

Notice to the General Meeting of Musti Group Plc

Musti Group plc Stock Exchange Release Notice to general meeting 28 December 2020 at 11:00 a.m.

Notice is given to the shareholders of Musti Group Plc (the "Company") to participate in the Annual General Meeting to be held on Thursday 21 January 2021 at 3:00 p.m. in the Company's headquarters at Mäkitorpantie 3 B, FI-00620 Helsinki, Finland. Shareholders of the Company and their representatives may participate in the meeting and exercise shareholder rights only through voting in advance as well as by making counterproposals and presenting questions in advance in accordance with this notice and other instructions by the Company. It is not possible for shareholders or their representatives to participate at the meeting venue in person. Instructions for shareholders are presented in this notice under section C of this notice and on the Company's website.

The Board of Directors of the Company has resolved on the exceptional procedure for the meeting based on the temporary legislative act to limit the spread of the Covid-19 pandemic (677/2020) approved by the Finnish Parliament on 15 September 2020, which entered into force on 3 October 2020. The Company has resolved to take actions enabled by the act in order to hold the meeting in a predictable manner, taking into account the health and safety of the Company's shareholders, personnel and other stakeholders.

A. Matters on the agenda of the General Meeting

At the General Meeting, the following matters will be considered:

1. Opening of the meeting

The presentation of the Chairman of the Board will be pre-recorded and will be published on the Company's website at www.mustigroup.com/agm on the day of this notice to the Annual General Meeting.

2. Calling the meeting to order

The Chairman of the General Meeting will be Antti Ihamuotila, attorney-at-law. In case Antti Ihamuotila would not be able to act as the Chairman of the General Meeting for a weighty reason, the Board of Directors will name another person it deems most suitable to act as the Chairman.

3. Election of the person to scrutinize the minutes and to verify the counting of votes

The person to scrutinize the minutes and to verify the counting of votes will be Laura Huomo, attorney-at-law. In case Laura Huomo would not be able to act as the person to scrutinize the minutes and to verify the counting of votes for a weighty reason, the Board of Directors will name another person it deems most suitable to act in that role.

4. Recording the legality of the meeting

5. Recording the attendance at the meeting and adoption of the list of votes

The shareholders who have voted in advance within the advance voting period and who have the right to participate in the meeting pursuant to Chapter 5 Sections 6 and 6a of the Finnish Companies Act will be recorded to have been represented at the meeting. The list of votes will be adopted according to the information provided by Euroclear Finland Ltd.

6. Presentation of the annual accounts, the report of the Board of Directors and the auditor's report for the financial year 1 October 2019 – 30 September 2020

As participation in the General Meeting is possible only in advance, the Annual Report published by the Company on 18 December 2020 and available on the Company's website at www.mustigroup.com/agm, including the Company's annual accounts, the report of the Board of Directors and the auditor's report, will be deemed to have been presented to the General Meeting.

The review of the Company's CEO will be pre-recorded and will be published on the Company's website on the day of this notice to the Annual General Meeting.

7. Adoption of the annual accounts

The Board of Directors proposes that the General Meeting adopt the annual accounts.

8. Resolution on the use of profits shown on the balance sheet and the return of capital

The parent company's distributable funds as at 30 September 2020 totaled EUR 167,909,159.28, of which the loss for the financial year was EUR -128,875.23. The Board of Directors proposes to the General Meeting that the loss for the financial year 1 October 2019 – 30 September 2020 be added to retained earnings and that no dividend be paid.

The Board of Directors proposes to the Annual General Meeting that, based on the balance sheet adopted for the financial year 1 October 2019 – 30 September 2020, shareholders be paid a capital return of EUR 0.38 per share to be distributed from the invested unrestricted equity reserve. The capital return shall be paid to the shareholders who are registered in the shareholders' register of the Company maintained by Euroclear Finland Ltd. on the capital return record date of 25 January 2021. The Board proposes that the capital return payment date will be 2 February 2021.

