

**ANNUAL GENERAL MEETING**

Time 3 April 2019 at 13.00

Location SATO Corporation offices, 1st floor, Panuntie 4, Helsinki, Finland

Participants In the meeting were present or represented

- 1) shareholders recorded in the adopted list of votes;
- 2) Chairman of the Board of Directors Erik Selin and the members of the Board of Directors Jukka Hienonen, Esa Lager, Tarja Pääkkönen and Timo Stenius;
- 3) APA Eero Lumme and APA Mikko Lahtinen representing audit company Deloitte Oy;
- 4) President and CEO Saku Sipola;
- 5) Members of the top management of the company: Antti Aarnio, Antti Asteljoki, Miia Eloranta, Johannes Ervamaa, Markku Honkasalo and Johanna Koramo; and
- 6) Attorney-at-law Pauliina Tenhunen.

Those present in the meeting also included meeting officials and a shareholder, who had not registered for the meeting in time.

**1**

**Opening the meeting** Chairman of the Board, Erik Selin opened the meeting.

**2**

**Calling the meeting to order**

Pauliina Tenhunen, Attorney-at-Law, was elected as the Chairman of the meeting, who called Katri Innanen (LL.M., trained at the bench) to act as the secretary in the meeting.

It was noted that the matters will be handled in the order listed on the agenda distributed to the participants.

The Chairman explained the procedures for the meeting and handling the matters on the agenda.

**3**

**Election of examiner of the minutes and a person to supervise the counting of votes**

Kimmo Kuoppa was elected as the examiner of the minutes and to supervise the counting of votes.

**4**

**Recording the legality of the meeting**

It was noted that the notice of the meeting was published on 27 February 2019 on the company's website. In addition the notice of the meeting has been delivered to all shareholders by post on 8 March 2019.

It was noted that the proposals made by the Board of Directors and the Shareholders' nomination committee and the financial statement 31 December 2018, report of the Board of Directors and the Auditor's report

had been available on the company's website as of 27 February 2019. The documents were also available in the meeting.

It was recorded that none of the shareholders had raised any matters to be handled in the general meeting by the time limit 8 February 2019.

It was noted that the meeting was convened in compliance with the provisions of the Articles of Association of the company and the Limited Liability Companies Act.

The notice of the meeting was included as an appendix to the minutes.

#### Appendix 1

## **5**

### **Recording of the participants and adoption of the list of votes**

It was noted that sixteen (16) shareholders were present at the opening of the meeting, either in person or by a legal or authorized representative, representing 51,834,001 shares and votes out of the total amount of company's shares and votes, which is 56,783,067. 91,28 % of the company's shares and votes are represented in the meeting. In addition, it was noted that the company holds 160,000 own shares with no right to vote.

The participation and the list of votes in force at the opening of the meeting were adopted and included as an appendix to the minutes. It was recorded that the list of votes will be confirmed to correspond the participation at the time of a possible vote.

#### Appendix 2

It was noted that the company's list of shareholders was available in the meeting hall.

It was noted that there was present at the meeting shareholder who had not registered for the meeting by due date. The shareholder was given the right to attend the meeting and to speak but not the right to vote.

In addition to the shareholders, their representatives and assistants there were also presents the chairman of the meeting, members of the Board of Directors, the President and CEO and other members of the company's top management, representants of the audit company as well as meeting officials, who were recorded as present in the minutes.

The proxies of the meeting representatives were included as an appendix to the minutes.

#### Appendix 3

## **6**

### **Presentation of the financial statements, report of the Board of Directors and auditor's report for the year 2018**

President and CEO Saku Sipola presented the members of SATO's top management and a review on SATO Group's activities and result for the

financial year 2018, strategic goals and the outlook. The review presented by the President and CEO was included as an appendix to the minutes.

#### Appendix 4

It was recorded that the parent company's financial statements were prepared in accordance with Finnish Accounting Standards (FAS), and that the consolidated financial statements were prepared in accordance with the International Financial Reporting Standards (IFRS).

It was recorded that the financial statements 31 December 2018 and the report of the Board of Directors and the auditor's report had been published as a stock exchange release on 27 February 2019 and delivered to shareholders attached to the notice of the meeting.

Chairman Pauliina Tenhunen noted that the financial statements of SATO Corporation and the consolidated financial statements for the financial period 1 January – 31 December 2018 as well as the report of the Board of Directors have been presented as required by the law and the Articles of Association.

Secretary Katri Innanen read the auditor's opinions included in the auditor's report given by audit company Deloitte Oy on 26th February 2019.

The documents of the financial statement and the auditor's report were included as an appendix to the minutes.

#### Appendix 5-6

## **7**

### **Adoption of the financial statements**

SATO Corporation's financial statements, including the consolidated financial statements, for the financial period 1 January – 31 December 2019 was adopted by the general meeting.

