



loudspring

Notice to the Annual General Meeting of Loudspring Plc

Loudspring Plc

Company Release

29 March 2018 at 11:45 (EET)

Notice is given to the shareholders of Loudspring Plc to the Annual General Meeting to be held on Friday, 20 April 2018 at 10.00 a.m. (EET) at Radisson Blu Seaside Hotel, address Ruoholahdenranta 3, 00180 Helsinki, Finland. The reception of persons who have registered for the meeting and the distribution of voting tickets will commence at 9.30 a.m. (EET).

A. Matters on the agenda of the General Meeting

At the 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 annual accounts and the auditor's report for the year 2017**
 - Review by the CEO
- 7. Adoption of the annual accounts**
- 8. Result for the financial period**

The Board of Directors proposes to the Annual General Meeting that company's loss for the financial period of EUR -1 562 276.68 shall be transferred to the accrued earnings account, and that it would resolve not to distribute any dividend to the shareholders for the financial period 1 January 2017 - 31 December 2017.

- 9. Resolution on the discharge from liability of the members of the Board of Directors and the CEO**
- 10. Resolution on the remuneration of the members of the Board of Directors**

Shareholders representing approximately 18.86 per cent of the company's shares and approximately 68.51 per cent of the votes propose to the Annual General Meeting that the members of the Board of Directors be paid EUR 400 per month and granted additionally 20,000 stock options as annual remuneration. The stock options would include also the stock option remuneration resolved by the Annual General Meeting on 21 April 2017 (10,000 stock options per member of the Board of Directors), which have not been granted to the members of the Board of Directors. The stock options be issued based on the authorization which is proposed to be given by this Annual General Meeting.

The remuneration of the members of the Board of Directors is not paid to persons working for the company. It is also proposed that the members of the Board of Directors be reimbursed for reasonable travel and lodging costs. Travel and lodging costs would not be compensated to those members of the Board of Directors who reside in the greater Helsinki area when the meetings are held in the greater Helsinki area.

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

Shareholders representing approximately 18.86 per cent of the company's shares and approximately 68.51 per cent of the votes propose to the Annual General Meeting that four (4) members be elected to the Board of Directors.

- 12. Election of members of the Board of Directors**

Shareholders representing approximately 18.86 per cent of the company's shares and approximately 68.51 per cent of the votes propose to the Annual General Meeting that Mr. Thomas Bengtsson, Mr. Lassi Noponen, Mr. James Penney and Mr. Matti Vuoria of the current members of the Board of Directors be re-elected according to their consents.

In accordance with the Articles of Association of the company, the term of office of the members of the Board of Directors ends at the closing of the Annual General Meeting following the election.

The proposed Board members have informed the company that, in the event that they are elected, they intend to elect Lassi Noponen as Chairman of the Board and Thomas Bengtsson as Vice Chairman of the Board.

13. Resolution on the remuneration of the auditor

The Board of Directors proposes to the Annual General Meeting that the auditor's fees be paid according to the auditor's invoice approved by the company.

14. Election of auditor

The Board of Directors proposes to the Annual General Meeting that auditing firm Deloitte Oy be re-elected as the company's auditor. Deloitte Oy has informed that the principal auditor will be Mr. Aleksi Martamo, Authorised Public Accountant. The term of office of the auditor ends at the closing of the Annual General Meeting following the election.

15. Authorizing the Board of Directors to decide on issuance of shares

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 class A shares as follows:

The number of class A shares to be issued based on the authorization may in total amount to a maximum of 5,000,000 shares.

The Board of Directors decides on all the terms and conditions of the issuances of shares. The authorization concerns both the issuance of new shares as well as transfer of treasury shares. The issuance of shares may be carried out in deviation from the shareholders' pre-emptive rights (directed issue), if there is a weighty financial reason for the company.

The authorization cancels the authorization granted by the Annual General Meeting on 21 April 2017 to decide on the issuance of shares.

The authorization is valid until 30 June 2019.

16. Authorizing the Board of Directors to decide on issuance of options

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 options as follows. The authorization cancels the authorization granted by the Annual General Meeting on 21 April 2017 to decide on the issuance of options and other special rights entitling to shares. Options have not been granted based on the said authorization.

The number of new class A shares that can be subscribed to based on the options that can be issued on basis of the authorization may in total amount to a maximum of 1,200,000 shares.

