Directors to resolve on the issuance of shares and the issuance of special rights entitling to shares**

The Board of Directors proposes that the General Meeting authorise the Board of Directors to resolve on an issue of a maximum total of 5,500,000 new series A shares or series A shares possibly held by the Company, in one or more instalments, by issuing shares and/or option rights or other special rights entitling to shares, referred to in Chapter 10, Section 1 of the Finnish Companies Act. It is proposed that the authorisation be used for the financing or execution of any acquisitions or other arrangements or investment relating to the Company's business, for the implementation of the Company's incentive scheme

or for other purposes subject to the Board of Directors' decision.

It is proposed that the authorisation include the Board of Directors' right to decide on any terms and conditions of the share issue and the issue of special rights referred to in Chapter 10, Section 1 of the Finnish Companies Act. The authorisation thus also includes the right to issue shares in a proportion other than that of the shareholders' current shareholdings in the Company under the conditions provided in law, the right to issue shares against payment or without charge as well as the right to decide on a share issue without payment to the Company itself, subject to the provisions of the Finnish Companies Act on the maximum amount of treasury shares.

It is proposed that the authorisation supersedes the authorisation granted by the Annual General Meeting on 28 April 2016 to the Board of Directors, and is valid until the closing of the next Annual General Meeting, however, no longer than until 30 June 2018.

## **20. Authorisation of the Board of Directors to make donations**

The Board of Directors proposes that the General Meeting authorise the Board of Directors to donate a sum of no more than EUR 100,000 from the distributable capital of the Company to support activities of colleges, universities and other educational institutions and, in the same context, that the Board of Directors be authorised to resolve on the schedule of the payments and any other terms and conditions relating to the donations.

## **21. Charter of the Shareholders' Nomination Board**

The Annual General Meeting established, by its resolution on 3 May 2012, to the Company a Shareholders' Nomination Board. On 6 May 2014 the Annual General Meeting resolved to amend the duties of the Nomination Board. The duties of the Nomination Board are to prepare proposals for the next Annual General Meeting concerning the remuneration of the members of the Board of Directors and the Supervisory Board and concerning the election of the members of the Board of Directors.

The Board of Directors proposes that the General Meeting amend the charter of the Nomination Board so that

a) the right to nominate a representative to the Nomination Board would be determined as previously but, going forward, in accordance with the situation on the first banking day of the September preceding the Annual General Meeting, i.e. two months earlier than pursuant to the charter in effect;

b) correspondingly, a shareholder obligated to notify the Company of certain changes in its shareholding in certain circumstances under the Finnish Securities Markets Act or who has diversified its holdings in several funds or registers, need to present a written request of combining its shareholdings when calculating the voting rights to the Company's Board of Directors two months earlier, i.e. by the end of August;

c) the charter be added a note that holdings by a holder of nominee registered shares will be considered when determining the composition of the Nomination Board if the holder of nominee registered shares presents a written request to that effect to the Board of Directors no later than by the end of the August preceding the next Annual General Meeting; and so that

d) the charter be specified by adding thereto certain mainly procedural provisions concerning internal operation of the Nomination Board such as provisions regarding chairman's duties, decision-making order of the Nomination Board, confidentiality and amendment of the charter.

A charter of the Shareholders' Nomination Board updated by the aforementioned proposals of the Board of Directors is available in its entirety on Atria Plc's website at [www.atria.com](http://www.atria.com). The Board of Directors proposes that the General Meeting resolves to adopt the written charter of the Shareholders' Nomination Board in the form proposed by the Board of Directors.

## **22. Closing of the meeting**

### **B. Documents of the General Meeting**

The aforementioned proposals relating to the agenda of the Annual General Meeting and this notice are available on Atria Plc's website at [www.atria.com](http://www.atria.com). Atria Plc's financial statements, the consolidated financial statements, the report of the Board of Directors and the auditors' report, as well as the Supervisory Board's statement on the financial statements and auditors' report, will be available on the mentioned website at the latest on 6 April 2017. The proposals and the financial statement documents will also be available at the General Meeting. Copies of the proposals and of this notice will be sent to shareholders upon request. The minutes of the General Meeting will be available on the aforementioned website as of 11 May 2017 at the latest.

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

#### **1. The right to participate and registration of shareholders registered in the shareholder register**

Each shareholder, who is on the record date of the General Meeting, 13 April 2017, registered in the shareholder register of the Company maintained 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 shareholder register of the Company. Changes in shareholdings occurring after the record date of the General Meeting shall not affect the right to attend the General Meeting or the number of votes of the shareholder.

A shareholder registered in the shareholder register, who wants to participate in the General Meeting, shall register for the meeting no later than 24 April 2017 by 4.00 p.m. by giving a prior notice of participation. Such notice can be given:

- a) on the Company's website [www.atria.com/agm](http://www.atria.com/agm);
- b) by telephone +358 2 0770 6874 on weekdays at 9.00 a.m.-4 p.m.; or
- c) by regular mail to address Atria Plc, Anne Inberg, Läkkipäntie 23, FI-00620 Helsinki.

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. The personal data the shareholder has given to Atria Plc shall be used only in connection with the General Meeting and with the processing of related registrations.

The shareholder, his/her authorised representative or proxy representative shall, where necessary, be able to prove his/her identity and/or right of representation.

#### **2. The right to participate and registration of 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, 13 April 2017, would be entitled to be registered in the shareholder register of the Company maintained 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 shareholder register maintained by Euroclear Finland Ltd at the latest by 24 April 2017 at 10:00 a.m. A holder of nominee registered shares is considered to be registered for the General Meeting, when he/she is notified for temporary registration in the shareholder register as described above.

A holder of nominee registered shares is advised to request necessary instructions regarding the temporary registration in the Company's shareholder register, the issuing of proxy documents and registration for the General Meeting from his/her custodian bank well in advance. The account management organisation of the custodian bank shall notify a holder of nominee registered shares, who wants to participate in the General Meeting, for temporary registration in the Company's shareholder register at the latest by the time stated above.

### **3. Proxy representatives 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 shareholder may have several proxy representatives, who represent the shareholder with shares booked on different book-entry accounts. In such case the shares represented by each proxy representative shall be notified in connection with the registration. A proxy representative shall produce a dated proxy document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder. Possible proxy documents should be delivered in originals to address Atria Plc, Anne Inberg, Läkkipäntie 23, FI-00620 Helsinki by the end of the registration period.

### **4. Parking for meeting participants**

The meeting participants may use during the meeting the Q-Park Finlandia parking facility, located nearby Finlandia Hall, without charges.

### **5. Other information**

A shareholder who is present at the General Meeting has the right to request information with respect to the matters to be considered at the meeting pursuant to Chapter 5, Section 25 of the Finnish Companies Act.

On the date of this notice to the General Meeting Atria Plc has a total of 19,063,747 Series A shares, representing a total of 19,063,747 votes, and 9,203,981 Series KII shares representing a total of 92,039,810 votes.

Seinäjäki, 16 March 2017

ATRIA PLC  
The Board of Directors

DISTRIBUTION  
Nasdaq OMX Helsinki Ltd  
Major media  
[www.atria.com](http://www.atria.com)