

From: "[custody.proxy@nordea.com](mailto:custody.proxy@nordea.com)" <[custody.proxy@nordea.com](mailto:custody.proxy@nordea.com)>  
Date: Thu, Feb 1, 2018 at 3:13 PM +0100  
Subject: Afarak Extraordinary General Meeting 2018  
To: "Ilmo" <[Ilmo@afarak.com](mailto:Ilmo@afarak.com)>

Hi,

Please find the attached list of shareholders in the temporary shareholders' register, that Nordea Bank AB (publ), Finnish Branch will be representing in your upcoming Extraordinary General Meeting. Please find the attached Power of Attorney of our representative.

Below is a list of against and abstain votes of the shareholders that we are representing. As the practice has been in previous years, we hope to have the against and abstain votes added to the minutes of the meeting. I assume we can proceed the same way as previously, so that the chairman of the meeting acknowledges the votes in adoption of the list of votes, so that they are marked into the minutes of the meeting without a separate statement from our representative? Our representative will bring the official attachment to the minutes to the meeting officials.

#### **8. Delistautuminen Helsingin pörssistä (Nasdaq Helsinki)**

*FI0009800098*

VOTE AGAINST yhteensä Osakkeenomistajia: 1 Osakkeita: 3 840

#### **9. Vaatimus erityisen tarkastuksen toimittamisesta**

*FI0009800098*

VOTE AGAINST yhteensä Osakkeenomistajia: 1 Osakkeita: 3 840

#### **10. Hallituksen erottaminen**

*FI0009800098*

VOTE AGAINST yhteensä Osakkeenomistajia: 1 Osakkeita: 3 840

#### **11. Uuden hallituksen valitseminen**

*FI0009800098*

VOTE AGAINST yhteensä Osakkeenomistajia: 1 Osakkeita: 3 840

**Please confirm the reception of this email and its attachments to [custody.proxy@nordea.com](mailto:custody.proxy@nordea.com).**

Best regards,

**Igor Kmieć**  
Senior Service Operations Officer

**Nordea | Proxy Voting Services**

Visit me: Aleja Marszałka Edwarda Smiglego-Rydza 20, Lodz

Write to me: Aleja Marszałka Edwarda Smiglego-Rydza 20 93-281 Lodz, Polska

Tel: +48 422320149

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E-mail: [custody.proxy@nordea.com](mailto:custody.proxy@nordea.com)

Web: [nordea.com](http://nordea.com)

**Making it possible**

Nordea Bank AB (publ). Company registration number/VAT number 516408-0120/SE663000019501. The board is domiciled in Stockholm, Sweden.

This e-mail may contain confidential information. If you receive this e-mail by mistake, please inform the sender, delete the e-mail and do not share or copy it.

**Afarak**

**5.2.2018**

**Representative:**

**Antti Lehtovirta**

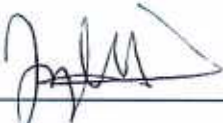
Client	Amount of shares	Amount of votes
GOVERNMENT OF NORWAY	3840	3840

## VALTAKIRJA

Valtuutamme täten Antti Lehtovirta (230895-1311) tai määräämensä osallistumaan sekä käyttämään ääni- ja puheoikeutta kaikissa 1. päivänä helmikuuta – 31. päivänä joulukuuta 2018 pidettävissä yhtiökokouksissa niiden osakkeenomistajien puolesta, jotka ovat valtuuttaneet Nordea Bank AB (publ), Suomen sivuliikkeen edustamaan itseään yhtiökokouksessa.

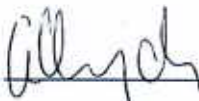
Helsingissä 1. päivänä helmikuuta 2018

NORDEA BANK AB (publ), Suomen sivuliike



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Jyrki Hamari  
Senior Legal Counsel



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Laura Kujala  
Legal Counsel

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**Lähetäjä:** [voting.finland@seb.fi](mailto:voting.finland@seb.fi) <[voting.finland@seb.fi](mailto:voting.finland@seb.fi)>

**Lähetetty:** 30. tammikuuta 2018 11:20

**Vastaanottaja:** Ilmo

**Kopio:** [suoma.pellikka@seb.fi](mailto:suoma.pellikka@seb.fi)

**Aihe:** Registration to EGM Afarak Oyj 2018-05-02

Dear All,

Please see the attached documents for the EGM. There is a shareholder voting behaviour and summary for votes for each resolution.

There is also Against and Abstain votes summary attached.

Beneficial Owners will be represented at the meeting by Pellikka Suoma. The representative will bring a copy of the original Power of Attorney document.

