

03/03/2016

## ANNUAL GENERAL MEETING

Time 3 March 2016, at 11:30 am

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

Participants Shareholders stated in the confirmed list of voters were present or represented in the meeting.

Participants in the meeting also included Monica Aro, Andrea Attisani, Marcus Hansson, Jukka Hienonen, Lasse Holopainen, Mika Ilveskero, Kati Laakso, Liisa Laakso-Tammisto, Esa Lager, Sami Laine, Raimo Lind, Esa Neuvonen, Jan Peltonen, Tarja Pääkkönen, Riitta Salo, Erik Selin, Saku Sipola, Timo Stenius, Ilkka Tomperi and Erkkä Valkila.

### 1

#### Opening the meeting

The meeting was opened by the Chairman of the Board, Esa Lager, with a short briefing.

It was noted that, before the meeting was opened, Fastighets AB Balder CEO Erik Selin held a presentation on his company and the ownership steering principles of SATO Corporation.

### 2

#### Organisation of the meeting

Attorney Mika Ilveskero was voted in as the president of the meeting, who proceeded to invite Riitta Salo (LL.M. with court training) to take the secretary position.

The chairman proceeded to explain the procedures for handling the issues on the meeting agenda.

### 3

#### Selection of the minutes reviewer and voting inspector

The minutes review and voting inspection duties were given to Antti Muilu.

### 4

#### Statement of meeting legality

It was stated that the notice of the meeting was demonstrably delivered to shareholders on 9 February 2016 and that the notice was published on 10 February 2016 in Helsingin Sanomat. The notice was also published on the company website on 9 February 2016. It was stated that the meeting was summoned according to 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

#### **Confirmation of participants and the list of voters**

A list of participants at the opening of the meeting and a list of voters were presented, which state that fourteen shareholders were present, either in person, by a legal representative or an authorised agent. It was entered in the minutes that, at the opening of the meeting, 48,813,435 SATO Oyj shares and votes were present out of the company's entire amount of shares and votes, which is 51,001,842. 95.7% of the company's entire shareholder and votership are represented in the meeting.

The participation situation at the time of opening the meeting and the list of voters were included as an appendix to the minutes. It was stated that the list of voters will be confirmed to match the participation situation at the time of a possible vote.

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

It was stated that the company's Chairman of the Board Esa Lager, board members Andrea Attisani, Jukka Hienonen, Tarja Pääkkönen, Erik Selin, Timo Stenius and Ilkka Tomperi, CEO Saku Sipola, auditor Lasse Holopainen, CFO Esa Neuvonen and Customer Relationships and Communications Director Monica Aro, and proposed inductee to the board Marcus Hansson were present at the meeting, as well as shareholders that signed up after the due date, and meeting officials, whose participation was approved.

## Appendix 2

### 6

#### **Presentation of the 2015 financial statement, consolidated financial statements, annual report and the audit report.**

CEO Saku Sipola presented a brief on the SATO Group's strategic goals and focus points, activities and results in 2015, the organisation and outlook for 2016. The CEO's brief was included as an appendix to the minutes.

## Appendix 3

The financial statement for 2015, containing the profit and loss account, balance sheet and financing statement with appendices, as well as the group account and the board's annual report were presented.

It was entered in the minutes that the parent company's financial statement was prepared according to Finnish Accounting Standards, and that the group account was prepared according to the International Financial Reporting Standards.

It was stated that the documents of the financial statement had been delivered to shareholders as an appendix to the notice of the meeting and that the documents had been available on the company's website

since 9 February 2016, in addition to being available in the meeting hall. The auditor's report was presented. The documents of the financial statement and the auditor's report were included as appendices to the minutes.

Appendices 4-5

**7**

**Confirmation of the financial statement**

The financial statement for 2015 was confirmed by the general meeting.

**8**

**Usage of the profit stated in the balance sheet, decision on the payment of dividends and capital distribution**

It was stated that the distributable funds, according to the parent company's balance sheet on 31 December 2015, amounted to EUR 99,711,102.42, the share of profit for the financial year being EUR 28,710,845.40.

It was stated that the Board of Directors had proposed to the general meeting that the parent company could pay EUR 0.50 per share as dividends for the fiscal year ending on 31 December 2015.

According to the proposal, dividends would be paid to shareholders that are included in the list of shareholders maintained by Euroclear Finland Oy on the reconciliation date, 7 March 2016. According to the proposal, the dividends and capital distribution would be paid on 22 March 2016.

It was stated that dividends will not be paid to shares that are controlled by the company itself. The total number of shares in the company on the date of the general meeting was 51,001,842; the company had control of 160,000 shares on the date of the general meeting. The total number of shares eligible for dividends was 50,841,842; the total amount of dividends was EUR 25,420,921.00.

It was stated that the board of directors had made a further proposition of transferring the undivided share of the profit for the financial year to the retained earnings account.

The general meeting decided, according to the board's proposal, that the dividends of the parent company's distributable earnings would be EUR 0.50 per share to the shareholders that are included in the list of shareholders maintained by Euroclear Finland Oy on the reconciliation date, 7 March 2016. Dividends shall be paid on 22 March 2016.

**9**

**Decision on granting discharge to board members and the CEO**

It was stated that discharge grants for the financial year 2015 concern the following persons:

Chairman of the Board Esa Lager, Deputy Chairman of the Board Jukka Heinonen, board members Andrea Attisani, Tarja Pääkkönen, Erik Selin, Timo Stenius and Ilkka Tomperi, as well as CEO Saku Sipola and,

additionally, previous Chairman Juha Laaksonen (until 3 March 2015), previous board members Timo Hukka and Vesa Immonen (until 3 March 2015) and Niina Rajakoski (until 22 October 2015), as well as previous CEO Erkka Valkila (until 16 November 2015).

