



## **NOTICE OF MUNKSJÖ OYJ'S ANNUAL GENERAL MEETING**

Notice is given to the shareholders of Munksjö Oyj to the Annual General Meeting to be held on **Wednesday, 6 April 2016 at 1:00 p.m.** (EET) at the Finlandia Hall, A-hall, Mannerheimintie 13 e, Helsinki, Finland (entrance M1 from Mannerheimintie and K1 from the Karamziniranta -street). The reception of persons who have registered for the meeting and the distribution of voting tickets will commence at 12:00 noon (EET). Registration for the meeting is requested to be made no later than 12:45 p.m. (EET).

### **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 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, the Report of the Board of Directors and the Auditor's Report for the year 2015
  - Review by the President & CEO
7. Adoption of the Financial Statements
8. Resolution on the use of the profit shown on the balance sheet and the payment of dividend

There being no distributable retained earnings in the balance sheet of Munksjö Oyj as per 31 December 2015, the Board of Directors proposes that no dividend will be paid for the fiscal year 2015.

9. Resolution on the payment of funds as return of equity from the reserve for invested non-restricted equity

The Board of Directors proposes that the Annual General Meeting would decide to pay funds from the reserve for invested unrestricted equity as return of equity based on the balance sheet of 31 December 2015 adopted

by the Annual General Meeting, the amount of return being EUR 0.30 per share.

The return of equity shall be paid to a shareholder who on the record date of the payment 8 April 2016 is registered in the shareholders' register of the company held by Euroclear Finland Oy or in the separate register of shareholders maintained by Euroclear Sweden AB for Euroclear Sweden AB registered shares. The return of equity payable for Euroclear Sweden AB registered shares will be forwarded by Euroclear Sweden AB. The Board further proposes that the return of equity shall be paid to the shareholders on 19 April 2016.

10. Resolution on the discharge of the members of the Board of Directors and the President & CEO from liability
11. Resolution on the remuneration of the members of the Board of Directors and the Shareholders' Nomination Board

The Shareholders' Nomination Board (Nomination Board) proposes that the annual remuneration of the Board of Directors, Board Committees and Nomination Board shall remain unchanged with the exception of the Vice Chairman's annual remuneration, which is proposed to be increased.

The Chairman shall receive EUR 80,000 a year, the Vice Chairman EUR 50,000 (previously 40,000) and the ordinary members EUR 40,000 each.

The Chairman of the Audit Committee shall annually receive EUR 12,000 and the ordinary members EUR 6,000 each. The Chairman of the Remuneration Committee shall annually receive EUR 6,000 and the ordinary members EUR 3,000 each.

The Chairman of the Nomination Board shall annually receive EUR 6,000 and the ordinary members EUR 3,000 each.

Travel expenses are proposed to be reimbursed in accordance with the company's travel policy.

12. Resolution on the number of members of the Board of Directors

The Nomination Board proposes that the number of Board members will be increased to seven (7).

13. Election of members of the Board of Directors

The Nomination Board proposes that Sebastian Bondestam, Alexander Ehrnrooth, Hannele Jakosuo-Jansson, Elisabet Salander Björklund and Peter Seligson will be re-elected. The current member Fredrik Cappelen,



who has been a member of the Board of Directors since 2013, has informed the company that he is no longer available for re-election. It is therefore proposed that Anna Ohlsson-Leijon and Mats Lindstrand be elected as new members of the Board.

Ms. Anna Ohlsson-Leijon (born 1968), Swedish citizen, B.Sc. (Bus. Adm.) joined Electrolux AB in 2001 and is currently CFO in the Business Area Major Appliances, EMEA. Her previous positions within the company include SVP, Head of Corporate Control & Services and SVP, Group Treasurer. Ms. Ohlsson-Leijon has held and currently holds several positions of trust. She is Vice Chairman of the Board of Directors of SEB Investment Management AB.

Mr. Mats Lindstrand (born 1959), Swedish citizen, M.Sc. (Civil Engineering) and MBA, is currently the Managing Partner at BioMass Capital AB. Mr Lindstrand holds several positions of trust, he is the Chairman of the Board in both Sensec AB and FRISQ AB, a member of the Board of Directors at Papyrus AB, Sirva Inc. and Erik Andersson AB. He is also senior advisor at McKinsey&Company and Triton Advisers Oy.