The options may be issued to the key personnel, including members of the Board of Directors of the company, and to cooperation partners and advisors of the company as part of the company's incentive scheme to be established by the Board of Directors. The options shall be divided into three equal-size tranches A, B and C:

- Tranche A: Share subscription period shall be 1 January 2021 – 31 December 2023 and the original subscription price EUR 1.52. However, the share subscription period for tranche A shall not begin prior to the trade volume weighted average quotation of the company's class A share on First North Finland has been not less than EUR 3.00 during four (4) consecutive weeks.
- Tranche B: Share subscription period shall be 1 January 2022 – 31 December 2023 and the original subscription price EUR 1.52. However, the share subscription period for tranche B shall not begin prior to the trade volume weighted average quotation of the company's class A share on First North Finland has been not less than EUR 4.00 during four (4) consecutive weeks.
- Tranche C: Share subscription period shall be 1 January 2023 – 31 December 2023 and the original subscription price EUR 1.52. However, the share subscription period for tranche C shall not begin prior to the trade volume weighted average quotation of the company's class A share on First North Finland has been not less than EUR 5.00 during four (4) consecutive weeks.

The original share subscription price for the options has been set based on the trade volume weighted average quotation of the company's class A share on First North Finland during 15 March 2018 - 28 March 2018.

Should the company distribute dividends or assets from reserves of unrestricted equity, the original share subscription price of the stock options shall be decreased by the amount of the dividend and the amount of the distributable unrestricted equity decided before share subscription, as per the dividend record date or the record date of the repayment of equity. The weighted average quotation, which constitutes the precondition for beginning of the share subscription period, shall in this case be decreased by a percentage corresponding to the decrease in the equity of the company following the distribution of assets.

Should the company reduce its share capital by distributing share capital to the shareholders, the original share subscription price of the stock options shall be decreased by the amount of the distributable share capital decided before share subscription, as per the record date of the repayment of share capital. The weighted average quotation, which constitutes the precondition for beginning of the share subscription period, shall in this case be decreased by a percentage corresponding to the decrease in the equity of the company following the distribution of assets.

The Board of Directors decides on the effects of a potential partial demerger on the options and the terms and conditions of the options, including the share subscription price.

The Board of Directors resolves the persons receiving the options and all other terms and conditions of the options. However, the General Meeting resolves on granting of options to members of the Board of Directors should the options be remuneration for membership in the Board of Directors. For the avoidance of doubt, the Board of Directors may resolve on granting of options to members of the Board of Directors who are also working for the company in an operative role or as an advisor, if the options are granted based on their operative or advisor role in the company.

The authorization is valid until 20 April 2023.

17. Authorizing the Board of Directors to decide on acquisition of the company's own shares

The Board of Directors proposes that the Annual General Meeting decide to authorize the Board of Directors to decide on acquisition of the company's own shares on the following terms and conditions:

The Board of Directors is authorized to repurchase a maximum of 1,204,000 company's own class A shares and/or accept company's own class A shares as pledge on the company's unrestricted equity. This amount corresponds to approximately 5.0 per cent of the company's shares.

The acquisition may take place in one or more instalments. The purchase price shall not be lower than the lowest price paid for the company's class A shares in multilateral trading on the acquisition date and shall not be higher than the highest price paid for the company's class A shares in multilateral trading on the acquisition date. In connection with the execution of the acquisition of own shares derivatives, share lending or other contracts customary to capital markets and permitted by laws and regulations may be entered into at price determined by the markets. The authorization entitles the Board of Directors to decide on the acquisition in deviation from the shareholders' shareholding (directed acquisition).

Shares may be repurchased to be used as consideration in possible acquisitions or other business arrangements of the company, to finance investments, as part of the company's incentive scheme or to be retained, otherwise conveyed or cancelled.

The Board of Directors shall decide on other terms and conditions relating to acquisition of own shares. The authorization is valid for eighteen (18) months from the decision of the General Meeting.

18. Closing of the meeting

B. Documents of the General Meeting

The above-mentioned proposals relating to the agenda of the Annual General Meeting, the annual accounts of Loudspring Plc for the financial year 2017 and the auditor's report as well as this notice are available on Loudspring Plc's website at www.loudspring.earth. Additionally, the above-mentioned documents are available to shareholders at the meeting. Copies of these documents will be sent to shareholders upon request. Minutes of the meeting are available on the above-mentioned website no later than 4 May 2018 onwards.

C. Instructions for the participants

1. Shareholder registered in the shareholders' register

Each shareholder who is registered on Tuesday, 10 April 2018 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/its personal Finnish book-entry account, is registered in the shareholders' register of the company.

