

Stock exchange release

Free for publication on February 13, 2020 at 8.05 a.m. (CET+1)

Notice to the General Meeting of Bittium Corporation

Notice is given to the shareholders of Bittium Corporation to the Annual General Meeting to be held on Wednesday April 1, 2020 at 1.00 p.m. at the University of Oulu, Saalastinsali, at the address Pentti Kaiteran katu 1, 90570 Oulu, Finland. The reception of persons who have registered for the General Meeting and the distribution of voting tickets will commence at 12.30 p.m.

A. MATTERS ON THE AGENDA OF THE GENERAL MEETING

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

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 the legality of the meeting
5. Recording the attendance at the meeting and adoption of the list of votes
6. Presentation of the annual accounts, the report of the Board of Directors and the auditor's report for the year 2019
 - Review by the Chief Executive Officer
7. Adoption of the annual accounts
8. Resolution on the use of the profit shown on the balance sheet and the payment of dividend

The Board of Directors proposes that the Annual General Meeting to be held on April 1, 2020 resolve to pay EUR 0.10 per share as dividend based on the adopted balance sheet for the financial period of January 1, 2019 - December 31, 2019. The dividend will be paid to the shareholders who are registered as shareholders in the company's register of shareholders as maintained by Euroclear Finland Ltd on the dividend record date, April 3, 2020. The Board of Directors proposes that the dividend be paid on April 14, 2020.

9. Resolution on the discharge of the members of the Board of Directors and the CEO from liability

10. Handling of the remuneration policy for governing bodies

Presentation of the remuneration policy for the company's governing bodies and an advisory resolution of the General Meeting on the approval of the remuneration policy.

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

The three largest shareholders who represent approximately 12.7 percent of the shares in the company propose to the General Meeting that to the members of the Board of Directors to be elected be paid the following monthly remuneration for the term of office ending at the end of the next Annual General Meeting: to the chairman of the Board of Directors EUR 3,150 and to the other members of the Board of Directors EUR 1,800 each. In addition, the members of the Board of Directors are entitled to compensation for attending Board meetings as follows: the chairman of the Board EUR 875 for each meeting and other members EUR 500 for each meeting. In addition, the members of the Board of Directors are entitled to compensation for attending Committee meetings as follows: the chairman of the Committee EUR 600 for each meeting and other Committee members EUR 400 for each meeting.

The above-mentioned shareholders propose that 50 percent of the total amount of the monthly remuneration of the members of the Board of Directors will be paid at once as Bittium Corporation's shares acquired for the price formed in public trading, through share issue or, in special circumstances if share based remuneration cannot be paid for some reason, in money. The member of the Board of Directors may not transfer the shares received as remuneration before his/her membership in the Board of Directors has ended.

The above-mentioned shareholders furthermore propose that the travel expenses of the members of the Board of Directors be compensated in accordance with the company's travel compensation policy.

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

The three largest shareholders who represent approximately 12.7 percent of the shares in the company propose to the General Meeting that the number of members of the Board of Directors shall be six (6).

13. Election of members of the Board of Directors

The three largest shareholders who represent approximately 12.7 percent of the shares in the company propose to the General Meeting that for a term of office ending at the end of the next Annual General Meeting following the election, Mr. Seppo Mäkinen, Mr. Juha Putkiranta, Mr. Erkki Veikkolainen, Ms. Riitta Tiuraniemi and Mr. Pekka Kemppainen be re-elected as members of the Board of Directors and Mr. Veli-Pekka Paloranta be elected as a new member of the Board of Directors. All candidates and the evaluation regarding their independence have been presented on the company's website <https://www.bittium.com>. The CV of Veli-Pekka Paloranta is attached to this notice. All candidates have given their consent to the election. Mr. Petri Toljamo has stated to the above mentioned three largest shareholders that he will no longer be available as a member of the Board of Directors.

14. Resolution on the remuneration of the auditor

Based on the proposal of the Audit Committee the Board of Directors proposes to the General Meeting that the remuneration for the auditor to be elected will be paid against the auditor's reasonable invoice.

15. Election of auditor

Based on the proposal of the Audit Committee the Board of Directors proposes to the General Meeting that Ernst & Young Ltd, Authorized Public Accountants, be re-elected auditor of the company for a term of office ending at the end of the next Annual General Meeting. Ernst & Young Ltd has notified that Mr. Jari Karppinen, APA, would act as responsible auditor.

16. Authorizing the Board of Directors to decide on the repurchase of own shares

The Board of Directors proposes to the General Meeting that the Board of Directors be authorized to decide on the repurchase of the company's own shares as follows.

The amount of own shares to be repurchased shall not exceed 3,500,000 shares, which corresponds to approximately 9.81 percent of all of the shares in the company. Only the unrestricted equity of the company can be used to repurchase own shares on the basis of the authorization.

Own shares can be repurchased at a price formed in public trading on the date of the repurchase or otherwise at a price formed on the market.

The Board of Directors decides how own shares will be repurchased. 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).

The authorization cancels the authorization given by the General Meeting on April 10, 2019 to decide on the repurchase of the company's own shares.

The authorization is effective until June 30, 2021.