9. Resolution on the discharge of the persons who have acted as members of the Board of Directors and as CEO from liability for the financial year 1 October 2019 – 30 September 2020

10. Handling of the remuneration policy for governing bodies

As participation in the General Meeting is possible only in advance, the Remuneration Policy for the Board of Directors as well as the CEO and a possible deputy CEO, which is attached to this notice to the Annual General Meeting, is deemed to have been presented to the General Meeting. The Remuneration Policy is also available on the Company's website at www.mustigroup.com/agm. The presentation of the Chairman of the Board, which includes a summary of the Remuneration Policy, will be published on the Company's website on the day of this notice to the Annual General Meeting. The resolution concerning approval of the Remuneration Policy is advisory.

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

The Board of Directors proposes, based on the Remuneration Committee's recommendation, that the members of the Board of Directors be paid the following annual remuneration:

- Chairman of the Board: EUR 60,000;
- Vice-Chairman of the Board: EUR 35,000; and
- Other members of the Board of Directors: EUR 30,000.

The Board of Directors also proposes, based on the Remuneration Committee's recommendation, that the members of the Audit Committee and the Remuneration Committee of Board of Directors be paid the following annual remuneration:

- Chairman of the Committee: EUR 5,000; and
- Other Committee members: EUR 2,500.

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

The Board of Directors proposes that the number of members of the Board of Directors shall be 4.

13. Election of members of the Board of Directors

The Board of Directors proposes that current members of the Board of Directors Jeffrey David, Ingrid Jonasson Blank and Juho Frilander be re-elected and that, in addition, Ilkka Laurila be elected as a new member of the Board of Directors. Further information on the candidates and their independence are presented on the Company's website at www.mustigroup.com/agm. The CV of Ilkka Laurila is attached to this notice. The term of office of the members of the Board of Directors expires at the end of the next Annual General Meeting.

14. Resolution on the remuneration of the auditor

The Board of Directors proposes, based on the Audit Committee's recommendation, that the remuneration of the auditor be paid against a reasonable invoice approved by the Audit Committee.

15. Election of auditor

The Board of Directors proposes, based on the Audit Committee's recommendation, that Ernst & Young Ltd, Authorized Public Accountants, be re-elected auditor of the Company. Ernst & Young Ltd has notified that Johanna Winqvist-Ilkka, Authorized Public Accountant, would act as the auditor with principal responsibility. The term of office of the auditor expires at the end of the next Annual General Meeting.

16. Authorizing the Board of Directors to decide on the repurchase and/or on the acceptance as pledge of the Company's own shares

The Board of Directors proposes to the Annual General Meeting that the Board of Directors be authorized to decide on the repurchase of the Company's own shares and/or on the acceptance as pledge of the Company's own shares as follows.

The amount of own shares to be repurchased and/or accepted as pledge based on this authorization shall not exceed 3,185,000 shares in total, which corresponds to approximately 9.5 per cent of all of the shares in the Company. However, the Company together with its subsidiaries cannot at any moment own and/or hold as pledge more than 10 per cent of all the shares in the Company.

Own shares can be repurchased only using the unrestricted equity of the Company at a price formed in public trading on the date of the repurchase or otherwise at a price determined by the markets.

The Board of Directors decides on all other matters related to the repurchase and/or acceptance as pledge of own shares. Own shares can be repurchased using, inter alia, derivatives. Own shares can be repurchased otherwise than in proportion to the shareholdings of the shareholders (directed repurchase).

This authorization cancels previous unused authorizations to repurchase the Company's own shares and/or to accept the Company's own shares as pledge. The authorization is effective until the next Annual General Meeting, however, no longer than until 21 July 2022.

17. Authorizing the Board of Directors to decide on the issuance of shares as well as the issuance of special rights entitling to shares

The Board of Directors proposes to the Annual General Meeting that the Board of Directors be authorized to decide on the issuance of shares as well as the issuance of special rights entitling to shares referred to in chapter 10 section 1 of the Finnish Companies Act as follows.

The amount of shares to be issued based on this authorization shall not exceed 3,185,000 shares, which corresponds to approximately 9.5 per cent of all of the shares in the Company. The authorization covers both the issuance of new shares as well as the transfer of own shares held by the Company.

