

PRIVANET

Privanet Group Oyj

ANNOUNCEMENT

24 May 2019, 6:20 pm.

Notice to the Extraordinary General Meeting

Shareholders of Privanet Group Oyj (Business ID: 2393685-6) are hereby summoned to an Extraordinary General Meeting that will be held on Friday **14.6.2019 at 1:00 p.m. at Hotel Lilla Roberts, Pieni Roobertinkatu 1-3, Helsinki**. The reception of persons who have registered for the meeting, as well as the distribution of voting tickets, will start at 12.30 p.m.

A. MATTERS ON THE AGENDA OF THE EXTRAORDINARY GENERAL MEETING

The following matters will be on the agenda of the Extraordinary 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 and the list of votes
6. Resolution on the number of members of the Board of Directors

Shareholders, who altogether represent more than 10 percent of the shares and votes in the company, have provided in advance a proposition, according to which the number of members decided by the Annual General Meeting on 27.3.2019 shall be completed as follows:

- (a) The Board of Directors shall have five members; and
- (b) Kim Wiio shall be elected as a new member of the Board of Directors besides the four already existing members.

7. Authorizing the Board of Directors to decide on a share issue, as well as on an issuance of options and other special rights entitling to shares, and a conveyance of own shares

The Board of Directors proposes that the Extraordinary General Meeting authorizes the Board of Directors to decide on the issuance of a maximum of **6 000 000** shares through a share issue or by issuing options or other special rights entitling to shares in one or more issues. The authorization includes a right to decide on either issuing new shares or conveying shares in the company's possession either with or without payment. New shares can be issued and own shares in the company's possession conveyed in deviation from the shareholders' preemptive rights (directed issue), if there is a weighty financial reason for the company to do so, or in case of a share issue without payment, if there is an especially weighty reason both for the company and in regard to the interests of all shareholders in the company. The Board of Directors is authorized to decide on all of the remaining conditions and details relating to the share issue, the issuance of special rights entitling to shares, and the conveyance of shares.

The authorization may be used, among others, for the development of the capital structure, expanding the ownership base, as consideration for corporate transactions, when the company acquires assets that relate to its business operations, and to carry out incentive schemes.

PRIVANET

The authorization is proposed to be valid for five years from the decision.

8. Closing of the meeting

B. DOCUMENTS FOR THE EXTRAORDINARY GENERAL MEETING

The aforementioned proposals for the decisions on the agenda of the Extraordinary General Meeting and this notice as well as other documents as defined in Chapter 5, Section 21 of the Finnish Act on Limited Liability Companies are available on Privanet Group Oyj's website at www.privanetgroup.fi. The proposals for the decisions and other documents mentioned above will also be available at the Extraordinary General Meeting, and a copy of them and this notice will be sent to shareholders on request. The Minutes of the Extraordinary General Meeting will be available on the aforementioned website no later than **28.6.2019**.

C. INSTRUCTIONS FOR THE PARTICIPANTS OF THE MEETING

1. Shareholder who is registered in the shareholders' register

A shareholder, who is registered in the shareholders' register of the company maintained by Euroclear Finland Ltd on 4.6.2019, is entitled to attend the Extraordinary General Meeting. A shareholder, whose shares have been recorded in their personal Finnish book-entry account, is registered in the shareholders' register of the company.

A shareholder, who is registered in the shareholders' register of the company and wishes to attend the Extraordinary General Meeting, shall register no later than 7.6.2019, at 4:00 p.m., when the registration must be available in the company.

The registration can be made:

- a. on the Internet: <https://tapahtumat.privanet.fi/yhtiokokous-privanet>; or
- b. by telephone: +358 (0)44 7382 272, on weekdays between 10:00 a.m. and 4:00 p.m.

In connection with the registration, a shareholder shall notify their name, personal identification number or business ID, address, telephone number and e-mail address, as well as the name and personal identification number of a possible assistant or representative. The personal information, that the shareholders disclose to Privanet Group Oyj, will be used only in connection with the Extraordinary General Meeting and processing the necessary registrations relating to the meeting. The shareholder or their representative must be capable of proving their identity and/or right of representation at the location of the meeting.

2. Holder of a nominee-registered share

A holder of nominee-registered shares has a right to attend the Extraordinary General Meeting by virtue of such shares, based on which they would be entitled to be registered in the shareholders' register of the company held by Euroclear Finland Ltd on 4.6.2019. The right to participate in the meeting requires, in addition, that the shareholder on the basis of these shares has been temporarily registered into the shareholders' register held by Euroclear Finland Ltd at the latest on 11.6.2019, at 4:00 p.m. As regards nominee registered shares, this constitutes due registration for the Extraordinary General Meeting.

A holder of a nominee-registered shares is advised to request well in advance necessary instructions regarding the registration for the temporary shareholders' register, the issuing of proxy documents, and registration for the Extraordinary General Meeting from their custodian bank. The account manager of the custodian bank shall register a holder of nominee-registered shares, who wants to participate in the Extraordinary General Meeting, temporarily into the 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 Extraordinary General Meeting and exercise their rights by way of proxy representation. Any proxy representative will be required to present a dated proxy document or otherwise in a reliable manner demonstrate their right to represent a shareholder. In case a shareholder participates in the Extraordinary General Meeting by means of multiple 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 Extraordinary General Meeting.

PRIVANET

Possible powers of attorney are asked to be delivered in original to the address: Privanet Group Oyj, Gabriela Haarala, Eteläesplanadi 24 A, 00130 Helsinki, before the end of the registration period.

4. Other instructions/information

A shareholder, who is present at the Extraordinary General Meeting, has the right to present questions with respect to matters to be considered at the meeting, as defined in Chapter 5, Section 25, of the Finnish Act on Limited Liability Companies.

On the date of this notice to the Extraordinary General Meeting, 24.5.2019, Privanet Group Oyj has a total of 15 454 317 shares that represent an equal number of votes. On the date of this notice Privanet Capital Markets Oy owns 404 shares in Privanet Group Oyj.

Helsinki 24.5.2019
PRIVANET GROUP OYJ
Board of Directors

Certified Adviser of Privanet Group Oyj is Valkia Advisors Oy, telephone +358 (0)50 368 6866.

Privanet Group briefly

Privanet Group Oyj is the parent company in a Finnish investment group. The group includes Privanet Capital Markets Ltd which focuses on capital arrangements, and Privanet Securities Ltd which operates Finland's leading secondary market for trading securities of unlisted companies. Privanet Group's main function is to bring together companies in need of funding and investors. Privanet Group serves about 17 000 customers in Finland and has offices in 13 Finnish cities. The customer base consists of private persons, companies and institutional investors. privanet.fi, privanetgroup.fi

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