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## INVITATION TO ETTEPLAN OYJ'S ANNUAL GENERAL MEETING OF SHAREHOLDERS

The shareholders of Etteplan Oyj ("Company") are invited to the Annual General Meeting of Shareholders. The Meeting will be held on Tuesday, April 5, 2016 starting at 1:00 p.m. at the premises of the Company at the address Ensimmäinen Savu, 01510 Vantaa, Finland. The reception of the persons who have registered in for the Meeting will commence at 12:30 p.m.

### A. MATTERS ON THE AGENDA OF THE ANNUAL GENERAL MEETING:

1. Opening of the Meeting
  2. Calling the Meeting to order
  3. Election of persons to scrutinize 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 for 2015, including consolidated financial statements, and Annual Report
    - Review by the President and CEO
  7. Presentation of the Auditor's report
  8. Adoption of the financial statements and consolidated financial statements
  9. Resolution on the use of the profit shown on the balance sheet and the payment of the dividend
- The Board proposes to the Annual General Meeting that a dividend of EUR 0.15 per share would be paid for the financial year 2015. The dividend will be paid to the shareholders registered on the record date in the shareholders' register maintained by Euroclear Finland Ltd. The record date of the payment of dividend would be April 7, 2016. The dividend is proposed to be paid on April 14, 2016.
10. Resolution on the discharge of the members of the Board of Directors as well as the President and CEO from liability
  11. Resolution on the number of members of the Board of Directors as well as resolution on the remuneration of the members of the Board of Directors and the Auditor

The Nomination and Remuneration Committee of the Board of Directors proposes to the Annual General Meeting that the Board of Directors would consist of six members.

The Nomination and Remuneration Committee of the Board of Directors proposes that the remuneration of the Board of Directors would remain the same as previous year and be EUR 24,400 per year for each member of the Board and EUR 48,800 per year for the Chairman.

The Nomination and Remuneration Committee of the Board of Directors also proposes that the Annual General Meeting would resolve on the remuneration of the Board of Directors and its Nomination and Remuneration Committee per meeting as follows:

#### **The Board of Directors**

Chairman	EUR 1,200 per meeting
Members	EUR 600 per meeting

#### **Nomination and Remuneration Committee**

Chairman	EUR 1,200 per meeting
Members	EUR 600 per meeting

The Nomination and Remuneration Committee of the Board of Directors proposes that the Auditor be paid a fee according to invoice approved by the Company.

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

The Nomination and Remuneration Committee of the Board of Directors proposes that the Annual General Meeting would re-elect Patrick von Essen, Matti Huttunen, Robert Ingman, Pertti Nupponen, Teuvo Rintamäki and Leena Saarinen to the Board of Directors. All proposed members have given their consent to the election. More information on the proposed members is available on Etteplan Oyj's website at [www.etteplan.com](http://www.etteplan.com).

The shareholder representing approximately 66 percent of the Company's shares and voting rights has announced to support the proposal.

#### 13. Election of the Auditor

The Board proposes that two auditors would be elected for the Company. The Board proposes that Authorized Public Accountants PricewaterhouseCoopers Oy, with Authorized Public Accountant Mr. Lauri Kallaskari as the main responsible auditor, be elected as the Company's Auditor. In addition, the Board proposes that Certified Auditor Olli Wesamaa be elected as the Company's second Auditor.

#### 14. Authorizing the Board of Directors to resolve on the repurchase of the Company's own shares

The Board proposes that the Annual General Meeting authorize the Board of Directors to resolve on the repurchase of the Company's own shares in one or more tranches using the Company's unrestricted equity. A maximum of 2,000,000 shares in the Company may be repurchased. The Company may deviate from the obligation to repurchase shares in proportion to the shareholders' current holdings, i.e., the Board has the right to decide on a directed repurchase of the Company's own shares.

The authorization includes the right for the Board to resolve on the repurchase of the Company's own shares through a tender offer made to all shareholders on equal terms and conditions and at the price determined by the Board, or in public trading organized by the NASDAQ OMX Helsinki Ltd at the market price valid at any given time, so that the Company's total holding of own shares does not exceed ten (10) per cent of all the shares in the Company.

The minimum price for the shares to be repurchased is the lowest market price quoted for the shares in the Company in public trading and, correspondingly, the maximum price is the highest market price quoted for the shares in the Company in public trading during the validity of the authorization.

Should the shares in the Company be repurchased in public trading, such shares will not be purchased in proportion to the shareholders' current holdings. In that case there must be a weighty financial reason for the Company to repurchase its own shares. The shares may be repurchased in order to be used as consideration in potential acquisitions or in other structural arrangements. The shares may as well be used for carrying out Company's incentive schemes for its personnel. The repurchased shares may be retained by the Company, invalidated or transferred further.

