

## ANNUAL GENERAL MEETING OF OMA SAVINGS BANK PLC

**DATE AND TIME:** 29.4.2019 klo 12.00

**VENUE:** Rake-hall, Erottajankatu 4 C, Helsinki

**ATTENDANCE:** Shareholders included in the list of votes (Appendix 1) confirmed at the meeting were recorded as being present, in person or by proxy.

Also present at the meeting were members of the Board of Directors Aila Hemminki, Aki Jaskari, Timo Kokkala, Heli Korpinen, Jyrki Mäkynen, Jarmo Salmi and the Chairman of the Board Jarmo Partanen, CEO Pasi Sydänlammi, Jaana Sandström, nominated for the Board of Directors, the auditor, and members of the company's senior management as well as technical staff and advocate Andreas Doepel.

### 1 OPENING OF THE MEETING

The Chairman of the Board of Directors Jarmo Partanen opened the meeting.

### 2 CALLING THE MEETING TO ORDER

Advocate Andreas Doepel was elected as Chairman of Annual General Meeting. The Chairman invited General Counsel Helena Juutilainen to act as the secretary of the meeting.

The Chairman described the meeting procedures for handling the matters included on the agenda.

### 3 ELECTION OF PERSONS TO SCRUTINISE THE MINUTES AND TO SUPERVISE THE COUNTING OF VOTES

Kimmo Tapionsalo and Harri Inkinen were elected as scrutinisers of the minutes as well as to supervise the counting of votes.

### 4 RECORDING THE LEGALITY OF THE MEETING

It was noted that the notice convening the meeting had been published on 21.3.2019 on the company's website and as a stock exchange release, and that according to the notice, the pre-registration had to take place no later than 24.4.2019.

It was noted that the Annual General Meeting documents had been available on company's website since 21.3.2019. It was noted that the proposals of the Shareholders' Nomination Committee on the composition and remuneration of the Board of Directors of Oma Savings Bank Plc had been published as a stock exchange release on 19.2.2019. It was noted that all the proposals to the Annual General Meeting were published on the company's website on 21.3.2019. The proposals were appended to the minutes (Appendix 2).

It was noted that the Annual General Meeting had been convened in compliance with the company's articles of association and the provisions of the Limited Liability Companies Act and based on this, the meeting was found to be quorum.

The notice convening the meeting was appended to the minutes (Appendix 3).

## **5 RECORDING THE ATTENDANCE AT THE MEETING AND ADOPTION OF THE LIST OF VOTES**

The list of the participants and the list of votes at the opening of the meeting were presented, according to which 46 shareholders were present either personally or represented by a statutory or authorized representative (Appendix 1).

There were 25.326.646 shares represented at the opening of the meeting, representing 25.326.646 votes and thus approximately 85,6 % of all votes.

It was noted that at the beginning of any vote the list of votes would be confirmed to correspond with the attendance of the meeting.

It was noted that certain nominee-registered shareholders had submitted voting instructions to the company prior to the Annual General Meeting. The summary list of the voting instructions is kept in the company as a separate annex to the minutes. It was noted that the voting instructions contained only positive votes.

## **6 PRESENTATION OF THE FINANCIAL STATEMENTS, THE REPORT OF THE BOARD OF DIRECTORS AND THE AUDITOR'S REPORT FOR THE YEAR 2018**

CEO Pasi Sydänlammi presented a review of the company's activities in 2018 and answered shareholders' questions.

The financial statements for the financial year 1.1.2018-31.12.2018 and the report of the Board of Directors were presented.

It was noted that the financial statement documentation had been available on the company's website before the Annual General Meeting in compliance with the provisions of the Limited Liability Companies Act.

The financial statement documentation was appended to the minutes (Appendix 4).

The company's responsible auditor Juha-Pekka Mylén, APA, presented the main points of the auditor's report and answered the shareholders' questions.

The auditor's report was appended to the minutes (Appendix 5).

## **7 ADOPTION OF THE FINANCIAL STATEMENTS FOR THE YEAR 2018**

The Annual General Meeting adopted the financial statements and consolidated financial statements for the financial year 1.1.2018 –31.12.2018.

**8 RESOLUTION ON THE USE OF THE PROFIT SHOWN ON THE BALANCE SHEET AND THE PAYMENT OF DIVIDEND**

It was noted that the Board of Directors had proposed that on the basis of the adopted balance sheet for the financial year ended 31.12.2018, a dividend of EUR 0,14 per share will be distributed. The dividend will be paid to the shareholders who, on the dividend record date 2.5.2019, were registered in the company's shareholders' register maintained by Euroclear Finland Oy. Osingonmaksun täsmäytyspäivänä yhtiön hallussa oleville osakkeille ei makseta osinkoa. No dividend will be paid on shares owned by the company on the record date of the dividend payment. The dividend shall be paid on 9.5.2019.

The Annual General Meeting resolved that a dividend be paid from the parent company's distributable funds according to the proposal of the Board of Directors.

**9 RESOLUTION ON THE DISCHARGE FROM LIABILITY OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE CEO**

The Annual General Meeting resolved to grant discharge from liability to the members of the Board of Directors and CEO for the financial year 1.1.2018–31.12.2018.

