

NOTICE TO THE ANNUAL GENERAL MEETING OF TAALERI PLC

Date **on Thursday, 7 April 2016 at 3.30 p.m.**

Location **Kattilahalli, Suvilahti, Sörnäisten rantatie 22, 00540 Helsinki, Finland**

The shareholders of Taaleri Plc are invited to attend the Annual General Meeting to be held of Thursday, 7 April 2016 at 3.30 p.m. at Kattilahalli, Suvilahti, at the address Sörnäisten rantatie 22, 00540 Helsinki, Finland. The reception of shareholders who have registered to attend the meeting and the distribution of voting tickets will start at 2.30 p.m.

A. MATTERS ON THE AGENDA OF THE ANNUAL GENERAL MEETING

1. Opening remarks
2. Call to order
3. Selection of persons to scrutinise the minutes and supervise the counting of votes
4. Recording the legality of the meeting
5. Recording the attendance at the meeting and adoption of list of votes
6. Presentation of the financial statements, the report of the Board of Directors and the auditor's report for 2015
 - Review by the CEO
7. Adoption of the financial statements
8. Resolution on the use of profit shown on the balance sheet as well as payment of a dividend and return of capital

The Board of Directors proposes that a dividend of EUR 0.14 per share be paid based on the balance sheet adopted for the financial year ended 31 December 2015 and that EUR 0.06 per share be returned to shareholders from the invested unrestricted equity fund.

The dividend and the return of capital will be paid to shareholders who on the dividend record date of 11 April 2016 are entered as shareholders in the company's shareholder register held by Euroclear Finland Ltd. The Board of Directors proposes that the dividend and the return of capital be paid on 18 April 2016.

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

10. Resolution on the remuneration of members of the Board of Directors

Shareholders representing a total of approximately 33 % of the company's shares have proposed that the members of the Board of Directors be paid annual remuneration as follows:

- Chairman of the Board EUR 38,000 per year
- Vice Chairman of the Board EUR 28,000 per year
- Member of the Board EUR 23,000 per year

The annual remuneration will cover the entire term of office and Committee work.

The Board of Directors has decided on a preliminary basis to establish Audit and Remuneration Committees, whose members will be appointed by the Board of Directors elected at the Annual General Meeting.

Shareholders representing a total of approximately 33 % of the company's shares have additionally proposed that travel and accommodation expenses be paid against an invoice for meetings of the Board of Directors and Committees held in a locality other than the home locality of a member of the Board.

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

Shareholders representing a total of approximately 33 % of the company's shares have proposed that the number of the members of the Board of Directors be confirmed as six (6).

12. Election of the members of the Board of Directors

Shareholders representing a total of approximately 33 % of the company's shares have proposed that all of the current members of Board of Directors, namely Peter Fagernäs, Juha Laaksonen, Pertti Laine, Vesa Puttonen and Esa Kiiskinen, be re-elected to the Board of Directors and that Hanna Maria Sievinen be elected as a new member of the Board of Directors. The term of office of members of the Board of Directors expires at the end of the Annual General Meeting that follows their election.

The above-mentioned nominees have agreed to their membership of the Board of Directors. Information regarding the nominees is provided on the company's website at the address <http://www.taaleri.com/home/investor-relations/general-meetings>.

The Board of Directors has assessed the independence of the nominees based on the independence criteria given in the Finnish Corporate Governance Code.

13. Resolution on the remuneration of the auditor

The Board of Directors proposes that the remuneration of the auditor be paid against invoices approved by the Audit Committee.

14. Election of the auditor

The Board of Directors proposes that Ernst & Young Oy, a firm of authorised public accounts, be re-elected as the company's auditor for a term ending at the close of the Annual General Meeting 2017.

Ernst & Young Oy has announced that Ulla Nykky, Authorised Public Accountant, who has served in the position since 20 March 2015, would continue as the auditor with principal responsibility.

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

The Board of Directors proposes that the Annual General Meeting authorise the Board of Directors to decide on the issuance of new shares and on the conveyance of own shares held by the company (treasury shares) on the following conditions:

The Board of Directors may issue new shares and convey treasury shares up to a maximum 3,000,000 shares.

New shares may be issued and treasury shares conveyed to the company's shareholders in proportion to their current shareholdings or in derogation of the pre-emptive subscription right of the shareholders by means of a directed share issue if there is a weighty financial reason for the company to do so, such as the shares are to be used as consideration in possible company acquisitions or in other arrangements that are part of the company's business or to finance investments or as part of the company's incentive scheme.

