

NOTICE TO THE ANNUAL GENERAL MEETING OF TAALERI PLC

Date Wednesday, 21 March 2018 at 3.30 p.m.
Location Savoy Theatre, Kasarmikatu 46, 00130 Helsinki, Finland

The shareholders of Taaleri Plc are invited to attend the Annual General Meeting to be held on Wednesday, 21st March 2018 at 3.30 p.m. at Savoy Theatre, at the address Kasarmikatu 46, 00130 Helsinki, Finland.

The reception of shareholders who have registered to attend the meeting and the distribution of voting tickets will start at 2.00 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 2017
 - 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

The Board of Directors proposes that a dividend of EUR 0.26 per share be paid based on the balance sheet adopted for the financial year ended 31 December 2017. The dividend will be paid to shareholders who on the dividend record date of 23 March 2018 are entered as shareholders in the company's shareholder register held by Euroclear Finland Ltd. The Board of Directors proposes that the dividend be paid on 3 April 2018.

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

The Nomination Committee of the Board has proposed that the members of the Board of Directors be paid annual remuneration as follows:

- | | |
|-----------------------------------|---------------------|
| • Chairman of the Board | EUR 50,000 per year |
| • Vice Chairman of the Board | EUR 36,000 per year |
| • Chairman of the Audit Committee | EUR 36,000 per year |
| • Member of the Board | EUR 30,000 per year |

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

The Nomination Committee of the Board proposes additionally, that:

- Members of the Committees who are not members of the Board, are paid 1,000 euro per meeting

- Travel and accommodation expenses of the members of the Board and the Committees are paid against invoices, when the meeting takes place outside member's domicile.

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

The Nomination Committee of the Board has 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

The Nomination Committee of the Board has proposed that all of the current members of Board of Directors, namely Peter Fagernäs, Juha Laaksonen, Esa Kiiskinen, Vesa Puttonen, Hanna Maria Sievinen and Tuomas Syrjänen, be re-elected to 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.

The Board of Directors has assessed all of the nominees to be independent of the Company and major shareholders based on the independence criteria given in the Finnish Corporate Governance Code 2015.

Information regarding the nominees is provided on the company's website at the address www.taaleri.com.

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 2018.

Ernst & Young Oy has announced that Ulla Nykky, Authorised Public Accountant, would continue as the auditor with principal responsibility.

15. Authorising the Board of Directors to make a decision on the purchase of the company's treasury shares

The Board of Directors proposes that it be authorised to decide on the purchase of the company's treasury shares using assets belonging to unrestricted equity on the following conditions:

Up to 2,000,000 shares may be purchased, corresponding to 7.05% of all the company's shares. The purchase may be made in one or more instalments.

The purchase price per share shall be the price given on the Helsinki Stock Exchange or another market-based price.

The shares may be acquired to develop the company's capital structure, to finance or implement corporate acquisitions, investments or other arrangements related to the company's business operations, to be used as part of the company's incentive scheme, or to be cancelled if justified from the point of view of the company and its shareholders.

The authorisation issued to the Board of Directors includes the right to decide whether the shares will be acquired in a private placement or in proportion to the shares owned by shareholders. The acquisition may take place through private placement only if there is a weighty financial reason for it from the company's perspective.

The Board of Directors has the right to decide on other matters concerning the purchase of shares.

This authorisation is valid for 18 months from the date of the close of the Annual General Meeting.

This authorisation cancels the authorisation to purchase the company's treasury shares issued at the General Meeting of 29 March 2017.

16. Authorising the Board of Directors to make a decision on share issue

The Board of Directors proposes that it be authorised to decide on the issue of new shares and the assignment of treasury shares in the possession of the company on the following terms:

The Board of Directors may issue new shares and assign treasury shares in the possession of the company up to a maximum of 2,500,000 shares, corresponding to 8.82% of all the company's shares.

The new shares may be issued and the treasury shares possessed by the company may be assigned to the company's shareholders in relation to their ownership of shares or deviating from the shareholder's pre-emptive subscription right in a private placement, if there is a weighty financial reason for it from the point of view of the company, such as using the shares as consideration in potential corporate acquisitions or other arrangements that are part of the company's business operations, or to finance investments or as part of the company's incentive scheme.

The Board of Directors may also decide on a free-of-charge share issue to the company itself.

The new shares may be issued and the shares possessed by the company may be assigned either against payment or without payment. A private placement may only be without payment if there is an especially weighty reason for it from the point of view of the company and taking into account the benefit of all its shareholders.

The Board of Directors will decide on all other factors related to share issues and the assignment of shares.

It is proposed that the authorisation be valid until the end of the next Annual General Meeting, however no longer than 30 June 2019.

This authorisation cancels the authorisation issued at the General Meeting on 29 March 2017.

17. Amendment of Section 4 of the Articles of Association

The Board of Directors proposes that Section 4 of the Articles of Association be amended to read as follows:

Section 4 Board of Directors

The Board of Directors comprises at least three (3) and no more than eight (8) members. The Chairman and Vice Chairman of the Board of Directors are elected by the General Meeting.

The term of office of the members of the Board of Directors ends at the close of the first Annual General Meeting following the election.

Valid Section 4 of the Articles of Association:

Section 4 Board of Directors

The Board of Directors comprises at least three (3) and no more than eight (8) members. The Board of Directors shall elect Chairman and Vice Chairman among its members.

The term of office of the members of the Board of Directors ends at the close of the first Annual General Meeting following the election.

18. Closing remarks

B. MATERIALS FOR AGM 2018

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 28 February 2018 on the aforementioned website and at the company's head office at the address Kasarmikatu 21 B, 00130 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 4 April 2018 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 9 March 2018 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 16 March 2018.

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: 0800 552 135, Monday to Friday 9.00 a.m. – 4.00 p.m.; or
- by letter to the address Taaleri Plc, Annual General Meeting, Kasarmikatu 21 B, 00130 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, 9 March 2018, 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 16 March 2018. 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, Kasarmikatu 21 B, 00130 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, 15 February 2018, 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, 15 February 2018

TAALERI PLC

BOARD OF DIRECTORS