



## ANNUAL GENERAL MEETING

<b>Time</b>	Wednesday, 11 May 2016 at 10:00 – 11:43 a.m.
<b>Place</b>	Restaurant Palace, Eteläranta 10, 00130 Helsinki, Finland
<b>Present</b>	Shareholders in accordance with the list of votes (Appendix 1)
<b>Others present</b>	Members of the Board of Afarak Group PLC (except Ivan Jakovic), CEO Alistair Ruiters, Finance Director Melvin Grima, Company's Auditor and personnel of the AGM and of the Company

### 1. Opening of the Meeting

The Chairman of the Board, Alfredo Parodi welcomed the shareholders and opened the Meeting at 10:00 a.m.

### 2. Election of the Chairman and of the Secretary of the Meeting

It was resolved that Attorney-at-Law Mika Taberman shall act as the Chairman and Attorney-at-Law Kalle Klemetti as the Secretary of the Meeting.

It was noted that the Meeting language is Finnish. It was noted that there is an English interpreter present in the Meeting because some of the Members of the Board don't speak Finnish.

### 3. Approval of the Agenda

The agenda was approved as presented in the invitation to the AGM (Appendix 2).

### 4. Election of the scrutiniser of the minutes and the vote counting supervisor

Kyösti Kakkonen was elected both as the scrutiniser of the minutes and as the person to supervise the counting of votes.

### 5. Recording the legality and quorum of the meeting

It was noted that the invitation to the Meeting had been provided in accordance with the Finnish Companies Act and the Company's Articles of Association on 15 April 2016 by a stock exchange release and on Company's website. Thus, the Meeting was found legal and quorate to discuss the matters referred to in the invitation to the Meeting.

### 6. Adoption of voting lists

The Chairman noted the persons present and adopted the list of votes. It was noted that 20 shareholders were represented. They represented 144,204,128 shares and votes, which equals to about 54.82 % of the Company's shares and votes.



## **7. Review by the Management of the Company**

CEO Alistair Ruiters presented review of the Company's situation. Finance Director Melvin Grima presented the results of Q1/2016.

## **8. Presentation of the Financial Statements for the year 2015 and the Report of the Board of Directors**

The financial statement, the consolidated financial statement and the Report of the Board of Directors for the financial year 1 January – 31 December 2015 were presented (Appendix 3).

It was noted that the financial statement of the parent company had been prepared in accordance with the Finnish Accounting Standards and the consolidated financial statement in accordance with the International Financial Reporting Standards (IFRS).

It was noted that the financial statements had been available on Company's website since 31 March 2016 and the originals were also available at the meeting place.

## **9. Presentation of the auditor's report**

The auditor's report for the financial year 1 January – 31 December 2015 was presented (Appendix 4).

## **10. Adoption of the financial statements**

The Company's and the Group's financial statements for the financial year 1 January – 31 December 2015 were adopted.

## **11. Resolution on the use of the profit shown on the Balance Sheet and authorization of the Board of Directors to decide on additional dividend or other distribution of assets from the invested unrestricted equity fund**

It was resolved, in accordance with the Board's proposal, not to pay dividend from the financial period that ended on 31 December 2015.

It was resolved, in accordance with the Board's proposal, that a capital redemption of EUR 0,01 per share for the year ended on 31 December 2015 will be distributed. The payment will be made from the Company's fund for invested unrestricted equity on 20 May 2016. The capital redemption is paid to the shareholders who are registered on the Company's shareholder register maintained by Euroclear Finland Ltd on the record date for payment, being 13 May 2016.

It was resolved, in accordance with the Board's proposal, to authorize the Board of Directors to decide on its discretion on additional dividend from the Company's profits and/or on the distribution of assets from the invested unrestricted equity fund or from both as follows: The total amount of the additional dividend/capital redemption is a maximum of EUR 0,01 per share. The authorization is valid until the opening of the next Annual General Meeting. The Board of Directors can also decide not to use this authorization. The Board of Directors was authorized to decide on other terms and conditions related to additional dividend and/or asset distribution.

