

RESTAMAX PLC'S EXTRAORDINARY GENERAL MEETING

Time: 31 May 2018 at 3:00–3:37 pm

Place: Yo-talo, Tampere, Kauppakatu 10, FI-33210 Tampere.

Present: Shareholders, representatives and assistants listed in the confirmed voters list below at Section 5 were present or represented at the meeting.

In addition, members of the Board of Directors Petri Olkinuora, Mikko Aartio, Mika Niemi, CEO Juha Helminen, the company's senior management and technical staff as well as attorney Heli Piksilä-Rantanen and attorney Hannu Selin were present at the meeting. Members of the Board of Directors Timo Laine and Jarmo Viitala were not present at the meeting.

1. Opening of the meeting

The Vice-Chairman of the Board of Directors, Petri Olkinuora, opened the meeting.

Petri Olkinuora welcomed the shareholders and introduced the members of the Board of Directors present and the CEO.

2. Calling the meeting to order

Attorney Heli Piksilä-Rantanen was elected as the Chair for the meeting. The Chair called attorney Hannu Selin to act as the Secretary for the meeting.

The Chair explained the procedures and announced that matters shall be discussed in the order of the agenda distributed to the participants.

3. Election of persons scrutinising the minutes and supervising vote-counting

Jaana Sassi and Sami-Petteri Rajala were elected to scrutinise the minutes and supervise the counting of votes.

4. Recording the legality of the meeting

According to Section 9 of the Articles of Association, the notice of the General Meeting shall be published on the company's website no earlier than three (3) months and no later than three (3) weeks prior to the General Meeting. However, the notice must be published at least nine days before the record date of the General Meeting. In addition, the Board of Directors may decide to publish the notice, or a newspaper announcement of the publishing of the notice, in another manner.

The notice of the meeting was published on the company's website and as a stock exchange release on 12 April 2018 (appendices 1–2), and the proposals made to the General Meeting were published on the website and as a stock exchange release on 9 May 2018, and they were also available at the General Meeting.

It was established that the meeting had been convened in accordance with the Articles of Association and the Limited Liability Companies Act and that the convening was therefore valid and there was a quorum.

5. Recording those present and confirming the voters list

A list of attendees as of the beginning of the meeting and a voters list were presented, according to which 41 shareholders attended the General Meeting, either in person, by legal representative or by proxy. It was noted that 12,323,380 shares and votes were represented at the beginning of the meeting. The attendance and voters list as of the beginning of the meeting were confirmed and appended to the minutes (Appendix 3).

CEO Juha Helminen presented an overview of the planned RR Holding Oy share transaction.

6. Change in the company's Articles of Association

It was established that the Board of Directors' proposal regarding changing the Articles of Association was included in the notice of the meeting and has been available to the shareholders on the company's website as of 9 May 2018.

The Board of Directors withdrew its proposal on changing the Articles of association.

It was established that the item had been discussed.

7. Deciding on the number of the members of the Board of Directors and election of the Chairman, the Vice-Chairman and the members of the Board of Directors

It was established that the Board of Directors' proposal regarding the number of the members of the Board of Directors and election of the Chairman, the Vice-Chairman and the members of the Board of Directors was included in the notice of the meeting and has been available to the shareholders on the company's website as of 9 May 2018.

According to Section 4 of the Articles of Association, the company's Board of Directors includes five to seven permanent members. The Board of Directors has comprised five (5) members.

It was established that the Board of Directors had proposed that seven (7) permanent members be elected to the Board of Directors. Furthermore The Board of Directors proposed that Timo Laine, Petri Olkinuora, Mikko Aartio, Mika Niemi, Saku Tuominen, Tomi Terho and Mikko Kuusi be elected as members of the Board of Directors for the term ending at the end of the next Annual General Meeting. The Board of Directors also proposed that Timo Laine be elected as Chairman of the Board of Directors and Petri Olkinuora as Vice-Chairman.

The Board of Directors proposed that the decisions made under this item be conditional on the realisation of the corporate arrangements whereby the company acquires the entire share capital of RR Holding Oy, and should the corporate arrangement not be realised, the decisions made under this item will become void.

The General Meeting decided, in accordance with the Board of Directors' proposal, that seven (7) permanent members will be elected to the Board of Directors.

The General Meeting decided, in accordance with the Board of Directors' proposal, that Timo Laine, Petri Olkinuora, Mikko Aartio, Mika Niemi, Saku Tuominen, Tomi Terho and Mikko Kuusi will be elected as members of the Board of Directors for the term ending at the end of the next Annual General Meeting. Timo Laine was elected as the Chairman of the Board of Directors and Petri Olkinuora as the Vice-Chairman.

The General Meeting decided, in accordance with the Board of Directors' proposal, that the decisions made under this item be conditional on the realisation of the corporate arrangements whereby the company acquires the entire share capital of RR Holding Oy, and should the corporate arrangement not be realised, all of the decisions made under this item will become void.

8. Authorising the Board of Directors to make a decision on a share issue to acquire the shares of RR Holding Oy

It was established that the Board of Directors' proposal regarding authorising it to make a decision on a share issue was included in the notice of the meeting and has been available to the shareholders on the company's website as of 9 May 2018. It was also established that the following have also been available to the shareholders on the company's website as of 9 May 2018 or earlier:

- Restamax Plc's financial statements, annual report and auditor's report for the financial period that ended on 31 December 2017
- Minutes of Restamax Plc's Annual General Meeting held on 25 April 2018, which includes the decision of the Annual General Meeting regarding dividend payments
- Restamax Plc's interim financial report for 1 January–31 March 2018, published on 8 May 2018
- An account of events materially affecting the company's position that occurred after the preparation of the interim financial report, prepared by the Board of Directors of Restamax Plc on 9 May 2018
- RR Holding Oy's financial statements and auditor's report for the financial period that ended on 31 December 2017
- The Fairness Opinion report prepared by KPMG on the purchase conditions of RR Holding Oy on 8 May 2018

The General Meeting decided, in accordance with the Board of Directors' proposal, to authorise the Board of Directors to decide on the issuing of up to 2,300,000 new shares to be used as payment in the planned corporate acquisition, where the company will acquire the entire shareholding of RR Holding Oy ("Share Issue Authorisation").

The new shares may be issued in a special share issue deviating from the shareholders' pre-emptive right if, from the company's perspective, there is a justified financial reason for it. The issue of new shares or transfer of the company's own shares held by the company can also take place against apportion property or by using a claim for the company held by the subscriber to redeem the amount to be paid for the issue price or the price to be paid for the shares.

The Board of Directors will decide on all other matters related to share issues.

The share issue authorisation will remain valid until 31 December 2018. The authorisation does not override any previous share issue authorisations.

9. Authorising the Board of Directors to decide on a share issue

It was established that the Board of Directors' proposal regarding authorising it to make a decision on a share issue was included in the notice of the meeting and has been available to the shareholders on the company's website as of 9 May 2018.

The Board of Directors withdrew its proposal on the share issue authorisation.

It was established that the item had been discussed.

10. Closing of the General Meeting

The Chair stated that all of the matters on the agenda had been discussed. Minutes to be prepared on the General Meeting will be available to shareholders no later than 4 June 2018, on the company's website and at the head office.

The Chair closed the General Meeting at 3:37 pm.

Meeting and minutes confirmed by:

Heli Piksilä-Rantanen
Chair

Hannu Selin
Secretary

Minutes scrutinised and confirmed by:

Jaana Sassi

Sami-Petteri Rajala