*Please confirm that you have received this notification by e-mail as a response to this message.*

Kind regards,

Dace Liepiņa  
Voting Services  
SEB Business Support

Phone: +371 67757335  
E-mail: [voting.finland@seb.fi](mailto:voting.finland@seb.fi)  
Postal address: SEB, Mārupes street 101  
Rīga, LV-1004  
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# POWER OF ATTORNEY

We, Skandinaviska Enskilda Banken AB (publ) Helsinki Branch, hereby appoint

Suoma Pellikka

as our representative and attorney to represent us, acting as custodian on behalf of shareholders, in the annual and extraordinary general shareholders' meetings in 2018 and to vote on behalf of such shareholders in accordance with separate authorisations and instructions provided to us.

Helsinki, 29.1.2018

Skandinaviska Enskilda Banken AB (publ)  
Helsinki Branch



Marcus Nystén



Mailing address	Office address	Telephone	Telefax	S.W.I.F.T - address	Reg.no
Skandinaviska Enskilda Banken AB (publ) Helsinki Branch P.O. Box 630, FIN-00101 Helsinki	Eteläesplanadi 18 00100 Helsinki	(09) 616 28000		ESSEFIHX	602.101



Print

Released : 12/15/2017

16:00 London, 18:00 Helsinki, 15 December 2017 - Afarak Group Plc ("Afarak" or "the Company") (LSE: AFRK, NASDAQ: AFAGR)

### **INVITATION TO THE EXTRAORDINARY GENERAL MEETING**

Afarak Group Plc invites shareholders to the Extraordinary General Meeting to be held on 5 February 2018, starting at 2:00 p.m. (Finnish time) at Union Square Auditorium (Floor K1) Unioninkatu 22, 00130 Helsinki, Finland.  
Registration begins at 1:30 p.m.

#### **A. MATTERS ON THE AGENDA OF THE EXTRAORDINARY GENERAL MEETING:**

1. Opening
2. Election of the Chairman and of the Secretary
3. Approval of the Agenda
4. Election of the scrutinizer of the minutes and vote counting supervisor
5. Recording the legality and quorum of the meeting
6. Adoption of voting lists
  
7. Review by the CEO
  
8. Delisting from the Helsinki Stock Exchange (Nasdaq Helsinki)

The General Meeting will address the proposal of the shareholder Kermas Limited that the Board of Directors would be requested by the earliest practicable date to present a plan and a time line for an organised process for Company's delisting from the Helsinki Stock Exchange (Nasdaq Helsinki).

9. Demand for conducting a special audit in the Company

The General Meeting will address the demand for conducting a special audit in the Company on the grounds of the request of a group of shareholders, representing 10.86% of shares and voting rights \*) pursuant to Chapter 5, Section 4 of the Companies Act to convene a General Meeting.

10. Dismissal of the Board of Directors

The General Meeting will address the Dismissal of the Board of Directors on the grounds of the request of a group of shareholders, representing 10.86% of shares and voting rights pursuant to Chapter 5, Section 4 of the Companies Act to convene a General Meeting.



The opinion of the Board of Directors is that there is no need to address this matter in the General Meeting, due to the fact that all members of the Board of Directors shall resign on 5 February 2018.

#### 11. Election of a new Board of Directors

Thomas Hoyer, a current Board member, has informed the Company that he will not stand for re-election.

#### 12. Closing of the Meeting

\*) a group of shareholders, representing 10.86% of shares and voting rights:  
*Joensuun Kauppa ja Kone Oy, Markku Kankaala, Esa Hukkanen, Petri Suokas, Tomi Hyttinen, Taloustieto Incrementum Ky, Juhani Lemmetti, Kari Kakkonen, Antti Kivimaa, AJ Elite Value Hedge Fund, Aarne Simula and Timo Kankaala.*

The proposals of the above mentioned group of shareholders, representing 10.86% of shares and voting rights, relating to the agenda of the General Meeting are attached as Appendix A in this invitation in their entirety.

### B. DOCUMENTS OF THE GENERAL MEETING

Documents to be kept on view in accordance with the Finnish Companies Act are available for the shareholders' inspection no later than a week before the Annual General Meeting at the Company's headquarters at the address Unioninkatu 20-22, 00130 Helsinki, Finland. In addition, the documents will be available no later than 21 days before the Annual General Meeting on the Company's website at the address [www.afarak.com](http://www.afarak.com). Copies of these documents will be sent to the shareholders on request.

The minutes of the Meeting will be available on the above mentioned website at the latest from 19 February 2018.

### C. INSTRUCTIONS FOR THE PARTICIPANTS IN THE EXTRAORDINARY GENERAL MEETING

#### 1 Right to attend

A shareholder who no later than on 24 January 2018 is registered as the Company's shareholder in a shareholder register held by Euroclear Finland Ltd has the right to participate in the Extraordinary General Meeting. A shareholder whose shares are registered on his/her personal Finnish book-entry account is registered in the Company's shareholder register.