The general meeting made the decision to grant discharge to the aforementioned members of the board and CEOs.

## 10

### **Decision on board member remuneration**

It was stated that the shareholders' nomination committee had proposed to the general meeting that remuneration would remain unchanged, and that nominated members of the board would receive, for the term of office beginning at the end of this general meeting and ending at the end of the annual general meeting for 2017, the following 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.

It was stated that the shareholders' nomination committee had further proposed that the Chairman and members of the board would be remunerated EUR 500 per meeting for attending board and committee meetings.

The general meeting approved the proposal.

## 11

### **Decision on the number of board members**

It was stated that, according to the company's Articles of Association, that the board of directors must include at least five and no more than nine members. The current board of directors has seven members.

It was stated that the shareholders' nomination committee has proposed that the membership of the board of directors is confirmed to be seven (7) members.

The general meeting decided to confirm the membership amount to seven (7)

## 12

### **Nomination of board members**

It was stated that the shareholders' nomination committee has proposed to the general meeting the following member nominations for the term of office beginning at the end of this general meeting and ending at the end of the annual general meeting for 2017:

Andrea Attisani,  
Marcus Hansson,  
Jukka Hienonen,  
Esa Lager,  
Tarja Pääkkönen,  
Erik Selin and  
Timo Stenius.

New member nominee Markus Hansson made an introduction.

The general meeting decided to appoint to the board of directors the shareholders' nomination committee's following nominees:

Andrea Attisani,  
 Marcus Hansson,  
 Jukka Hienonen,  
 Esa Lager,  
 Tarja Pääkkönen,  
 Erik Selin and  
 Timo Stenius.

### 13

#### **Nomination of the Chairman of the Board**

It was stated that the shareholders' nomination committee has proposed to the general meeting that, for the term of office beginning at the end of this general meeting and ending at the end of the annual general meeting for 2017, Erik Selin be appointed as the Chairman of the Board.

The general meeting decided to appoint Erik Selin as the Chairman, in accordance with the proposal.

### 14

#### **Decision on the auditor's remuneration**

It was stated that the board had, at the recommendation of the Audit Committee, proposed to the general meeting that the chosen auditor be paid according to the auditor's invoice, as was done in previous years.

The general meeting decided, in accordance with the proposal, to pay the auditor's fee, according to the auditor's invoice.

### 15

#### **Choice of auditor**

It was stated that, according to the company's Articles of Association, the company has one auditor that must be an audit firm approved of by the Finnish Central Chamber of Commerce. In the past accounting period, the company audits have been performed by KPMG Oy Ab.

It was stated that the Board had, at the recommendation of the Audit Committee, proposed to the general meeting that, for the term of office beginning at the end of this general meeting and ending at the end of the annual general meeting for 2017, KPMG Oy Ab is reinstated as the auditor.

The general meeting decided, in accordance with the proposal, to reinstate, for the term of office beginning at the end of this general meeting and ending at the end of the annual general meeting for 2017, KPMG Oy Ab as the auditor. It was entered in the minutes that KPMG Oy Ab had informed that the responsible auditor is Chartered Accountant Lasse Holopainen.

### 16

#### **Authorizing the board to decide on one or more directed, paid share issue(s)**

It was stated that the board has proposed for the general meeting to authorize the board to decide on one or more directed, paid share issue(s) in a manner that the total amount of new allotted shares is no more than 3,000,000 shares.

The board may, based on the authorization, decide on a directed share issue(s) within the statutory conditions, i.e. by derogation of the shareholders' right of priority. The board may use the authorization to fund property acquisitions that relate to the company's business or to fund and implement company acquisitions.

The board would have authorization to decide on the other conditions of the allotment.

The proposed maximum allotment corresponds to approximately 5.9 percent of the company's total amount of shares on the date of this notice of meeting.

The authorization would be valid until 28 February 2017, including this date.

The proposed authorization does not overrule the authorization given by the general meeting on 3 March 2015 to decide on one or more directed allotments of the 160,000 shares in direct control of the company.

The general meeting decided to authorize the board to decide on one or more directed paid share issue(s) according to the board's proposition.

## 17

### **Authorization for the board to decide on the paid share issue**

It was stated that the board has proposed to the general meeting that the meeting authorize the board to decide on a share issue in a manner that the allotment releases no more than 5,200,000 new shares and that shareholders have a right of priority to the allotted shares proportionate to their existing controlled shares.

The board would have authorization to decide on the other conditions of the share issue.

The proposed maximum allotment corresponds to approximately 10.2 percent of the company's total amount of shares on the date of this notice of meeting.

The authorization would be valid until 28 February 2017, including this date.

The proposed authorization does not overrule the proposed authorization in section 16 of these minutes or the authorization given by the general meeting on 3 March 2015 to decide on one or more directed allotments of the 160,000 shares in direct control of the company.

The general meeting decided to authorize the board to decide on a paid allotment of shares, according to the board's proposition.

## 18

### **Closing the meeting**

It was entered in the minutes that the decisions made during the general meeting were supported by all present shareholders.

The president stated that the items on the agenda are now closed and that the minutes will be available on the company's website by 17 March 2016.

The president closed the meeting at 12:15 pm.

President of the general meeting:

Mika Ilveskero

As security:

Riitta Salo

Minutes reviewed and approved by:

Antti Muilu

## **APPENDICES**

Appendix 1 Notice of General Meeting

Appendix 2 List of voters

Appendix 3 CEO brief

Appendix 4 Financial statement documents

Appendix 5 Auditor's report