The Board of Directors decides on all the conditions of the issuance of shares and of special rights entitling to shares. The issuance of shares and of special rights entitling to shares may be carried out in deviation from the shareholders' pre-emptive rights (directed issue).

This authorization cancels previous unused authorizations to decide on the issuance of shares as well as on the issuance of special rights entitling to shares. The authorization is effective until the next Annual General Meeting, however, no longer than until 21 July 2022.

18 Closing of the meeting

B. Documents of the General Meeting

The proposals for the resolutions on the matters on the agenda of the General Meeting as well as this notice are available on the Company's website at www.mustigroup.com/agma The Company's Remuneration Policy and the Annual Report of Musti Group plc, which includes the Company's annual accounts, the report of the Board of Directors and the auditor's report are also available on the same website. A copy of the Annual Report will be sent to shareholders upon request. The minutes of the General Meeting will be available on the Company's website by no later than 4 February 2021.

C. Instructions for the participants in the General Meeting

The Company takes the threat of the COVID- 19 pandemic seriously and wants to secure a safe meeting for the Company's shareholders and employees. The Annual General Meeting is arranged such that it is not possible for shareholders or their representatives to participate at the meeting venue in person. It is also not possible for shareholders or their representatives to participate via real-time technical connection. Shareholders and their representatives can only participate in the General Meeting and use their rights by voting in advance as well as by making counterproposals or presenting questions in advance by following the below instructions.

1. Shareholders registered in the shareholders' register

Each shareholder, who is on 11 January 2021 registered in the shareholders' register of the Company maintained by Euroclear Finland Ltd., has the right to participate in the General Meeting. A shareholder, whose shares are registered on his/her personal Finnish book-entry account, is registered in the shareholders' register of the Company. Shareholders can only participate in the General Meeting and use their rights by voting in advance as well as by making counterproposals or presenting questions in advance by following the below instructions.

2. Registration and advance voting

The registration period and advance voting period commence on 1 January 2021 at 12:00 noon, after the deadline for delivering counterproposals to be put to a vote has expired. A shareholder, who is registered in the Company's shareholders' register and who wishes to participate in the General Meeting by voting in advance, must register for the General Meeting by giving a prior notice of participation and by delivering his/her votes no later than on 14 January 2020 at 4 p.m., by which time the notice and votes must be received.

When registering, requested information such as the name, personal identification number or Business ID, address and telephone number of the shareholder, as well as requested information on a possible proxy representative, such as their name and personal identification number, must be notified. The personal data submitted to Euroclear Finland Ltd. will be used only in connection with the General Meeting and with the processing of related registrations.

Shareholders can register and vote in advance on certain matters on the agenda during the period 1 January 2021 at 12:00 noon – 14 January 2021 at 4 p.m. in the following manners:

- a) electronically via the Company's website at www.mustigroup.com/agm. Registration requires strong electronic authentication of the shareholder. When a shareholders who are natural persons log into the service through the Company's website, they are directed to the electronic authentication. After this, a shareholder can in one session register to the General Meeting, authorize another person and vote in advance. Strong electronic authentication can be conducted with online banking codes or a mobile certificate. For shareholders that are legal persons, no strong electronic authentication is required. However, shareholders that are legal persons must notify their book-entry account number and other required information Terms and other instructions for electronic advance voting are available on the website; or
- b) by mail or e-mail by sending the voting instructions form available on the Company's website at www.mustigroup.com/agm to Euroclear Finland Ltd., Yhtiökokous, P.O. Box 1110, FI-00101 Helsinki or by e-mail to yhtiokokous@euroclear.eu.

The voting instructions form is available on the Company's website at the latest from 1 January 2021 12:00 noon onwards. A representative of a shareholder must in connection with delivering the voting form produce a dated proxy authorization document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder at the General Meeting.

If a shareholder participates in the General Meeting by delivering votes in advance to Euroclear Finland Ltd., the delivery of the votes shall constitute due registration for the General Meeting, provided that necessary information is provided.

