

Notice of the Annual General Meeting

Notice is given to the shareholders of Altia Plc of the Annual General Meeting to be held on Wednesday, 25 March 2020 at 4.00 p.m. at A hall of Finlandiahall, entrances K1 and M1, Mannerheimintie 13e, 00100 Helsinki, Finland. The reception of attendees who have registered for the meeting will commence at 3.00 p.m.

A. Matters on the agenda of the Annual General Meeting

The following matters will be considered at the Annual General Meeting:

- 1. Opening of the meeting**
- 2. Calling the meeting to order**
- 3. Election of persons to scrutinize the minutes and to supervise the counting of votes**
- 4. Recording of the legality of the meeting**
- 5. Recording the attendance at the meeting and adoption of the list of votes**
- 6. Presentation of the Financial Statements, the Report of the Board of Directors and the Auditor's Report for the year 2019**
 - Review of Remuneration in 2019 by the Chairman of the Board of Directors
 - Review by the CEO, including the presentation of the Financial Statements, the Report of the Board of Directors and the Responsibility Report
 - Auditor's Report presented by the Auditor
- 7. Adoption of the Financial Statements**
- 8. Resolution on the use of profit shown on the balance sheet and the payment of dividend**

According to the Financial Statements on 31 December 2019, the parent company's distributable funds amount to EUR 96 936 582.11, including profit for the period of EUR 38 585 786.54.

The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0.42 per share be paid for the financial year 2019. The dividend will be paid to a shareholder registered in the shareholders' register held by Euroclear Finland Oy on the record date of the payment, i.e. 27 March 2020. The Board of Directors proposes that the dividend be paid on 3 April 2020.

- 9. Resolution on the discharge of the members of the Board of Directors and the CEO from liability**
- 10. Adoption of the Remuneration Policy for governing bodies**

The Board of Directors proposes to the Annual General Meeting that the Remuneration Policy for the governing bodies be adopted.

The Remuneration Policy will be published by a stock exchange release and will be available on the company's website at www.altiagroup.com/investors by 4 March 2020 at the latest.

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

The Shareholders' Nomination Board proposes to the Annual General Meeting that the remuneration to be paid to the members of the Board of Directors during the next term would consist of a monthly term of office fee as follows:

- EUR 4 000 per month, Chairman
- EUR 2 500 per month, Vice Chairman
- EUR 2 000 per month, member

In addition to the monthly fee, the members of the Board of Directors would receive a meeting fee for the Board of Directors and Board Committee meetings of EUR 600 per meeting for Board members residing in Finland and EUR 1 200 per meeting for Board members residing abroad. Travel expenses would be reimbursed in accordance with the company's travel policy.

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

The Shareholders' Nomination Board proposes to the Annual General Meeting that the number of members of the Board of Directors would be seven (7).

13. Election of the members of the Board of Directors

The Shareholders' Nomination Board proposes that of the present members of the Board of Directors Tiina Lencioni, Jukka Ohtola, Anette Rosengren, Torsten Steenholt and Sanna Suvanto-Harsaae, would be re-elected to the Board of Directors and that Jukka Leinonen and Jyrki Mäki-Kala would be elected as new members. The term for the members of the Board of Directors lasts until the end of the next Annual General Meeting.

All of the proposed members of the Board of Directors have been determined to be independent of the company. Furthermore, the proposed members of the Board of Directors, with the exception of Jukka Ohtola, have been determined to be independent of the company's major shareholders. Jukka Ohtola is a member of the Board of Directors of State Development Company Vake Oy and holds an office in the Ownership Steering Department of the Finnish Prime Minister's Office and is therefore not independent of the company's major shareholders.

Further, the Shareholders' Nomination Board proposes to the Annual General Meeting, that Sanna Suvanto-Harsaae be elected as Chairman and Jyrki Mäki-Kala as Vice Chairman of the Board of Directors.

The CV's of all persons proposed as members of the Board of Directors are available on the company's website at www.altiagroup.com/investors.

14. Resolution on the remuneration of the auditor

Upon the recommendation of the Audit Committee, the Board of Directors proposes to the Annual General Meeting that the auditor's fees be paid against an invoice approved by the company.