The Board members are elected for the period ending at the close of the next Annual General Meeting. All the nominees are considered independent of the company and of the significant shareholders of the company, except for Peter Seligson, who is not independent of the company's significant shareholder AC Invest Five B.V., in the parent company of which, Ahlström Capital Oy, he is a member of the board, and Alexander Ehrnrooth, who is not independent of the company's significant shareholder Viknum AB, in the parent company of which, Virala Oy Ab, he is President and CEO and a member of the board.

The nominees have given their consent to the election. The nominees have indicated to the Nomination Board that if elected they will elect Peter Seligson as the Chairman of the Board of Directors and Elisabet Salander Björklund as the Vice Chairman of the Board of Directors. CVs of the proposed Board members are available at [www.munksjo.com](http://www.munksjo.com).

#### 14. Amendments to the Nomination Board Charter

The Nomination Board proposes that its Charter is amended mainly as a consequence of the entry into force of the new Finnish Corporate Governance Code on 1 January 2016. According to the proposal, the Charter of the Nomination Board shall be amended by adding (i) a right for holders of nominee registered shares to be considered when the Nomination Board is appointed, (ii) a new duty of the Nomination Board to include a recommendation in its proposal of board members on who of the persons nominated shall be elected as Chairman of the Board of Directors, (iii) a new duty of the Nomination Board to establish its

principles of diversity, (iv) a right for the Nomination Board to decide what knowledge and competencies are required by the board members in each case by removing the list of knowledge and competencies to be possessed by the board members from the Nomination Board Charter and (v) a right for the Nomination Board to receive information on factors affecting the evaluation of independence of the members of the Board of Directors. In conjunction with these amendments, the Nomination Board also proposes that some additional amendments of a mainly technical nature are made.

#### 15. Resolution on the remuneration of the Auditor

Upon the recommendation of the Audit Committee, the Board of Directors proposes that the auditor's remuneration be paid according to invoicing accepted by the company.

#### 16. Election of Auditor

Upon the recommendation of the Audit Committee, the Board of Directors proposes that KPMG Oy Ab be re-elected as the company's auditor. KPMG Oy Ab has designated Authorized Public Accountant Sixten Nyman as the Responsible Auditor.

#### 17. Authorizations to repurchase and distribute the company's own shares as well as to accept them as pledge

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors to resolve to repurchase and to distribute the company's own shares as well as to accept them as pledge in one or more instalments on the following conditions:

The number of shares to be repurchased or accepted as pledge by virtue of the authorization shall not exceed 4,000,000 shares in the company, yet always taking into account the limitations set forth in the Companies' Act as regards the maximum number of shares owned by or pledged to the company or its subsidiaries. The shares may be repurchased only through public trading at the prevailing market price on the date of repurchase by using unrestricted shareholders' equity.

The authorization includes the right for the Board of Directors to decide upon all other terms and conditions for the repurchase of the company's own shares, or their acceptance as pledge, including the right to decide on the repurchase of the company's own shares otherwise than in proportion to the shareholders' holdings in the company.

By virtue of the authorization, the Board of Directors has the right to resolve to distribute a maximum of 4,000,000 own shares held by the



company. The Board of Directors will be authorized to decide to whom and in which order the own shares will be distributed. The Board of Directors may decide on the distribution of the company's own shares otherwise than in proportion to the existing pre-emptive right of shareholders to purchase the company's own shares. The shares may be used e.g. as consideration in acquisitions and in other arrangements as well as to implement the company's share-based incentive plans in the manner and to the extent decided by the Board of Directors. The Board of Directors also has the right to decide on the distribution of the shares in public trading for the purpose of financing possible acquisitions. The authorization also includes the right for the Board of Directors to resolve on the sale of the shares accepted as a pledge. The authorization includes the right for the Board of Directors to resolve upon all other terms and conditions for the distribution of the shares held by the company.

