

## **RESTAMAX PLC**

### **Proposals by the Board of Directors to the Annual General Meeting to be held on 26 April 2017**

#### **A PROPOSAL ON USING THE PROFIT SHOWN ON THE BALANCE SHEET AND PAYING A DIVIDEND**

According to the parent company's balance sheet on 31 December 2016, the distributable profits of the parent company were EUR 15,484,830.43, of which the profit for the 2016 financial period is EUR 6,814,342.05. With the invested unrestricted equity fund of EUR 37,541,513.54 included, the Company's distributable profits on 31 December 2016 were EUR 53,026,343.97.

Restamax Plc's Board of Directors proposes to the Annual General Meeting to be held on 26 April 2017 that a dividend of EUR 0.30 for each of the 16,619,620 Company shares be paid from the distributable profits of the parent company. The total of the dividends to be paid is EUR 4,985,886.00. The rest of the assets will remain in equity.

The dividend will be paid to shareholders who on the divided record date, 28 April 2017, are registered in the Company's shareholders' register held by Euroclear Finland Oy. The Board of Directors proposes that the dividends be paid on 10 May 2017.

There have been no significant changes in the Company's financial status since the end of the financial period. The Company's liquidity is good, and the Board finds that the proposed distribution of profits does not endanger the Company's solvency.

#### **A PROPOSAL ON THE AUDITOR'S REMUNERATION**

Restamax Plc's Board of Directors proposes to the Annual General Meeting to be held on 26 April 2017 that the auditor be paid remuneration based a reasonable invoice approved by the Company.

#### **A PROPOSAL THAT THE BOARD OF DIRECTORS BE GIVEN AUTHORISATION TO PURCHASE THE COMPANY'S OWN SHARES**

Restamax Plc's Board of Directors proposes that the Annual General Meeting to be held on 26 April 2017 authorise the Board to decide on the purchase of a maximum of 800,000 of the Company's own shares, using the unrestricted equity of the Company, in one or several tranches, taking into account the regulations of the Limited Liability Companies Act concerning the maximum number of shares in the Company's possession, under the following terms:

The Company's own shares shall be purchased with the funds from the Company's unrestricted equity, decreasing the distributable profits of the Company. The shares shall be purchased in trading on the regulated market in the Helsinki Stock Exchange, and therefore the purchase takes place by private placing and not in relation to the shares owned by the shareholders. The sum paid for the shares is the price announced on the acquisition day for Restamax Plc's shares on the regulated market on the stock list of Helsinki Stock Exchange. The shares are purchased in trading organised by Nasdaq Helsinki Oy in accordance with its rules and regulations.

The shares can be purchased for financing or carrying out possible corporate acquisitions or other arrangements, to implement incentive schemes within the Company, or for other purposes decided by the Board. The maximum amount of the shares to be purchased is equivalent to approximately 4.8 per cent of all the shares and votes of the Company calculated using the share count on the publication date of the invitation to the Annual General Meeting, so the purchase of the shares does not have a significant influence on the share ownership and the distribution of voting rights in the Company.

The Board of Directors shall decide on other matters related to the purchase of the Company's own shares.

The purchase authorisation is proposed to expire at the end of the Annual General Meeting of 2018, however no later than 18 months of the Annual General Meeting's authorisation decision.

## **A PROPOSAL THAT THE BOARD OF DIRECTORS BE AUTHORISED TO ISSUE SHARES**

Restamax Plc's Board of Directors proposes that the Annual General Meeting to be held on 26 April 2017, revoking previous authorisations to issue shares, authorise the Board to decide on the issue of up to 1,500,000 new shares, and on the assignment of up to 800,000 of the Company's own shares held by the Company ("Share Issue Authorisation").

The new shares can be issued and the Company's own shares held by it can be assigned in one or more instalments, either with or without payment. The new shares can be issued and the Company's own shares held by it can be assigned to Company shareholders in proportion to the Company shares that they already own or, deviating from the shareholders' pre-emptive right, in a direct issue if, from the Company's perspective, there is a justified financial reason for it, such as the financing or implementation of corporate acquisitions or other arrangements, development of the Company's equity structure, improvement of share liquidity or the implementation of Company incentives schemes. The issue of new shares or transfer of the Company's own shares held by the Company can also take place against apportionment of 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. A special issue may only be arranged without payment if a justified financial reason exists in terms of the overall benefit of the Company and all of its shareholders.

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

It is proposed that the Share Issue Authorisation expire at the end of the Annual General Meeting of 2018, however no later than 18 months from the Annual General Meeting's Share Issue Authorisation decision.

Tampere, 3 April 2017

RESTAMAX PLC

Board of Directors