15. Election of the auditor

Upon the recommendation of the Audit Committee, the Board of Directors proposes to the Annual General Meeting, that PricewaterhouseCoopers Oy be re-elected as the company's auditor for a term that ends at the close of the next Annual General Meeting. PricewaterhouseCoopers Oy has informed the company that Authorized Public Accountant Ylva Eriksson would continue as the auditor in charge.

16. Amendment of the Articles of Association

The Board of Directors proposes to the Annual General Meeting that the first sentence of Article 4 of the company's Articles of Association be amended in order to set the maximum number of members of the Board of Directors of the company at eight members instead of the current seven members. The first sentence of Article 4 of the Articles of Association would following the amendment read as follows:

"The company's Board of Directors shall comprise a minimum of three (3) and a maximum of eight (8) members."

Article 4 of the Articles of Association will otherwise remain unchanged.

Further, the Board of Directors proposes to the Annual General Meeting that Article 11 of the company's Articles of Association be amended so that the Annual General Meeting shall decide, in addition to the items that currently appear from Article 11, also on the adoption of the remuneration policy when necessary, and on the adoption of the remuneration report. Article 11 of the Articles of Association would following the amendments read as follows:

"The Annual General Meeting must be held annually within six (6) months from the end of the financial year on the date specified by the Board of Directors.

The General Meeting shall present:

1. financial statements, which includes parent company's profit and loss account, balance sheet, and notes, as well as the consolidated financial statements and the Board of Directors' report;
2. the auditor's report;

shall decide on:

1. the adoption of the financial statements;
2. the use of the profit shown on the balance sheet;
3. the discharge from liability to the members of the Board of Directors and the CEO;
4. the adoption of the remuneration policy, when necessary;
5. the adoption of the remuneration report;
6. the number of the members of the Board of Directors, as well as the remuneration payable to the members of the Board of Directors and the auditor and;

shall elect:

1. a Chairman and Vice Chairman of the Board of Directors and other members of the Board of Directors;
2. an auditor;

shall deal with:

1. any matters notified by the shareholders in the manner provided for in Section 5 of Chapter 5 of the Finnish Limited Liability Companies Act; and
2. other matters listed in the meeting notice."

17. Authorization of the Board of Directors to resolve on the repurchase of the company's own shares

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors to resolve on the repurchase of the company's own shares. The number of shares to be repurchased by virtue of the authorization shall not exceed 360,000 own shares in the company, which corresponds to approximately one percent of all the company's shares at the time of the proposal,

subject to the provisions of the Finnish Companies Act on the maximum amount of shares owned by the company or its subsidiaries.

The shares may be repurchased in one or several instalments and either through a tender offer made to all shareholders on equal terms or in another proportion than that of the existing shareholdings of the shareholders in the company in public trading at the prevailing market price. The shares would be repurchased with funds from the company's unrestricted shareholders' equity.

The shares could be repurchased for the purpose of implementing the company's share-based incentive plans or share savings plans. The Board of Directors would be authorized to resolve on all other terms and conditions regarding the repurchase of the company's own shares.

The authorization is proposed to be valid until the close of the next Annual General Meeting, however, no longer than until 30 June 2021.

18. Amendment of the charter of the Shareholders' Nomination Board

According to section 2 of the current charter of the Shareholders' Nomination Board, the members of the Nomination Board shall represent the company's three (3) largest shareholders who (i) represent the largest number of votes of all shares in the company on the first banking day of September each year (the "Value Day") as determined on the basis of the shareholder register of the company maintained by Euroclear Finland Ltd; and (ii) wish to nominate a member to the Nomination Board.

The Shareholders' Nomination Board proposes to the Annual General Meeting that section 2 of the charter of the Shareholders' Nomination Board be amended so that the Value Day is the first banking day of June each year instead of the current Value Day, which is the first banking day of September.

The Charter of the Shareholders' Nomination Board in its entirety is available on the company's website at www.altiagroup.com/investors.