The Board of Directors may also decide on the issuance of shares without payment to the company itself.

The new shares may be issued and treasury shares may be conveyed either against payment or without payment. A directed share issue may be executed without payment only if there is an especially weighty financial reason for the company to do so, taking the interests of all shareholders into account.

The Board of Directors will decide on all other factors relating to the issuance and conveyance of shares.

It is proposed that the authorisation be valid for one (1) year from the decision of the Annual General Meeting, however until 30 June 2017 at the latest.

16. Closing remarks

B. MATERIALS FOR AGM 2016

The above-mentioned proposals for decisions on the matters in the agenda of the Annual General Meeting as well as this notice are available to shareholders on the Taaleri Plc website at the address <http://www.taaleri.com/home/investor-relations/general-meetings>. Taaleri Plc's company's financial statements, report of the Board of Directors and the auditor's report, is available from 9 March 2016 on the aforementioned website and at the company's head office at the address Kluuvikatu 3, 00100 Helsinki, Finland. Proposals for decisions made to the Annual General Meeting and financial statement documents will also be available at the Annual General Meeting.

The minutes of the Annual General Meeting will be available to shareholders on the aforementioned website from 21 April 2016 at the latest.

C. Instructions for those attending the Annual General Meeting

1. Entitlement to attend and registration

Shareholders recorded in the list of shareholders maintained by Euroclear Finland Ltd. on 24 March 2016 will be entitled to attend the Annual General Meeting. Shareholders with shares registered in a personal Finnish book-entry account are included in the company's list of shareholders.

Shareholders included in the company's list of shareholders who wish to attend the Annual General Meeting are required to register their intention to attend the meeting by 10.00 a.m. on 4 April 2016.

How to register for the Annual General Meeting:

- via the website at the address <http://www.taaleri.com/home/investor-relations/general-meetings>
- by phone: 020 770 6900, Monday to Friday 9.00 a.m.–4.00 p.m.; or
- by letter to the address Taaleri Plc, Annual General Meeting, Kluuvikatu 3, 00100 Helsinki, Finland

When registering to attend the Annual General Meeting, individuals are required to provide the following information: the shareholder's name, personal identity/business identity number, address and phone number, and the name and personal identity number of any representative or proxy. Any personal information will only be used in connection with the Annual General Meeting and the related processing of registrations.

Upon request at the meeting venue, a shareholder, or his or her representative or proxy, must be able to present proof of identity, if necessary.

2. Shareholders with nominee-registered holdings

Shareholders with nominee-registered holdings are entitled to attend the Annual General Meeting on the basis of their shares held on the record date, 24 March 2016, that would entitle them to be included in the list of shareholders maintained by Euroclear Finland Ltd. Attendance also requires that these shareholders are included temporarily in the list of shareholders maintained by Euroclear Finland Ltd by 10 a.m. on 4 April 2016. This is deemed to be the registration of a shareholder with nominee-registered holdings to attend the Annual General Meeting.

Shareholders with nominee-registered holdings are encouraged to request from their custodian bank the necessary instructions concerning temporary registration in the list of shareholders, the issuing of a letter of proxy and how to register to attend the Annual General Meeting. The account management organisation of the custodian bank should register any shareholders with nominee-registered holdings who wish to attend the Annual General Meeting in the list of shareholders no later than the deadline given above.

3. Proxy representative and letters of proxy

A shareholder is entitled to attend the Annual General Meeting and exercise his or her rights at the meeting by way of proxy representation. A proxy representative is required to present a dated letter of proxy, or otherwise show in a reliable manner that he or she is entitled to represent a shareholder.

In the event that a shareholder is represented by more than one proxy representing shares held in different book-entry accounts, each proxy must state which shares he or she represents when registering to attend the Annual General Meeting.

Originals of shareholders' letters of proxy are asked to be submitted before the end of the registration period at the address Taaleri Plc, Annual General Meeting, Kluuvikatu 3, 00100 Helsinki, Finland.

4. Other instructions and information

Shareholders attending the Annual General Meeting are entitled under Chapter 5, Section 25 of the Companies Act to present questions to the meeting regarding the items on the agenda.

On the date of issue of the notice to the Annual General Meeting, 9 March 2016, Taaleri Plc had a total of 28,350,620 shares, each of which grants entitlement to one (1) vote at the Annual General Meeting.

Helsinki, 9 March 2016

TAALERI PLC

BOARD OF DIRECTORS