The terms and other instructions concerning the voting by mail or e-mail are available on the Company's website at www.mustigroup.com/agm.

3. Proxy representatives and powers of attorney

A shareholder may participate in the General Meeting and exercise his/her rights at the meeting by way of proxy representation. A proxy representative must also vote in advance. A proxy representative shall produce a dated proxy authorization document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder at the General Meeting.

If a shareholder participates in the General Meeting by means of several proxy representatives representing the shareholder with shares on different securities accounts, the shares in respect of which each proxy representative represents the shareholder shall be identified in connection with the registration.

Possible proxy authorization documents are requested to be mailed to Musti Group plc, Annual General Meeting, Mäkitorpantie 3 B, FI-00620 Helsinki or by e-mail to agm@mustigroup.com before the expiry of the deadline for registrations, at which time the proxy authorization documents must be received.

4. Holders of nominee-registered shares

Holders of nominee-registered shares have the right to participate in the General Meeting by virtue of such shares, based on which they on the record date of the General meeting on 11 January 2021 would be entitled to be registered in the shareholders' register of the company maintained by Euroclear Finland Ltd. The right to participate requires, in addition, that the shareholder on the basis of such shares has been registered in the temporary shareholders' register maintained by Euroclear Finland Ltd. by 18 January 2021 at 10 a.m., at the latest. As regards nominee-registered shares this constitutes due registration for the General Meeting.

Holders of nominee-registered shares are advised to request from their custodian bank, without delay, necessary instructions regarding the registration in the shareholder's register of the Company, the issuing of proxy authorization documents and registration for the General Meeting. The account management organisation of the custodian bank shall register a holder of nominee-registered shares wishing to participate in the General Meeting to be temporarily entered into the shareholders' register of the Company by the above specified time at the latest. In addition, the account management organization of the custodian bank shall also arrange voting in advance on behalf of the holder of nominee-registered shares within the registration period applicable to nominee-registered shares.

5. Other instructions and information

Shareholders holding at least one hundredth of all of the shares in the Company have the right to make a counterproposal to the resolution proposals on the agenda of the General Meeting, which will be put to a vote. Such counterproposals must be delivered to the Company by e-mail to agm@mustigroup.com by no later than 31 December 2020 at 4 p.m., by which time the counterproposals must be received. Shareholders making a counterproposal must in connection with delivering the counterproposal present evidence of their shareholdings. The counterproposal will be considered at the General Meeting, provided that the shareholder has the right to participate in the meeting and that the shareholder holds shares corresponding to at least one hundredth of all of the shares in the Company on the record date of the meeting. If the counterproposal will not be taken up for consideration at the General Meeting, the votes given in favor of the counterproposal will not be taken into account. The Company publishes possible counterproposals to be put to a vote on the Company's website www.mustigroup.com/agm by no later than 1 January 2021 12:00 noon.



A shareholder may present questions pursuant to Chapter 5, Section 25 of the Finnish Companies Act until 7 January 2021 by e-mail to agm@mustigroup.com. Such questions by shareholders, responses by the Company's management to such questions as well as counterproposals other than those to be put to a vote are available on the on the Company's website at www.mustigroup.com/agm no later than on 12 January 2021. As a prerequisite for presenting questions or counterproposals, shareholders must present sufficient evidence to the Company of their shareholdings.

The information concerning the General Meeting required under the Companies Act and the Securities Markets Act is, available on the Company's website at www.mustigroup.com/agm.

On the date of this notice, the total number of shares in Musti Group plc is 33,535,453 carrying an aggregate of 33,535,453 votes. According to the Articles of Association each share carries one vote. On the date of this invitation, the Company holds 61,000 treasury shares, in respect of which voting rights cannot be used at the Annual General Meeting.

Changes in the number of shares held after the record date of the General Meeting shall not have an effect on the right to participate the General Meeting nor on the number of votes held by a shareholder in the General Meeting.

In Helsinki, 28 December 2020

MUSTI GROUP PLC

THE BOARD OF DIRECTORS