19. Closing of the meeting

B. Documents of the Annual General Meeting

The proposals for resolutions on the matters on the agenda of the Annual General Meeting and this notice are available on Altia Plc's website at www.altiagroup.com/investors. The Annual Report of Altia Plc, which includes the company's Financial Statements, the Report of the Board of Directors and the Auditor's Report will, together with the Remuneration Policy, be available on the above-mentioned website on week 10, 2020. In addition, the company's Corporate Responsibility Report will also be available on the above-mentioned website as part of the Annual Report. The proposals for resolutions and the other above-mentioned documents will also be available at the Annual General Meeting. The minutes of the Annual General Meeting will be available on the above-mentioned website as of 8 April 2020 at the latest.

C. Instructions for the participants in the Annual General Meeting

1. Right to participate and registration

Each shareholder, who is registered on the record date of the Annual General Meeting, on 13 March 2020, in the shareholders' register of the company maintained by Euroclear Finland Oy, has the

right to participate in the Annual General Meeting. A shareholder whose shares are registered on his/her personal Finnish book-entry account is registered in the company's shareholders' register.

A shareholder who is registered in the company's shareholders' register and wants to participate in the Annual General Meeting must register for the meeting by giving prior notice of attendance no later than on 20 March 2020 at 4.00 p.m. (Finnish time), by which time the registration needs to have been received by the company. Such notice can be given:

- on the company's website at www.altiagroup.com/investors;
- by email to investor.relations@altiagroup.com;
- by telephone to +358 20 770 6908 from Monday to Friday from 9:00 a.m. to 4:00 p.m. (Finnish time); or
- by mail to Altia Plc, AGM, Kaapeliakio 1, P.O Box 350, 00101 Helsinki, Finland.

In connection with the registration, a shareholder is required to notify his/her name, personal identification number, address, telephone number, the name of a possible assistant and the name and the personal identification number of a possible proxy representative. The personal data are used only in connection with the Annual General Meeting and the processing of related registrations.

2. Holders of nominee-registered shares

A holder of nominee-registered shares has the right to participate in the Annual General Meeting by virtue of such shares based on which he/she on the record date of the Annual General Meeting, i.e. on 13 March 2020, would be entitled to be registered in the shareholders' register of the company maintained by Euroclear Finland Oy. The right to participate in the Annual General Meeting requires, in addition, that the shareholder has, on the basis of such shares, been temporarily registered in the shareholders' register maintained by Euroclear Finland Oy at the latest on 20 March 2020 at 10:00 a.m. (Finnish time). This constitutes due registration for the Annual General Meeting with regard to nominee-registered shares. Changes in the share ownership following the record date of the general meeting do not have an impact on the right to participate in the general meeting nor on the number of votes of the shareholder.

A holder of nominee-registered shares is advised to request without delay the necessary instructions regarding the temporary registration in the shareholders' register of the company, the issuing of proxy documents and the registration for the Annual General Meeting from his/her custodian bank. The account management organization of the custodian bank must temporarily register a holder of nominee-registered shares who wishes to participate in the Annual General Meeting in the shareholders' register of the company at the latest by the deadline stated above.

3. Proxy representatives and powers of attorney

A shareholder may participate in the Annual General Meeting and exercise his/her rights at the meeting by way of proxy representation. A proxy representative shall produce a dated proxy document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder at the Annual General Meeting. When a shareholder participates in the Annual General Meeting by means of several proxy representatives, representing the shareholder with shares in different book-entry accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the Annual General Meeting.

Proxy documents should be delivered by email to investor.relations@altiagroup.com or by mail to Altia Plc, AGM, Kaapeliakio 1, P.O Box 350, 00101 Helsinki, Finland prior to the expiration of the registration period.

4. Other information

Pursuant to Chapter 5, Section 25 of the Finnish Companies Act, a shareholder who is present at the Annual General Meeting has the right to request information with respect to the matters to be considered at the Meeting.

On the date of this notice, the total number of shares in the company and votes represented by such shares is 36 140 485 shares and votes.

In Helsinki, 12 February 2020

ALTIA PLC

The Board of Directors