

## **Tokmanni Group Corporation: Notice to the Annual General Meeting**

Tokmanni Group Corporation      Stock Exchange Release      18 February at 9:00 am

Notice is given to the shareholders of Tokmanni Group Corporation to the Annual General Meeting to be held on Tuesday 19 March 2019 at 10:00 a.m. at the Tokmanni's administration and logistics centre at the address Isolammintie 1, 04600 Mäntsälä. The reception of persons who have registered for the meeting and the distribution of voting tickets as well as coffee service will commence at 9:00 a.m.

### **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 2018 financial statements, including the consolidated financial statements, the report of the Board of Directors and the auditor's report**

- Presentation of the review of the CEO.

#### **7. Adoption of the financial statements including consolidated financial statements**

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

The Board of Directors proposes to the Annual General Meeting that the company pays dividend EUR 0.50 per share for the accounting period that ended on 31 December 2018. The proposed dividend will be paid to shareholders who are registered in the company's shareholders register, maintained by Euroclear Finland, on the record date of the payment of the dividend. The record date for the payment of the dividend is 21 March 2019 and the proposed date for the payment of the dividend is 4 April 2019.

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

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

The Shareholders' Nomination Board proposes to the Annual General Meeting that the remunerations of the members of the Board of Directors remain the same so that they are as follows:

- The Chairman of the Board of Directors will be paid EUR 84,000 as yearly remuneration;
- A member of the Board of Directors will be paid EUR 30,000 as yearly remuneration;

In addition, the Chairman and the members of the Board of Directors will be paid an attendance fee per each meeting of the Board of Directors as follows:

- EUR 1,000 for those members of the Board of Directors who are domiciled in Finland;
- EUR 2,000 for those members of the Board of Directors who are domiciled elsewhere in Europe; and
- EUR 3,000 for those members of the Board of Directors who are domiciled outside Europe.

The annual remuneration of the members of the Board of Directors is paid in company shares and in cash so that approximately 40% of the annual fee is paid in the company shares and the rest is paid in cash. The company will pay any costs and transfer tax related to the purchase of the company shares. The shares purchased for the Board member cannot be transferred until 3 years have passed from the date of purchase or before the Board member's membership in the Board has ended, whichever is earlier.

Board members' meeting fees will be paid in cash.

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

Under the articles of association, the company's Board of Directors must have at least 3 and at most 8 members.

The Shareholders' Nomination Board proposes to the Annual General Meeting that 6 members are elected to the Board of Directors.

#### **12. Election of the Chairman and members of the Board of Directors**

The Nomination Board proposes that the current members of the Board of Directors Juha Blomster, Thérèse Cedercreutz, Kati Hagros, Erkki Järvinen, Seppo Saastamoinen and Harri Sivula will be re-elected until the end of the next Annual General Meeting.

All proposed persons have granted their consent to the position. The information relevant considering their service for the Board of Directors is available on Tokmanni Group Corporation's website at <https://ir.tokmanni.fi/en/investors/corporate-governance/board-of-directors>.

All proposed persons are independent of the company and its major shareholders except Seppo Saastamoinen who is dependent of the

company and its major shareholders.

The Nomination Board propose to the Annual General Meeting that Seppo Saastamoinen is re-elected as the Chairman of the Board of Directors.

### **13. Resolution on the remuneration of the auditor**

The Board of Directors proposes that the auditor is paid remuneration in accordance with a reasonable invoice.

### **14. Election of auditor**

In accordance with the proposal of the Finance and Audit Committee, the Board of Directors proposes that authorised public accountants PricewaterhouseCoopers Oy is elected as the company's auditor. The principal auditor designated by the audit firm would be APA Maria Grönroos. The term of office of the auditor ends at the close of the Annual General Meeting of shareholders following the election of the auditor.

### **15. Authorising the Board of Directors to decide on the repurchase of the company's own shares**

The Board of Directors proposes that the Annual General Meeting authorises the Board of Directors to decide on repurchase or accepting as pledge, using the company's non-restricted equity, a maximum of 2.943.000 own shares, which corresponds to approximately 5% of the company's total shares at the time of convening the meeting. The repurchase may take place in one or more tranches.