## **12. Resolution on the discharge of the members of the Board of Directors and the CEO from liability**



The AGM resolved to discharge the members of the Board of Directors and the CEO from liability.

The following persons acted in the above mentioned roles during year 2015:

The Board of Directors

Alfredo Parodi, Chairman

Alistair Ruiters, Member

Michael Lillja, Member

Jelena Manojlovic, Member

Markku Kankaala, Member

Ivan Jakovcic, Member

Barry Rourke, Member

CEO

Alistair Ruiters (since 21 May 2015)

Danko Koncar (until 21 May 2015)

**13. Resolution on the remuneration of the members of the Board of Directors and of the Auditor**

It was resolved that the Chairman of the Board and the Chairman of the Audit and Risk Management Committee are paid EUR 4,500 per month and all Board Members are paid EUR 3,500 per month. Non-executive Board Members who serve on the Board's Committees are paid additional EUR 1,500 per month for committee work. The executive Board members shall not be paid remuneration for their work on the Board of Directors.

It was resolved, in accordance with the Board's proposal, that the auditor's fee will be paid against an invoice which is inspected and approved by the Company.

**14. Resolution on the number of the members of the Board of Directors**

It was noted that according to the Company's Articles of Association the Board of Directors consists of minimum three (3) members and maximum nine (9) members.

It was resolved, in accordance with the Nomination and Remuneration Committee's proposal, that there will be seven (7) members in the Board of Directors.

**15. Election of the members of the Board of Directors**

Dr Jelena Manojlovic, Markku Kankaala, Ivan Jakovcic, Barry Rourke, Dr Alistair Ruiters, Milan Djakov and Keith Scott were elected as the members of the Board of Directors.

It was noted that the mandate of the members of the Board of Directors ends at the end of the Annual General Meeting on 2017.

**16. Election of the auditor**

Authorized Public Accountant Firm Ernst & Young Oy was re-elected as the auditor of the company. Ernst & Young Oy has named APA Erkka Talvinko as the auditor with the main responsibility.



## **17. Authorizing the Board of Directors to decide on the acquiring of own shares**

The Board of Directors was authorized to decide on the acquiring of Company's own shares. By virtue of the authorization for the acquisition of own shares, a maximum of 15,000,000 own shares can be acquired with the funds from the Company's unrestricted shareholders' equity, however, in such a way that the total number of own shares, which the Company and its subsidiaries have in their possession or as a pledge, does not exceed one tenth of all shares in accordance with Section 11 of Chapter 15 of the Finnish Companies Act. The authorization covers acquisition of shares in public trade in NASDAQ Helsinki Oy and also outside of the public trade. The compensation paid for acquired shares shall be based on the market value.

Derivative contracts, share loan agreements or other agreements may be made within laws and regulations if they are customary to capital market. The authorization entitles the Board of Directors to make a resolution on acquisition otherwise than in the relation of the shares owned by the shareholders (directed acquisition) according the preconditions set forth in the Companies Act.

The authorization concerning the acquisition of own shares can among other things be used in developing the Company's capital structure, in financing and executing corporate acquisitions and other arrangements, in executing the Company's share-based incentive systems or otherwise in being transferred or cancelled. The acquisition of shares reduces the Company's distributable non-restricted shareholders' equity.

The authorization replaces all previous authorizations and that it is valid 18 months as from the decision of the General Meeting.

## **18. Closing of the Meeting**

The Chairman closed the Meeting at 11:43 a.m.

### **In Fidem:**

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Mika Taberman  
Chairman

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Kalle Klemetti  
Secretary

### **Scrutinising of the minutes:**

I have scrutinised the minutes of the Meeting. The minutes correspond to the course of the Meeting and include all resolutions passed at the Meeting.

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Kyösti Kakkonen  
Scrutiniser of the minutes



## **APPENDICES**

Appendix 1	List of votes
Appendix 2	Invitation to the Annual General Meeting
Appendix 3	Financials Statements and the Board of Director's Report 2015
Appendix 4	Auditor's report 2015

This document is based on a translation into English of a document written in Finnish. In case of any discrepancies, inconsistencies or inaccuracies, the Finnish version shall prevail.