

**STOCK EXCHANGE RELEASE**

Free for publication on February 19, 2013 at 8.00 am (CET+1)

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**NOTICE TO THE GENERAL MEETING OF ELEKTROBIT CORPORATION**

Notice is given to the shareholders of Elektrobit Corporation to the Annual General Meeting to be held on Thursday April 11, 2013 at 1.00 p.m. at the University of Oulu, Saalastinsali, at the address Pentti Kaiteeran 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 2012**
  - 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 resolve to pay EUR 0.01 per share as dividend based on the adopted balance sheet for the financial period of January 1, 2012 – December 31, 2012. 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, Tuesday, April 16, 2013. The Board of Directors proposes that the dividend be paid on Tuesday, April 23, 2013.



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

#### **10. Resolution on the remuneration of the members of the Board of Directors**

Shareholders who represent approximately 49.9 per cent 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 3,500 and to the other members of the Board of Directors EUR 2,000 each. In addition, the members of the Board of Directors are entitled to compensation for attending Board Committee meetings as follows: the chairman of the Committee EUR 600 for each meeting and other Committee members EUR 400 for each meeting. The members of the Board of Directors, who also act as Board members of other companies belonging to the Elektrobit Group, are also entitled to compensation for attending Board meetings of such other group companies as follows: EUR 1,000 for each meeting.

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.

#### **11. Resolution on the number of members of the Board of Directors**

Shareholders who represent approximately 49.9 per cent of the shares in the company propose to the General Meeting that the number of members of the Board of Directors shall be five (5).

#### **12. Election of members of the Board of Directors**

Shareholders who represent approximately 49.9 per cent of the shares in the company propose to the General Meeting that the following persons shall be re-elected members of the Board of Directors for a term of office ending at the end of the next Annual General Meeting following the election: Mr. Jorma Halonen, Mr. Juha Hulkko, Mr. Seppo Laine, Mr. Staffan Simberg and Mr. Erkki Veikkolainen.

#### **13. Resolution on the remuneration of the auditor**

Based on the proposal of the Audit and Financial 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.

#### **14. Election of auditor**



Based on the proposal of the Audit and Financial 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.

#### **15. 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 12,500,000 shares, which corresponds to approximately 9.66 per cent 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 26 March 2012 to decide on the repurchase of the company's own shares.

The authorization is effective until 30 June 2014.

#### **16. 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 25,000,000 shares, which corresponds to approximately 19.32 per cent 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 26 March 2012 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 30 June 2014.

#### **17. Decision making order**

#### **18. Closing of the meeting**

##### *B. DOCUMENTS OF THE GENERAL MEETING*

The above-mentioned proposals for the decisions on the matters on the agenda of the General Meeting as well as this notice are available on Elektrobit Corporation's website at [www.elektrobit.com](http://www.elektrobit.com). The annual report of Elektrobit 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, is available on said website no later than 18 March 2013. 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 25 April 2013, 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 Thursday 28 March 2013 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 Monday 8 April 2013 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 [www.elektrobit.com](http://www.elektrobit.com), as from 19 February 2013 at 8.00 a.m.
- b) by telephone +358 40 344 3322 or +358 40 344 5425 on weekdays between 9.00 a.m. and 4.00 p.m.
- c) by telefax; +358 8 343 032; or
- d) by regular mail to the address Elektrobit Oyj, Yhtiökokous, Tutkijantie 8, 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 Elektrobit 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 Thursday 28 March 2013 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 Monday 8 April 2013 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 [www.elektrobit.com](http://www.elektrobit.com).

## **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 in originals to the address Elektrobit Oyj, Yhtiökokous, Tutkijantie 8, 90590 Oulu, Finland, before the end of the registration period.



#### 4. Other information

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 19 February 2013, the total number of shares and votes in Elektrobit Corporation is 129,412,690.

Oulu, February 19, 2013

EB, Elektrobit Corporation  
The Board of Directors

Further information:

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#### **EB, Elektrobit Corporation**

EB creates advanced technology and turns it into enriching end-user experiences. EB is specialized in demanding embedded software and hardware solutions for wireless and automotive industries. The net sales from continuing operations in 2012 totaled MEUR 185.4. Elektrobit Corporation is listed on NASDAQ OMX Helsinki. [www.elektrobit.com](http://www.elektrobit.com)