

## ANNUAL GENERAL MEETING RESOLUTIONS OF MARTELA CORPORATION

Martela Corporation, Stock Exchange Release, March 13, 2018 at 6.30 p.m.

Martela Corporation's Annual General Meeting was held on Tuesday, March 13, 2018. The Meeting approved the Financial Statements and discharged the members of the Board of Directors and CEO from liability for the year of 2017. The Board of Directors proposal for a dividend of EUR 0.32 /share was approved. The record date for dividend payments is March 15, 2018 and the dividend will be paid on April 12, 2018.

The Annual General Meeting confirmed that the Board of Directors will consist of seven members and Ms. Minna Andersson, Ms. Kirsi Komi, Mr. Eero Leskinen, Mr. Eero Martela, Mr. Heikki Martela, Ms. Anni Vepsäläinen be re-elected as members of the Board of Directors and Ms. Katarina Mellström elected as a new member of the Board of Directors. The Annual General Meeting resolved a monthly compensation of EUR 3,400 be paid for the Chairman of the Board and EUR 1,700 for the Board Members, and an additional compensation of EUR 1,600 per year to the Board members belonging to a committee.

Authorized Public Accountant KPMG Oy Ab was re-elected as the company's auditor. The remuneration of the auditor will be paid according to the invoice that has been accepted by the Audit Committee of the company. KPMG Oy Ab has informed that Authorized Public Accountant Mr. Ari Eskelinen will act as the principal auditor.

The Annual General Meeting authorized the Board in accordance with the proposal of the Board of Directors to decide on the repurchase of a maximum of 415,560 Company's own A shares in one or several occasions. Own shares will be repurchased in public trading maintained by Nasdaq Helsinki Ltd at the market price of the shares as per the time of repurchase or otherwise at a price formed on the market. Own shares may be repurchased when necessary as a part of the Company's salary and incentive scheme, for use in conjunction with corporate acquisitions and other business arrangements, if the Board deems this is in the interest of the shareholders in light of the company's share indicators, or if the Board deems it is an economical way of using liquid assets, or for some other similar purpose. The share repurchase authorization includes the right to repurchase shares otherwise than in proportion of the shareholdings. The authorization cancels any previous unused authorizations to repurchase the Company's own shares. This share repurchase authorization will be valid until the closing of the next Annual General Meeting, however, no longer than until 30 June 2019.

The Annual General Meeting authorized the Board in accordance with the proposal of the Board of Directors to resolve to issue a maximum of 415,560 new A shares and/or to dispose of the Company's own A shares held by the Company either in one or several occasions either against payment or without payment. The new shares may be issued and the shares held by the Company may be disposed to the shareholders in proportion to their current shareholdings of the Company's shares or through a directed share issue deviating from the shareholders pre-emptive right. The authorization includes the Board of Directors' right to resolve on other terms of the share issue. The authorization cancels any previous unused authorizations to decide on a share issue. The proposed authorization will be valid until the closing of the next Annual General Meeting, however, no longer than until 30 June 2019.

The Annual General Meeting resolved, in accordance with the proposal of the Board of Directors, to amend the Articles 2 and 9 of the Articles of Association of the Company as follows:

## **“2 § Line of Business**

The Company's line of business is to produce planning, execution and maintenance of work environments and to produce thereto related services, consulting, manufacturing, installing and relocating. In addition, the Company may own and possess shares, securities and other property.

## **“9 § Audit**

The Company has one ordinary auditor who shall be an audit firm with an authorized public accountant as the auditor with principal responsibility. The term of office of the auditor expires at the closing of the first Annual General Meeting following his election."

The Annual General Meeting resolved to, in accordance with the Board's proposal, within the meaning of chapter 3, section 14 a (3) of the Companies Act, that the rights to shares in the book-entry system and the rights carried by the shares will be forfeited with regards to the shares in the joint account and that the aforementioned shares shall be passed to the Company. The forfeiture shall concern the shares that are still in the joint account with regard to which the registration of shareholder rights in the book-entry system has not been declared prior to the beginning of the Annual General Meeting concerning the matter at 3 pm on 13 March 2018. Further, the Annual General Meeting resolved to authorize the Board of Directors to take all necessary actions as required by this decision. The company will publish a separate stock exchange release on the final number of shares transferred to the company.

In Helsinki, March 13, 2018

Matti Rantaniemi CEO

For more information, please contact Matti Rantaniemi, CEO, tel. +358 50 465 8194