## **8**

### **Use of profit shown on the balance sheet and resolution on the distribution of dividends**

It was noted that the distributable funds of SATO Corporation, in accordance with the parent company's balance sheet on 31 December 2018 amounted to EUR 302,887,045.77 the share of profit for the financial year 2018 being EUR 49,670,104.13. The number of outstanding shares in SATO Corporation entitling to dividend is 56,623,067

The general meeting resolved, in accordance with the Board of director's proposal, that SATO Corporation will distribute a dividend of EUR 0.50 per share for the financial period ended on 31 December 2018, in total EUR 28,311,533.50 and that the amount of EUR 21,358,570.63 will be transferred in the Company's retained profits.

The dividend will be paid to shareholders who on the record date for dividend distribution, 5 April, 2019, are registered in the shareholders list of the company maintained by Euroclear Finland Oy. The dividend is to be paid on 12 April, 2019.

## 9

**Resolution on discharge of members of the Board of Directors and CEO from liability**

It was noted that discharge to be granted for the financial period 1 January – 31 December 2018 applies to the following persons:

Chairman of the Board of Directors Erik Selin; Deputy Chairman of the Board of Directors Jukka Hienonen; members of the Board of Directors Marcus Hansson, Esa Lager, Tarja Pääkkönen, Johannus (Hans) Spikker and Timo Stenius as well as President and CEO Saku Sipola.

The general meeting resolved to grant the abovementioned members of the Board of Directors and President and CEO discharge from liability for the financial period 1 January - 31 December 2018.

## 10

**Resolution on the remuneration to the members of the Board of Directors**

The General meeting resolved, in accordance with the proposal of the Shareholders' Nomination Committee, that the members of the Board of Directors to be elected shall be paid for the period starting at the end of this General meeting and ending at the close of the Annual general meeting to be held in 2020 as an annual remuneration Chairman of the Board EUR 36,000, Deputy Chairman of the Board EUR 22,000 and other members of the board EUR 18,000 each. In addition the General meeting resolved, in accordance with the proposal of the Shareholders' Nomination Committee, that the Chairman and the members of the Board of Directors shall be, in addition to the annual remuneration, remunerated EUR 500 per meeting for attending Board and Committee meetings.

## 11

**Resolution on the number of members of the Board of Directors**

It was noted that in accordance with paragraph 6 of the Articles of Association the Board of Directors shall consist of no fewer than five (5) and no more than nine (9) members and their term of office will end at the closing of the Annual general meeting following their election. Currently the Board of Directors consists of seven (7) members.

The General meeting resolved, in accordance with the proposal of the Shareholders' Nomination Committee, to confirm the number of the members of the Board of Directors to be seven (7).

## 12

**Election of the members of the Board of Directors**

Chairman Pauliina Tenhunen introduced the nominees to be elected as members of the Board of Directors. It was recorded that the persons had given their consent for the election and the Board of Directors so proposed was in accordance with the recommendation set in the Finnish Corporate Governance Code 2015 for the independence of the members of the Board of Directors.

The General meeting resolved, in accordance with the proposal of the Shareholders' Nomination Committee, that for the term of office beginning at the close of this general meeting and ending at the close of the annual general meeting to be held in 2020, Marcus Hansson, Jukka

Hienonen, Esa Lager, Tarja Pääkkönen, Erik Selin, Johannus (Hans) Spikker and Timo Stenius be elected as members of the Board of Directors.

### **13**

#### **Election of the Chairman of the Board of Directors**

It was noted that in accordance with paragraph 5 of the Articles of Association the General meeting shall elect one of the members of the Board of Directors to serve as the Chairman of the Board of Directors.

The General meeting resolved, in accordance with the proposal of the Shareholders' Nomination Committee, Erik Selin be elect as the Chairman of the Board of Directors.

### **14**

#### **Resolution on the remuneration of the auditor**

The General meeting resolved, in accordance with the proposal made by the Board of Directors (at the recommendation of its Audit Committee), that the Auditor's fee shall be paid as invoiced and approved.

### **15**

#### **Election of the auditor**

It was noted that, in accordance with paragraph 8 of the Articles of Association, the company has one (1) auditor that must be an audit firm approved by the Finnish Central Chamber of Commerce. The term of office of the auditor is the financial period and the auditor's duties end at the closing of the annual general meeting following the election

The General meeting resolved, in accordance with the proposal made by the Board of Directors (at the recommendation of the Audit Committee), to elect audit company Deloitte Oy as the auditor. It was recorded that Deloitte Oy had informed that APA Eero Lumme, will serve as the auditor with principal responsibility. It was recorded that Deloitte Oy has served as the auditor of the company since year 2018.

### **16**

#### **Closing the meeting**

It was recorded that all the decisions made in this General meeting were made unanimously.

It was noted that the minutes of the General meeting will be available for the shareholders on the company's website no later than 17 April 2019.

The Chairman noted that the matters on the agenda are now closed and closed the meeting at 13.50.

The minutes examined and approved:

Pauliina Tenhunen  
Chairman

Kimmo Kuoppa  
Examiner of the minutes

In fidem:

Katri Innanen  
Secretary

**APPENDICES**

Appendix 1 Notice of General Meeting 27 February 2019  
Appendix 2 List of votes  
Appendix 3 Proxies of the meeting representatives  
Appendix 4 CEO review  
Appendix 5 Financial statement documents 2018  
Appendix 6 Auditor's report