#### 2 Notice to attend

A shareholder wishing to attend the Extraordinary General Meeting shall give notice to attend the meeting to the Company no later than by 4:00 p.m.Helsinki time on 31 January 2018, either:

- by letter to Afarak Group Plc, Unioninkatu 20-22, 00130 Helsinki, Finland;
- by e-mail to [ilmo@afarak.com](mailto:ilmo@afarak.com); or
- by fax to +358 10 440 7001.

The notice shall be at the Company before the deadline of the notice to attend.

In addition to his/her name, a shareholder is also requested to inform the Company of his/her identity number or business ID, address, phone number and the name of a possible



representative. The personal data of shareholders shall be used only for purposes related to the general meeting and necessary registration related thereto.

Shareholders attending the general meeting have a right to request information concerning matters which are dealt with by the meeting as stated in the Finnish Companies Act, chapter 5, section 25.

### 3 Using representative and proxies

A shareholder has a right to attend the meeting and use his rights via a representative. A proxy representative must present a dated proxy or must otherwise, in a reliable way, prove that he/she has a right to represent a shareholder. The Company does not have a proxy template available for shareholders. If a shareholder participates in the Extraordinary General Meeting by means of several proxy representatives representing the shareholder with shares on different securities accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration.

Proxy documents should be delivered (as originals) together with the notice to attend to: Afarak Group Plc, Unioninkatu 20-22, 00130 Helsinki, Finland no later than 4:00 p.m. on 31 January 2018.

### 4 Holders of nominee registered shares

A holder of nominee registered shares is advised to request in good time in advance necessary instructions regarding the registration in the Company's shareholder register, issuing of proxy documents and registration for the Annual General Meeting from his/her custodian bank. The account management organisation of the custodian bank will register a holder of nominee registered shares, who wants to participate in the Annual General Meeting, to be entered into the Company's temporary shareholder register no later than 10:00 a.m. on 31 January 2018.

### 5 Other instructions and information

Afarak Group Plc has at the date of invitation, 5 December 2017, in total 263,040,695 shares in issue and of which 263,040,695 have voting rights. The company holds in total 3,409,717 shares in treasury.

IN HELSINKI, ON 5 December 2017.

AFARAK GROUP PLC

BOARD OF DIRECTORS

[WWW.AFARAK.COM](http://www.afarak.com)

For additional information, please contact:

Guy Konsbruck, CEO, +356 2122 1566, [guy.konsbruck@afarak.com](mailto:guy.konsbruck@afarak.com)

Jean Paul Fabri, PR Manager, +356 2122 1566, [jp.fabri@afarak.com](mailto:jp.fabri@afarak.com)

Financial reports and other investor information are available on the Company's website: [www.afarak.com](http://www.afarak.com).

Afarak Group is a specialist alloy producer focused on delivering sustainable Growth with a Speciality Alloys business in southern Europe and a FerroAlloys

business in South Africa. The Company is listed on NASDAQ Helsinki (AFAGR) and the Main Market of the London Stock Exchange (AFRK).

Distribution:  
NASDAQ Helsinki  
London Stock Exchange  
Main media

[www.afarak.com](http://www.afarak.com)

[EGM Appendix A](#)

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Source: Afarak Group via Globenewswire*



**AFARAK GROUP OYJ**

**EXTRAORDINARY GENERAL MEETING 05-02-2018**

**OPPOSING AND ABSTAINING VOTES**

Skandinaviska Enskilda Banken AB (Publ) Helsingin Sivukonttori (abbreviated SEB) provides the opposing and abstaining votes for the items decided in the shareholder meeting, for the shareholders represented by SEB, with the following notification. The opposing and abstaining votes are asked to be registered or attached to the minutes of the meeting. A vote or a full count of the votes is not demanded, if the chairman of the shareholder meeting can clearly state that a demanded majority (and if necessary, a majority of the votes present at the meeting) for the item proposed to the shareholder meeting has been acquired by the preliminarily given votes. However no opposing propositions are made to any of the items.

<b>Number</b>	<b>Item</b>	<b>Vote Against</b>	<b>Abstain from Voting</b>
8	Delisting from the Helsinki Stock Exchange (Nasdaq Helsinki)	36203	
9	Demand for conducting a special audit in the Company	36203	
10	Dismissal of the Board of Directors	36203	
11	Election of a new Board of Directors	36203	

**Merchant Banking**

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<i>Mailing address</i> Skandinaviska Enskilda Banken AB (publ) Helsinki Branch P.O. BOX 630, FIN-00101 Helsinki	<i>Phone</i> +358 9 616 28000	<i>Fax</i> +358 9 616 28095	<i>Internet</i> www.seb.fi	<i>S.W.I.F.T address</i> ESSEFIHX	<i>Organisation Number</i> 09854694
<i>Visiting address</i> Eteläesplanadi 18, 00130 Helsinki					

Name: Skandinaviska Enskilda Banken AB (publ). Reg.no: 502032-9081. Bolagsverket, Sweden. Registered adress: Stockholm, Sweden.