**10 RESOLUTION ON THE REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS**

It was noted that the Shareholders' Nomination Committee had proposed that the remuneration for the member of the Board of Directors to be paid in accordance with the proposal set out in the notice of Annual General Meeting.

The Annual General Meeting resolved, in accordance with the proposal of the Shareholders' Nomination Committee, that the annual remunerations for the members of the Board of Directors to be paid as follows: EUR 43.000 to the Chairman of the Board, EUR 26.000 to the Deputy Chairman of the Board and EUR 16.000 to each other Board member.

In addition, each member of the Board will be paid a fee of EUR 1.000 for each Board meeting. A meeting fee of EUR 500 per meeting is paid for teleconferences and committee meetings.

The Annual General Meeting also resolved, in accordance with the proposal of the Shareholders' Nomination Committee, that the Chairman of the Board of Directors Jarmo Partanen will be paid an additional remuneration equivalent to two month's salary, ie EUR 48.106.

**11 RESOLUTION ON THE REMUNERATION OF THE AUDITOR**

It was noted that the Board of Directors had proposed that the remuneration to the auditor to be paid in accordance with the auditors' reasonable invoice.

The Annual General Meeting resolved, in accordance with the proposal of the Board of Directors, that the auditor to be elected is remunerated based on a reasonable invoice

## 12 RESOLUTION ON THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS

It was noted that the Shareholders' Nomination Committee had proposed to the Annual General Meeting that the number of members of the company's Board of Directors be confirmed as seven (7) members.

In accordance with the proposal of the Shareholders' Nomination Committee, the Annual General Meeting resolved that the number of members of the Board of Directors be confirmed as seven (7).

## 13 ELECTION OF THE MEMBERS OF THE BOARD OF DIRECTORS

It was noted that the Shareholders' Nomination Committee had proposed that the following persons to be re-elected as Board members: Aila Hemminki, Aki Jaskari, Timo Kokkala, Heli Korpinen, Jyrki Mäkynen and Jarmo Salmi.

In addition, the Shareholders' Nomination Committee had proposed that Jaana Sandström, D.Sc. (Tech.), will be elected as a new member of the Board of Directors in accordance with her consent.

It was noted that the present members of the Board of Directors presented themselves to the Annual General Meeting and that the Chairman of the Shareholders' Nomination Committee Raimo Härmä presented Jaana Sandström to the Annual General Meeting.

It was noted that the said persons had given their consent to the assignment and that the FIN-FSA had stated that it had no objection to the nomination of these candidates as members of the Board of Directors.

The Annual General Meeting resolved, in accordance with the proposal of the Shareholders' Nomination Committee, to re-elect as Board members for the term of office ending at the closing of the next Annual General Meeting, the present Board members Aila Hemminki, Aki Jaskari, Timo Kokkala, Heli Korpinen, Jyrki Mäkynen ja Jarmo Salmi. In addition Jaana Sandström was elected as a new member of the Board.

## 14 ELECTION OF AUDITOR

It was noted that, in accordance with the Articles of Association, the company shall have one (1) auditor, which must be an auditing firm registered in the auditor register maintained by the Finnish Patent and Registration Office and whose principal auditor is an authorized public accountant.

It was noted that the Board of Directors had proposed public accountants KPMG Oy Ab to be elected as the company's auditor for the term of office beginning at the closing of the Annual General Meeting in 2019 and ending at the closing of the Annual General Meeting in 2020. M.Sc. (Econ.), APA Fredrik Westerholm would be acting as a responsible auditor.

It was noted that the proposed auditor had given his consent to the assignment.

The Annual General Meeting resolved, in accordance with the Board of Directors' proposal that the public accountants KPMG Oy Ab be elected as the company's auditor for the term of office ending at the closing of the Annual General Meeting in 2020. M.Sc. (Econ.), APA Fredrik Westerholm will be acting as a responsible auditor.

## 15 CHARTER OF THE SHAREHOLDERS' COMMITTEE

The Annual General Meeting resolved, in accordance with the proposal of the Board of Directors, that the remuneration for the members of the Shareholders' Committee to be paid EUR 1.000/meeting.

## 16 CLOSING OF THE MEETING

It was noted that all the shareholders present supported the decisions taken at the Annual General Meeting.

The Chairman of the Annual General Meeting noted that all the items on the agenda had been discussed, and the minutes of the meeting would be available at the company's website no later than 13.5.2019.

The Chairman concluded the meeting at 13.15.

### Chairman of the Annual General Meeting

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Andreas Doepel  
attorney

### In witness whereof

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Helena Juutilainen  
general counsel

### Minutes scrutinised and approved:

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Kimmo Tapionsalo

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Harri Inkinen

Appendices:



<b>Appendix 1</b>	List of votes at the beginning of the meeting and the final list of votes
<b>Appendix 2</b>	Proposals to the Annual General Meeting
<b>Appendix 3</b>	Notice convening the meeting
<b>Appendix 4</b>	Financial statement documentation
<b>Appendix 5</b>	Auditor's report