A shareholder, who wants to participate in the Annual General Meeting, shall register for the meeting no later than 17 April 2018 at 4.00 p.m., by which time the registration shall be received. The registration may take place at Loudspring Plc's website:

www.loudspring.earth/AGM

In connection with the registration a shareholder shall notify his/her/its name, personal identification number, address, telephone number email address and the name of a possible assistant or proxy representative and the personal identification number of a proxy representative. The personal data given to Loudspring Plc. is used only in connection with the Annual General Meeting and the processing of related necessary registrations. Shareholder, his/her/its representative or proxy representative shall, when necessary, be able to prove his/her/its identity and/or right of representation.

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 shares based on which he/she/it on the record date of the meeting, i.e. on 10 April 2018, would be entitled to be registered in the shareholders' register of the company held 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 registered into the temporary shareholders' register of the company held by Euroclear Finland Oy at the latest on 17 April 2018 by 10.00 a.m. (EET). As regards nominee registered shares this constitutes due registration for the Annual General Meeting.

A holder of nominee registered shares is advised without delay to request necessary instructions regarding the registration in the temporary shareholder's register of the company, the issuing of proxy documents and registration for the Annual General Meeting from his/her/its 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 on the date and time mentioned above.

3. Shares registered in Euroclear Sweden AB

A shareholder with shares registered in Euroclear Sweden AB's securities system who wishes to attend and vote at the Annual General Meeting must be registered in the shareholders' register maintained by Euroclear Sweden AB no later than on 10 April 2018.

Shareholders, whose shares are registered in the name of a nominee must, in order to be eligible to request a temporary registration in the shareholders' register of Loudspring Plc maintained by Euroclear Finland Oy, request that their shares are re-registered in their own names in the register of shareholders maintained by Euroclear Sweden AB, and procure that the nominee sends the above mentioned request for temporary registration to Euroclear Sweden AB on their behalf. Such registration must be made at the latest by 10 April 2018 and the nominee should therefore be notified well in advance before said date.

A shareholder with shares registered in Euroclear Sweden AB's securities system who wishes to attend and vote at the Annual General Meeting must request temporary registration in the shareholders' register of Loudspring Plc maintained by Euroclear Finland Oy. Such request shall be submitted in writing to Loudspring Plc no later than on 11 April 2018 at 10 a.m. Swedish time. This temporary registration made through written request to Loudspring Plc is considered a notice of attendance at the Annual General Meeting.

4. Proxy representative and powers of attorney

A shareholder may participate in the Annual General Meeting and exercise his/her/its rights at the meeting by way of proxy representation.

A proxy representative shall produce a dated proxy document or otherwise provide reliable evidence of the right to represent the shareholder. The authorization applies to one meeting, unless otherwise stated. When a shareholder participates in the Annual General Meeting by means of several 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 Annual General Meeting.

Possible proxy documents should be delivered to in originals to Loudspring Plc, Annual General Meeting, Malminrinne 1 B, 00180 Helsinki, Finland before the end of the registration period.

5. Other instructions and 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 handled at the meeting.

The meeting will be conducted in Finnish language. CEO review and part of the material presented at the meeting will be in English language. CEO review will be translated into Finnish language.

On the date of the notice to the Annual General Meeting, 29 March 2018, the total number of shares in Loudspring Plc. is 24,074,105, of which 19,505,074 are class A shares and 4,569,031 class K shares. Each class K share carries 20 votes and each class A share one vote at General Meetings. The shares have a total of 110,885,694 votes.

In Helsinki, 29 March 2018

LOUDSPRING PLC

Board of Directors

Contact information:

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Access Partners Oy, Certified Advisor. Tel. 358 9 682 9500

Loudspring in brief

Loudspring is a company group focused on saving natural resources, with offices in the Nordics and California. The Loudspring companies are active on global markets in five sectors: energy, real estate, fashion, food and manufacturing. Loudspring management consists of company builders combining positive environmental impact with business for over a decade.

The company group is listed on First North Finland under the ticker LOUD and on First North Stockholm under the ticker LOUDS.

www.loudspring.earth

LinkedIn: <https://www.linkedin.com/company/loudspring/>

Twitter: [@loudspring](https://twitter.com/loudspring)

IG: [@loudspring_earth](https://www.instagram.com/loudspring_earth)

FB: [@loudspringco](https://www.facebook.com/loudspringco)