AFARAK GROUP OYJEXTRAORDINARY GENERAL MEETING 05-02-2018OPPOSING AND ABSTAINING VOTES PER SHAREHOLDER

<b>8</b>		
<b>AGAINST</b>	WISDOMTREE ISSUER PUBLIC LIMITED CO MPAN Y 25-28 NORTH WALL QUAY DUBLIN 1	36203
	<b>Total</b>	36203
<b>9</b>		
<b>AGAINST</b>	WISDOMTREE ISSUER PUBLIC LIMITED CO MPAN Y 25-28 NORTH WALL QUAY DUBLIN 1	36203
	<b>Total</b>	36203
<b>10</b>		
<b>AGAINST</b>	WISDOMTREE ISSUER PUBLIC LIMITED CO MPAN Y 25-28 NORTH WALL QUAY DUBLIN 1	36203
	<b>Total</b>	36203
<b>11</b>		
<b>AGAINST</b>	WISDOMTREE ISSUER PUBLIC LIMITED CO MPAN Y 25-28 NORTH WALL QUAY DUBLIN 1	36203
	<b>Total</b>	36203

## Merchant Banking

<i>Mailing address</i>	<i>Phone</i>	<i>Fax</i>	<i>Internet</i>	<i>S.W.I.F.T address</i>	<i>Organisation Number</i>
Skandinaviska Enskilda Banken AB (publ) Helsinki Branch P.O. BOX 630, FIN-00101 Helsinki	+358 9 616 28000	+358 9 616 28095	www.seb.fi	ESSEFIHX	09854694
<i>Visiting address</i>					
Eteläesplanadi 18, 00130 Helsinki					

Name: Skandinaviska Enskilda Banken AB (publ). Reg.no: 502032-9081. Bolagsverket, Sweden. Registered adress: Stockholm, Sweden.

# SEB

Name	Shares	EFI ID	8	9	10	11
WISDOMTREE ISSUER PUBLIC LIMITED CO MPAN Y 25-28 NORTH WALL QUAY DUBLIN 1	36203	Y9S00108656	Against	Against	Against	Against
<b>APK Other</b>						
Shares	<b>36203</b>					
Shareholders	<b>1</b>					

**S|E|B**



<b>Shares</b>	<b>8</b>	<b>9</b>	<b>10</b>	<b>11</b>
Abstain	0	0	0	0
Against	36 203	36 203	36 203	36 203
For	0	0	0	0
<b>Total</b>	<b>36 203</b>	<b>36 203</b>	<b>36 203</b>	<b>36 203</b>

<b>Shareholders</b>	<b>8</b>	<b>9</b>	<b>10</b>	<b>11</b>
Abstain	0	0	0	0
Against	1	1	1	1
For	0	0	0	0
<b>Total</b>	<b>1</b>	<b>1</b>	<b>1</b>	<b>1</b>



# PROXY DOCUMENT

We, Skandinaviska Enskilda Banken AB (publ) Helsinki Branch (the "Bank"), a financial institution, are authorized and instructed to represent certain beneficial owner(s) of your company's shares (the "Beneficial Owner(s)") at the general meeting of your company.

The Bank's authorization is effected through a chain of intermediaries who are professional financial services providers under public supervision or otherwise determined by the Bank, in good faith and after due inquiry, to be correspondingly reliable.

The Bank undertakes to produce, if necessary, appropriate documentation demonstrating its authorization, should the right of the Bank to represent the Beneficial Owner be later called into question.

This proxy document aims to produce the company such reliable demonstration about the Bank's right to represent the Beneficial Owner as is required in the Finnish Companies Act, Chapter 5, Section 8.

This document shall be governed and construed in accordance with Finnish law. The undertaking set out in this proxy document is valid and enforceable only by the company it has been given to.

Helsinki, 25 January 2018

Skandinaviska Enskilda Banken AB (publ) Helsinki Branch



Marcus Nystén



Timo AHONEN

Mailing address	Office address	Telephone	Telefax	S.W.I.F.T -- address	Reg.no
Skandinaviska Enskilda Banken AB (publ) Helsinki Branch P.O. Box 630, FIN-00101 Helsinki	Eteläesplanadi 18 00100 Helsinki	(09) 616 28000		ESSEFIHX	602.101