The shares shall be repurchased in a proportion other than the shareholders' current shareholdings in the company in public trading arranged by Nasdaq Helsinki Ltd at the trading price of the moment of repurchase. The shares shall be repurchased and paid in accordance with the rules of Nasdaq Helsinki Ltd.

The company may repurchase the shares to execute its incentive program or corporate acquisitions or other business arrangements or investments related to the company's operations, to improve its capital structure, or to be otherwise further transferred, retained by the company or cancelled.

The authorisation is proposed to include the right for the Board of Directors to decide on all other matters related to the repurchase of shares. The authorisation is proposed to be effective until the Annual General Meeting held in 2020, yet no further than until 30 June 2020.

The decision concerning the authorisation requires a qualified majority of at least two thirds of the votes cast and shares represented at the meeting.

### **16. Closing of the meeting**

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

The aforementioned proposals on the agenda of the Annual General Meeting as well as this notice are available on the Tokmanni Group Corporation's website at [ir.tokmanni.fi/en/AGM](http://ir.tokmanni.fi/en/AGM). Tokmanni Group Corporation's financial statements, report of the Board of Directors and the auditor's report are available on the said website no later than 22 February 2019. The proposals for decisions and the other above-mentioned documents will also be available at the Annual General Meeting. In addition, copies of these documents and of this notice will be sent to shareholders upon request. The minutes of the meeting will be available on the above-mentioned website as of 29 March 2019 at the latest.

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

##### **1. Shareholders registered in the shareholders' register**

Shareholders who are on 7 March 2019 registered in the company's shareholders' register held by Euroclear Finland Ltd have the right to participate in the Annual General Meeting. Shareholders whose shares are registered on their personal Finnish book-entry accounts are registered in the company's shareholders' register.

Shareholders who are registered in the shareholders' register and want to participate in the Annual General Meeting shall register for the meeting no later than on 14 March 2019 at 10:00 a.m. by giving prior notice of participation, which must be received by the company no later than on the above-mentioned date.

Such notice can be given:

- on Tokmanni Group Corporation's website [ir.tokmanni.fi/en/AGM](http://ir.tokmanni.fi/en/AGM)
- by telephone, +358 40 182 1597, Monday–Friday 9–16 or
- by mail to address Tokmanni Group Corporation, Marjut Aaltonen, Isolammintie 1, 04600 Mäntsälä, Finland.

In connection with the registration, a shareholder shall notify their 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.

The personal data given to Tokmanni Group Corporation is used only in connection with the Annual General Meeting and with the processing of related registrations.

The shareholder, their authorized representative or proxy representative must, where necessary, be able to prove their identity and/or right of representation.

##### **2. 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 they on the record date of the Annual General Meeting, i.e. on 7 March 2019, 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 14 March 2019 by 10:00 a.m. 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

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 has to 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.

### **3. Proxy representative and powers of attorney**

A shareholder may participate in the Annual General Meeting and exercise their 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 their 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 in originals to the address Tokmanni Group Corporation, Marjut Aaltonen, Isolammintie 1, 04600 Mäntsälä before the last date for registration.

### **4. Other instructions and information**

The company organizes a bus transportation from Helsinki to the Annual General Meeting. The bus will leave at 8:00 a.m. from tourist bus stop of Kiasma, Mannerheimin aukio, 00100 Helsinki and it will return to the same address at the end of the meeting. The registration for the transportation shall be made via email to [marjut.aaltonen@tokmanni.fi](mailto:marjut.aaltonen@tokmanni.fi) no later than at 16:00 on 12 March 2019.

Pursuant to Chapter 5 Section 25 of the Limited Liability 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 notice to the Annual General Meeting 18 February 2019, the total number of shares in Tokmanni Group Corporation, and votes represented by such shares, is 58,868,752.

Helsinki 18 February 2019

Tokmanni Group Corporation

Board of Directors

### **For more information**

Maarit Mikkonen, Head of IR and Communications, tel. +358 40 562 2282

Marjut Aaltonen, Executive Assistant, tel. +358 400 836 413

### **Tokmanni in brief**

Tokmanni is the largest general discount retailer in Finland measured by number of stores and revenue. In 2018, Tokmanni's revenue was EUR 870.4 million and it had approximately 3,600 employees. Tokmanni is the only nationwide general discount retailer in Finland, with almost 200 stores across Finland.

### **Distribution**

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