The repurchase of the Company's own shares will reduce the non-restricted equity of the Company.

The authorization is valid for 18 months from the date of the resolution of the Annual General Meeting starting on April 5, 2016 and ending on October 4, 2017. The authorization will replace the corresponding previous authorization.

15. Authorizing the Board of Directors to resolve on the issuance of shares, option rights and other special rights entitling to shares as well as the assignment of own shares

The Board proposes that the Annual General Meeting authorize the Board of Directors to resolve on the issuance of a maximum of 6,000,000 shares through issuance of shares, option rights or other special rights entitling to shares under Chapter 10, Section 1 of the Finnish Companies Act in one or more issues. The authorization includes a right to issue new shares or assign Company's own shares held by the Company.

The authorization includes a right to deviate from the existing shareholders' pre-emptive subscription right as set forth in Chapter 9, Section 3 of the Finnish Companies Act. Therefore, the Board of Directors has a right to direct the share issue, or issuance of the option rights or other special rights entitling to shares. The authorization includes also a right to determine on all the terms of share issue, option rights or other special rights entitling to shares. The authorization includes therefore a right to determine on share subscription prices, persons entitled to subscribe the shares and other terms and conditions applicable to the subscription. In order to deviate from the shareholders' pre-emptive subscription right, the Company must have a substantial financial reason such as financing of a company acquisition, other arrangement in connection with the development of the Company's business or equity or an incentive scheme to the personnel. In connection of the share issuance the Board of Directors is entitled to decide that the shares may be subscribed against contribution in kind or otherwise under special terms and conditions. The authorization includes a right to determine whether the subscription price will be entered into the share capital or into the reserve of invested non-restricted equity.

The authorization is valid for two (2) years from the date of the resolution of the Annual General Meeting starting on April 5, 2016 and ending on April 4, 2018.

16. Closing of the Meeting

## **B. DOCUMENTS OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS**

The proposals for the decisions on the matters on the agenda of the Annual General Meeting as well as this invitation are available on Etteplan Oyj's website at [www.etteplan.com](http://www.etteplan.com). Etteplan Oyj's annual report, which includes the Company's financial statements as well as the Board of Directors' and Auditor's reports, is available on the above-mentioned website no later than on March 15, 2016. Copies of the documents will be sent to shareholders upon request and will also be available at the Annual General Meeting. The minutes of the Annual General Meeting will be available on the above-mentioned website as from April 19, 2016 at the latest.

## **C. INSTRUCTIONS FOR THE PARTICIPANTS IN THE ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Shareholders registered in the shareholders' register

A shareholder who on March 22, 2016, is registered as a shareholder in the Company's shareholder register maintained by Euroclear Finland Ltd is entitled to participate in the Annual General Meeting.

A shareholder who wishes to participate in the Annual General Meeting must notify the Company of his/her intention to do so by March 31, 2016 at 12 p.m. Finnish time either by mail to Etteplan Oyj, Annual General Meeting, P.O. Box. 216, 01511 Vantaa, Finland, by telephone to +358 10 307 3706 or by e-mail to [registration@etteplan.com](mailto:registration@etteplan.com).

Written notifications to participate in the Meeting must have arrived to the Company prior to the expiry of the registration period.

In connection with the registration, a shareholder shall notify his/her name, personal identification number or business ID, address, telephone number and the name of a possible assistant or proxy representative and the personal identification number of a proxy representative. The personal data given to Etteplan Oyj is used only in connection with the Annual General Meeting and with the processing of related registrations.

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 March 22, 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 registered into the temporary shareholders' register held by Euroclear Finland Ltd at the latest by March 31, 2016 at 10 a.m. As regards nominee registered shares this constitutes due registration for the Annual General Meeting.

Holders of nominee registered shares are advised to request the necessary instructions regarding the registration in the temporary shareholder's register of the Company, the issuing of proxy documents and registration for the Annual General Meeting from their custodian bank.

The account management organization of the custodian bank shall 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 on March 31, 2016 at 10.00 a.m.

#### Proxy representative and powers of attorney

Shareholders may participate in the Annual General Meeting and exercise their rights at the Meeting by way of proxy representation. Proxy representatives shall produce a dated letter of proxy or otherwise in a reliable manner demonstrate their right to represent the shareholder at the Meeting.

Any proxy documents, identified and dated, should be delivered to the Company for inspection to the address mentioned above before the deadline for the registration.

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.

#### Other instructions and information

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

On the date of this invitation, February 11, 2016, the total number of shares in Etteplan Oyj and votes represented by such shares is 20,665,559, of which 332,300 are shares held by the Company. The shares held by the Company do not have voting rights.

Vantaa, February 11, 2016

Etteplan Oyj

Board of Directors

Additional information:

Juha Näkki, President and CEO, tel. +358 400 606 372