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 General Meeting that the Board of Directors be authorized to decide on the issuance of shares as well as the issuance of other special rights entitling to shares referred to in Chapter 10 Section 1 of the Companies Act as follows.

The amount of shares to be issued shall not exceed 3,500,000 shares, which corresponds to approximately 9.81 percent of all of the shares in the company.

The Board of Directors decides on all the conditions of the issuance of shares and of special rights entitling to shares. The authorization concerns both the issuance of new shares as well as the transfer of treasury 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).

The authorization cancels the authorization given by the General Meeting on April 10, 2019 to decide on the issuance of shares as well as the issuance of other special rights entitling to shares referred to in Chapter 10 Section 1 of the Companies Act.

The authorization is effective until June 30, 2021.

18. Decision making order

19. Closing of the meeting

B. DOCUMENTS OF THE GENERAL MEETING

The above-mentioned proposals for the resolutions on the matters on the agenda of the General Meeting as well as this notice are available on Bittium Corporation's website at <https://www.bittium.com>. The annual report of Bittium Corporation, which includes the company's annual accounts, the report of the board of directors and the auditor's report, as well as the company's corporate governance statement, and the company's remuneration policy are available on said website no later than on March 11, 2020. The proposals for decisions and other documents mentioned above are also available at the General Meeting. Copies of these documents and of this notice will be sent to shareholders upon request. The minutes of the General Meeting will be available on the above-mentioned website as from April 15, 2020, at the latest.

C. INSTRUCTIONS FOR THE PARTICIPANTS IN THE GENERAL MEETING

1. Shareholders registered in the shareholders' register

Each shareholder, who is registered on March 20, 2020 in the shareholders' register of the company held 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.

A shareholder, who is registered in the shareholders' register of the company and who wants to participate in the General Meeting, shall register for the meeting no later than on March 27, 2020 by 10.00 a.m. by giving a prior notice of participation. The notice has to be received by the company before the end of the registration period. Such notice can be given:

- a) on the company's website at <https://www.bittium.com>, as from February 13, 2020 at 10.00 a.m.
- b) by telephone +358 40 344 3322 or +358 40 344 5425 on weekdays between 9.00 a.m. and 3.00 p.m. or
- c) by regular mail to the address Bittium Corporation, General Meeting, Ritaharjuntie 1, 90590 Oulu, Finland.

In connection with the registration, a shareholder shall notify his/her name, personal identification number or business identity code, address, telephone number and the name of a possible assistant or proxy representative and the personal identification number of a proxy representative. The personal data given to Bittium Corporation is used only in connection with the General Meeting and with the processing of related registrations.

The shareholder, his/her authorized representative or proxy representative shall, where necessary, be able to prove his/her identity and/or right of representation at the General Meeting.

2. Holders of nominee registered shares

A holder of nominee registered shares has the right to participate in the General Meeting by virtue of such shares, based on which he/she on March 20, 2020 would be entitled to be registered in the shareholders' register of the company held by Euroclear Finland Ltd. The right to participate in the General Meeting requires, in addition, that the shareholder on the basis of such shares has been registered into the temporary shareholders' register held by Euroclear Finland Ltd at the latest on March 27, 2020 by 10.00 a.m. As regards nominee registered shares this constitutes due registration for the General Meeting.

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

Further information on the General Meeting and participation in the General Meeting is available on the company's website <https://www.bittium.com/investors/corporate-governance/the-general-meeting>.

3. Proxy representative 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 shall produce a dated proxy document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder. If a shareholder participates in the General Meeting by means of several proxy representatives representing the shareholder with shares at different securities accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the General Meeting.

Possible proxy documents should be delivered to the address Bittium Corporation, General Meeting, Ritaharjuntie 1, 90590 Oulu, Finland, before the end of the registration period. The original proxy document should be presented at the general meeting at the latest, if required.

4. Other information

The information concerning the AGM required under the Companies Act and the Securities Market Act is available on the company's website <https://www.bittium.com/investors/corporate-governance/the-general-meeting>. Pursuant to chapter 5, section 25 of the Companies Act, a shareholder who is present at the 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 to the General Meeting February 13, 2020, the total number of shares and votes in Bittium Corporation is 35,693,166. On the date of this notice to the Annual General Meeting the company does not hold any of its own shares.

Changes in shareholdings after the record date of the General Meeting do not affect the right to participate in the General Meeting or the number of voting rights held in the General Meeting.

Oulu, February 13, 2020
Bittium Corporation
The Board of Directors

Further information

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Distribution

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Main media

Bittium

Bittium specializes in the development of reliable, secure communications and connectivity solutions leveraging its 30 year legacy of expertise in advanced radio communication technologies. Bittium provides innovative products and services, customized solutions based on its product platforms and R&D services. Complementing its communications and connectivity solutions, Bittium offers proven information security solutions for mobile devices and portable computers. Bittium also provides healthcare technology products and services for biosignal measuring in the areas of cardiology, neurology, rehabilitation, occupational health and sports medicine. Net sales in 2019 were EUR 75.2 million and operating profit was EUR 6.3 million. Bittium is listed on Nasdaq Helsinki. www.bittium.com