

Notice of the Annual General Meeting

Notice is given to the shareholders of Altia Plc of the Annual General Meeting to be held on Wednesday, 15 May 2019 at 4.00 p.m. at Kaapelitehdas, Tammasaarenlaituri 5, entrance M1, 00180 Helsinki, Finland. The reception of attendees who have registered for the meeting will commence at 2.30 p.m.

A. Matters on the agenda of the Annual General Meeting

The following matters will be considered at the Annual 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 of 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 2018**
 - Review of the Remuneration in 2018 by the Chairman of the Board of Directors
 - Review by the CEO, including the presentation of the Financial Statements, the Report of the Board of Directors and the Responsibility Report
 - Auditor's Report presented by the Auditor
7. **Adoption of the Financial Statements**
8. **Resolution on the use of profit shown on the balance sheet and the payment of dividend**

According to the Financial Statements on 31 December 2018, the parent company's distributable funds amount to EUR 72 084 125.87, including profit for the period of EUR 14 102 839.85.

The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0.38 per share be paid for the financial year 2018. The dividend will be paid to a shareholder registered in the shareholders' register held by Euroclear Finland Oy on the record date of the payment, i.e. 17 May 2019. The Board of Directors proposes that the dividend be paid on 24 May 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 remuneration to be paid to the members of the Board of Directors during the next term would consist of a monthly term of office fee as follows:

- EUR 4 000 per month, Chairman
- EUR 2 500 per month, Vice Chairman
- EUR 2 000 per month, member

In addition to the monthly fee, the members of the Board of Directors would receive a meeting fee for the Board of Directors and Board Committee meetings of EUR 600 per meeting for Board members residing in Finland and EUR 1 200 per meeting for Board members residing abroad. Travel expenses would be reimbursed in accordance with the company's travel policy.

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

The Shareholders' Nomination Board proposes to the Annual General Meeting that the number of members of the Board of Directors would be seven (7).

12. Election of the members of the Board of Directors

The Shareholders' Nomination Board proposes that of the present members of the Board of Directors Kim Henriksson, Tiina Lencioni, Jukka Ohtola, Torsten Steenholt, Sanna Suvanto-Harsaae and Kai Telanne, would be re-elected and that Anette Rosengren would be elected as a new member. The term for the members of the Board of Directors lasts until the end of the next Annual General Meeting.

Anette Rosengren, B. Sc. Marketing and Marketing Management, born 1966, Swedish citizen, has extensive experience of the fast-moving consumer goods (FMCG) industry in both Sweden and outside the Nordic region, as well as of leading organisations and brands in business transformation. Rosengren is currently a member of the Board of Directors at Greenfood Group. Rosengren is independent of the company and the shareholders of the company.

Current Board member Annikka Hurme has informed that she is not available for re-election to the Board of Directors.

All of the proposed members of the Board of Directors have been determined to be independent of the company. Furthermore, the proposed members of the Board of Directors, with the exception of Jukka Ohtola, have been determined to be independent of the company's major shareholders. Jukka Ohtola holds an office in the Ownership Steering Department of the Finnish Prime Minister's Office and is therefore not independent of the company's major shareholders.

Further, the Shareholders' Nomination Board proposes to the Annual General Meeting, that Sanna Suvanto-Harsaae be elected as Chairman and Kai Telanne as Vice Chairman of the Board of Directors.

The CV's of all persons proposed as members of the Board of Directors are available on the company's website at www.altiagroup.com/investors.

13. Resolution on the remuneration of the auditor

Upon the recommendation of the Audit Committee, the Board of Directors proposes to the Annual General Meeting that the auditor's fees be paid against an invoice approved by the company.

14. Election of the auditor

Upon the recommendation of the Audit Committee, the Board of Directors proposes to the Annual General Meeting, that PricewaterhouseCoopers Oy be re-elected as the company's auditor for a term that ends at the close of the next Annual General Meeting. PricewaterhouseCoopers Oy has informed the company that Authorized Public Accountant Ylva Eriksson would continue as the auditor in charge.

15. Closing of the meeting

B. Documents of the Annual General Meeting

The proposals for resolutions on the matters on the agenda of the Annual General Meeting and this notice are available on Altia Plc's website at www.altiagroup.com/investors. The Annual Report, which includes the company's Financial Statements, the Report of the Board of Directors and the Auditor's Report, are available on the above-mentioned website. In addition, the company's Corporate Responsibility Report is also available on the above-mentioned website as part of the Annual Report. The proposals for resolutions and the other above-mentioned documents will also be available at the Annual General Meeting. The minutes of the Annual General Meeting will be available on the above-mentioned website as of 29 May 2019 at the latest.

C. Instructions for the participants in the Annual General Meeting

1. Right to participate and registration

Each shareholder, who is registered on the record date of the Annual General Meeting, on 3 May 2019, in the shareholders' register of the company maintained 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 company's shareholders' register.

A shareholder who is registered in the company's shareholders' register and wants to participate in the Annual General Meeting must register for the meeting by giving prior notice of attendance no later than on 10 May 2019 at 4.00 p.m. (Finnish time), by which time the registration needs to have been received by the company. Such notice can be given:

- on the company's website at www.altiagroup.com/investors;
- by email to investor.relations@altiagroup.com;
- by telephone to +358 20 770 6908 from Monday to Friday from 9:00 a.m. to 4:00 p.m. (Finnish time); or
- by mail to Altia Plc, AGM, Kaapeliaukio 1, P.O Box 350, 00101 Helsinki, Finland.

In connection with the registration, a shareholder is required to notify his/her name, personal identification number, address, telephone number, the name of a possible assistant and the name and the personal identification number of a possible proxy representative. The personal data are used only in connection with the Annual General Meeting and the processing of related registrations.

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, i.e. on 3 May 2019, would be entitled to be registered in the shareholders' register of the company maintained by Euroclear Finland Oy. The right to participate in the Annual General Meeting requires, in addition, that the shareholder has, on the basis of such shares, been temporarily registered in the shareholders' register maintained by Euroclear Finland Oy at the latest on 10 May 2019 at 10:00 a.m. (Finnish time). This constitutes due registration for the Annual General Meeting with regard to nominee-registered shares.

A holder of nominee-registered shares is advised to request without delay the necessary instructions regarding the temporary registration in the shareholders' register of the company, the issuing of proxy documents and the registration for the Annual General Meeting from his/her custodian bank. The account management organization of the custodian bank must temporarily

register a holder of nominee-registered shares who wishes to participate in the Annual General Meeting in the shareholders' register of the company at the latest by the deadline stated above.

3. Proxy representatives and powers of attorney

A shareholder may participate in the Annual General Meeting and exercise his/her 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 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 in different book-entry accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the Annual General Meeting.

Proxy documents should be delivered by email to investor.relations@altiagroup.com or by mail to Altia Plc, AGM, Kaapeliaukio 1, P.O Box 350, 00101 Helsinki, Finland prior to the expiration of the registration period.

4. Other information

Pursuant to Chapter 5, Section 25 of the Finnish 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, the total number of shares in the company and votes represented by such shares is 36 140 485 shares and votes.

In Helsinki, 15 April 2019

ALTIA PLC

The Board of Directors