The authorizations for the Board of Directors to repurchase the company's own shares, to distribute them as well as to accept them as pledge are valid for 18 months from the close of the Annual General Meeting but will, however, expire at the close of the next Annual General Meeting, at the latest.

#### 18. Closing of the meeting

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

The aforesaid proposals of the Board of Directors and the Nomination Board relating to the agenda of the Annual General Meeting as well as this notice are available on the company's website at [www.munksjo.com/agm](http://www.munksjo.com/agm). The Annual Report of Munksjö Oyj, including the Financial Statements, the Report of the Board of Directors and the Auditor's Report, is available on the above-mentioned website as from 15 March 2016, at the latest. The proposals of the Board of Directors and the Nomination Board as well as the Financial Statements are also available at the meeting. 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 from 20 April 2016, at the latest.

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

#### **1. The right to participate and registration**

Each shareholder, who is registered on 23 March 2016 in the shareholders' register of the company held by Euroclear Finland Oy, has the right to participate in the Annual General Meeting. A shareholder, whose shares are registered on his/her personal Finnish book-entry account, is registered in the shareholders' register of the company.



A shareholder, who wishes to participate in the Annual General Meeting, shall register for the meeting by giving prior notice of participation **on 1 April 2016 at 4:00 p.m. (EET) at the latest.**

Such notice can be given:

- on the company's website [www.munksjo.com/agm](http://www.munksjo.com/agm),
- by email to [yhtiokokous@munksjo.com](mailto:yhtiokokous@munksjo.com),
- by mail to Munksjö Oyj, AGM, Eteläesplanadi 14, 00130 Helsinki, Finland, or
- by phone during office hours 10:00-16:00 (EET) to +46 (0)10 250 10 54

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

Pursuant to chapter 5, section 25 of the Company's 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.

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

A shareholder may participate in the Annual General Meeting and exercise his/her rights at the meeting also by way of proxy representation. A proxy representative shall produce a dated proxy document or otherwise in a reliable manner demonstrate his/her 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 book-entry accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the general meeting.

Possible proxy documents should be delivered to the address above before the last date of registration. A template for a proxy is available at the company's website mentioned above.

## **3. 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, i.e. on 23 March 2016, would be entitled to be registered in the shareholders' register of the company held by Euroclear Finland Oy. In addition, the right to participate in the general meeting requires that the shareholder on the basis of such shares has been registered into the

temporary shareholders' register held by Euroclear Finland Oy at the latest by 1 April 2016, by 10:00 am. (EET). 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 shareholders' register of the company, the issuing of proxy documents and registration for the Annual General Meeting from his/her 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.

Further information on these matters can also be found on the company's website mentioned above.

#### **4. Participation in the Annual General Meeting for shareholder whose shares are registered in Euroclear Sweden AB**

A shareholder, whose shares are registered on the record date of the Annual General Meeting, 23 March 2016 in the register of the company's shareholders maintained by Euroclear Sweden AB, shall, to fulfill the requirements to attend the Annual General Meeting note the following:

- (i) the shareholder has to be entered in the register of the company's shareholders maintained by Euroclear Sweden AB on 23 March 2016, and
- (ii) the shareholder must contact Euroclear Sweden AB and request temporary registration in the shareholders' register held by Euroclear Finland Oy. Such request shall be submitted to Euroclear Sweden AB on a designated form available on the company's webpage [www.munksjo.com/agm](http://www.munksjo.com/agm). The request must be received by Euroclear Sweden AB on 23 March 2016, at the latest.

A shareholder whose shares are nominee registered in the register of the company's shareholders maintained by Euroclear Sweden AB, shall, in order to fulfill the requirement (i) above temporarily register his/her shares under his/her name in the register. A shareholder who wishes such temporary registration must contact his/her custodian bank well in advance before 23 April 2015 and ask the custodian bank to temporarily register the shareholder in the register of the company's shareholders maintained by Euroclear Sweden AB.



## **5. Other instructions and information**

On the date of this notice to the Annual General Meeting, 11 February 2016, the total number of shares in Munksjö Oyj amounts to 51 061 581 and said shares have 51 061 581 votes in total.

After the meeting coffee will be served.

Stockholm, 11 February 2016

MUNKSJÖ OYJ

The Board of Directors