

# **Kotipizza Group Oyj: Notice of the Annual General Meeting 2018**

## **Kotipizza Group Oyj**

**Stock exchange release 24 April 2018 at 2pm (EEST)**

### **NOTICE OF THE ANNUAL GENERAL MEETING 2018 OF KOTIPIZZA GROUP OYJ**

Notice is given to the shareholders of Kotipizza Group Oyj that the Annual General Meeting will be held on Wednesday 16 May 2018 starting at 4:00 p.m. Finnish time at Kellohalli. Address Työpajankatu 2, Rakennus 1 E, 00580 Helsinki. The reception of persons who have registered to attend the Annual General Meeting and the distribution of voting slips will commence at 3:00 p.m. at the meeting place. The restaurant concepts of Kotipizza Group Oyj will be presented between 3:00 p.m.–4:00 p.m., snacks will be served.

The Annual General Meeting will be conducted in the Finnish language. Translation into English will be available.

#### **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 verify the minutes and persons 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 financial period 1 February 2017 – 31 January 2018
7. Adoption of the Financial Statements
8. Resolution on the use of the profit shown on the balance sheet and the payment of distribution to shareholders

The Board of Directors proposes to the Annual General Meeting that, on the basis of the adopted balance sheet for financial period ending 31 January 2018, no dividends will be paid.

The Board of Directors proposes that EUR 0,65 per share is distributed from the reserves for invested unrestricted equity. According to the proposal the distribution will be paid to shareholders who on the distribution payment record date Friday 18 May 2018, are recorded in the company's shareholder register maintained by Euroclear Finland Ltd. The Board of Directors proposes that the distribution is paid on Friday 25 May 2018.

9. Resolution on the discharge of the members of the Board of Directors and the Managing Director from liability
10. Resolution on the number of members of the Board of Directors

The Board of Directors proposes to the Annual General Meeting that the number of Board of Directors members would be six.

11. Resolution on the remuneration of the Chairman and the Members of the Board of Directors

The Board of Directors proposes to the Annual General Meeting that the following remuneration is paid to the members of the Board of Directors:

Chairman EUR 4 300 per month (EUR 51 600 per year) and members EUR 2 800 per month (EUR 33 600 per year). It is proposed that additionally EUR 400 per month (EUR 4 800 per year) is paid to each chairman of the committees of the Board of Directors. Separate meeting remuneration would not be paid for meetings of the Board of Directors nor committee meetings.

Possible travel expenses are reimbursed in accordance with the principles related to remuneration of tax-exempt travel expenses approved by the Tax Administration.

12. Election of the Members and the Chairman of the Board of Directors

The Board of Directors proposes to the Annual General Meeting that current members of the Board of Directors Kalle Ruuskanen, Minna Nissinen, Petri Parvinen, Kim Hanslin, Virpi Holmqvist and Dan Castillo are elected as members of the Board of Directors for a term continuing until the end of the next Annual General Meeting.

Furthermore, the Board of Directors proposes that Kalle Ruuskanen is re-elected as Chairman of the Board of Directors.

All candidates have consented to being elected. All candidates are presented on the company's website.

13. Resolution on the remuneration of the Auditor

The Board of Directors proposes to the Annual General Meeting that the remuneration of the auditor is paid according to invoice approved by the company.

14. Election of the Auditor

The Board of Directors proposes to the Annual General Meeting that auditing firm BDO Oy is elected as the auditor for a term continuing until the end of the next Annual General Meeting.

15. Authorization of 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 authorizes the Board of Directors to decide on the repurchase, using the company's unrestricted equity with the following conditions:

1. A maximum of 635 000 shares can be repurchased.
2. The shares shall be repurchased at fair value at the date of repurchase, which shall be the prevailing market price in the trading at the regulated market organized by Nasdaq Helsinki Ltd. The shares may be repurchased other than pro rata to shareholders' existing holdings.
3. The share purchase will decrease the company's distributable unrestricted equity.

4. The authorization is proposed to be valid until 31 July 2019.
16. Authorization of the Board of Directors to decide on share issues as well as the issue of options and other special rights

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors to decide, in one or more transactions, on the issuance of shares and the issuance of options and other special rights entitling to shares referred to in Chapter 10, Section 1 of the Companies under the following conditions:

1. The number of shares to be issued based on the authorization may in total amount to a maximum of 635 000 shares.
  2. The Board of Directors decides on all the terms and conditions of the issuances of shares, options and other special rights entitling to shares. The authorization concerns both the issuance of new shares as well as the transfer of treasury shares.
  3. The issuance of shares, options and other special rights entitling to shares may be carried out in deviation from the shareholders' pre-emptive rights (directed issue), in case there is a weighty financial reason to do so, such as in order to finance or carry out acquisitions or other business transactions, develop the company's capital structure, or in order to implement the company's incentive schemes.
  4. Based on the authorization, the Board of Directors is also authorized to decide on a share issue without payment directed to the company itself, provided that the number of shares held by the company after the issue would be a maximum of 10 per cent of all shares in the company. This amount includes shares held by the company and its subsidiaries in the manner provided for in Chapter 15, Section 11 (1) of the Companies Act.
  5. The authorization cancels the authorization to decide upon share issues given to the Board of Directors on 17 May 2017.
  6. The authorization is valid until 31 July 2019.
17. Closing of the meeting

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

This notice of meeting and Kotipizza Group Oyj's Financial Statement, Consolidated Financial Statement, the auditor's report and proposals of the Board of Directors are available for shareholders on the company's website at [kotipizzagroup.com/investors](http://kotipizzagroup.com/investors) as of 24 April 2018. The notice of meeting and other documents mentioned above are also available for viewing at the Annual General Meeting.

The company will not publish a printed annual report.

The minutes of the Annual General Meeting will be available on the above-mentioned website no later than Tuesday 29 May 2018.

## **C. INSTRUCTIONS FOR THOSE PARTICIPATING IN THE ANNUAL GENERAL MEETING**

1. The right to participate and registration

Each shareholder, who is registered in the shareholder register of the company maintained by Euroclear Finland Ltd on the record date of the Annual General Meeting, which is Thursday 3 May 2018, has the right to participate in the Annual General Meeting. A shareholder whose shares are registered in their personal Finnish book-entry account is registered in the shareholder register of the company.

A shareholder who is registered in the company's shareholder register and who wishes to participate in the Annual General Meeting must register for the Annual General Meeting no later than Friday, 11 May 2018 at 10 a.m. Finnish time by giving a prior notice of participation. Such notice can be given:

- a) on the company's website: [kotipizzagroup.com/investors](http://kotipizzagroup.com/investors) by following therein given instructions;
- b) in writing by mail: Kotipizza Group Oyj, Heidi Nieminen, Hermannin rantatie 2 B, 00580 Helsinki.

The notice through company's website or in writing must arrive before the end of the notice period.

When registering, a shareholder shall notify their name, personal identification number or business ID number, address, telephone number and the name of any assistant or proxy representative and the personal identification number of any proxy representative. The personal data disclosed by shareholders to Kotipizza Group Oyj will be used only in connection with the Annual General Meeting and with the processing of related registrations.

In the meeting if necessary, a shareholder, his/her assistant or proxy representative must be able to verify their identity and/or right to represent the shareholder.

## 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 he/she on the record date of the Annual General Meeting, Thursday 3 May 2018, would be entitled to be registered in the shareholder 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 temporarily registered into the shareholder register held by Euroclear Finland Ltd no later than on Friday 11 May 2018 by 10 a.m. Finnish time. 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 register of the company, the issuing of proxy documents and registration for the Annual General Meeting from his/her custodian bank. The account manager of the custodian bank will register a holder of nominee-registered shares who wishes to participate in the Annual General Meeting into the temporary shareholder 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 his/her rights at the Annual General Meeting by way of proxy representation.

A proxy representative shall produce a dated proxy document or otherwise in a reliable manner prove his/her right to represent the shareholder at the Annual General Meeting. If a shareholder participates in the Annual General Meeting by means of several proxy representatives representing the shareholder with shares in different securities accounts, the

shares in respect of which each proxy representative represents the shareholder shall be identified in connection with registration for the Annual General Meeting.

Any proxy documents should be notified in connection with registration and they should be delivered in originals to Kotipizza Group Oyj, Heidi Nieminen, Hermannin rantatie 2 B, 00580 Helsinki, Finland, before the last date for registration.

#### 4. Other information

In accordance with Chapter 5, Section 25 of the Limited Liability Companies Act, shareholders present at the Annual General Meeting have the right to present questions on the matters discussed at the meeting.

On the date of this notice, Tuesday 24 April 2018, the total number of shares and votes of the company is 6 351 201.

Helsinki 24 April 2018

**Kotipizza Group Oyj**

Board of Directors

#### **[Notice of attendance](#)**

#### **Documents of the Annual General Meeting:**

[Annual Report 2017](#)

[Auditor's report](#)

[Financial Statement and Consolidated Financial Statement 31 January 2018](#)

[Corporate governance statement for financial year 1 February 2017 – 31 January 2018](#)

[Proposals of the Board of Directors to the Annual General Meeting to be held on 16 May 2018](#)

[Proposed members of Kotipizza Group Oyj's Board of Directors](#)

[Remuneration Statement from financial year 1 February 2017 – 31 January 2018](#)

[Privacy notice](#) that will be applied in the Annual General Meeting 2018