

## Stock Exchange Release

Free for publication on August 24, 2015 at 8.04 am

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## Notice to the Extraordinary General Meeting of Bittium Corporation

Notice is given to the shareholders of Bittium Corporation to an Extraordinary General Meeting to be held on Monday, September 14, 2015 at 1 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 start 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 financial statements for the period January 1, – July 1, 2015, the report of the Board of Directors and the auditor's report**
- 7. Adoption on the financial statements for the period January 1, – July 1, 2015**
- 8. Resolution on the repurchase of own shares and stock options entitling to shares**

The Board of Directors proposes to the Extraordinary General Meeting that the Extraordinary General Meeting would decide on the repurchase of the company's own shares and stock options 2008C entitling to shares by means of a voluntary public tender offer made to all shareholders and holders of stock options 2008C.

The offer would be made for a maximum of 124,747,351 shares and a maximum of 252,648 stock options 2008C. The maximum numbers of shares and stock options to be repurchased have been determined on the basis of the number of all shares and stock options of the company so that the offer would cover the same relative proportion of all shares and stock options taking into consideration the 277,005 shares to be registered on the Finnish trade register on or about September 1, 2015 which have been subscribed for on the basis of the stock options 2008C, the subscriptions of which the company has approved on August 20, 2015, and the corresponding decrease in the number of stock options.

The offer would be executed only for the part that the consideration payable for the shares is a maximum of EUR 593,797,392.67 in the aggregate and for the part that the consideration payable for the stock options is a maximum of EUR 1,202,607.33. The offer would not be made for shares or stock options held by the company or its subsidiaries. As at the date of this notice to the General Meeting, the company or its subsidiaries do not hold any such shares or stock options.

If the number of offered shares or stock options exceeds the maximum number in accordance with the terms and conditions of the offer, the offer would be accepted for each shareholder and holder of stock options having accepted the offer in proportion of the shares and/or stock options offered by such shareholders and/or holders of stock options rounded down per book-entry account to the previous whole share per each book-entry account.

The price payable for the shares to be repurchased would be determined on the basis of the fair value of the company's share before the commencement of the offer period of the repurchase offer. The price payable for a stock option would be determined on the basis of the price payable for a share subtracted with the subscription price of a share pursuant to a stock option.

Only profit and retained earnings included in the company's financial statements dated July 1, 2015 would be used for the repurchase of shares and stock options.

According to the proposal, the shares and stock options to be repurchased would become null and void as a part of the execution of the repurchase offer in a way that the shares and stock options to be repurchased would not become in the company's possession at any stage.

The proposal of the Board of Directors is available in its entirety on the company's website on August 24, 2015 at the latest.

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

Shareholders representing in the aggregate approximately 40.11 per cent of all the shares in the company propose to the Extraordinary General Meeting that for a term commencing on November 5, 2015 and continuing until the close of the next Annual General Meeting, Kirsi Komi, Juha Putkiranta and Seppo Mäkinen be elected as new members of the Board of Directors. The new members of the Board of Directors would replace current members of the Board of Directors, Jorma Halonen, Juha Hulkko and Seppo Laine, who have notified that they will leave the Board of Directors when the term of the new members commences. No other changes are proposed to the composition of the Board of Directors.

The new members of the Board of Directors would be paid remuneration on the basis of the decision of the Annual General Meeting held on April 15, 2015 and in proportion to the remaining term of the current Board of Directors after the commencement of the term of the new members of the Board of Directors.

Information about the experience and former positions of those who are proposed as new members of the Board of Directors are available at the end of this release and on Bittium Corporation's website at [www.bittium.com](http://www.bittium.com).

## **10. Closing of the meeting**

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

Proposal of the Board of Directors to the Extraordinary General Meeting, the financial statements for the period January 1, – July 1, 2015, the report of the Board of Directors, the auditor's report as well as this notice to the General Meeting are available on Bittium Corporation's website [www.bittium.com](http://www.bittium.com). The proposal for decisions and other documents mentioned above are also available at the General Meeting, and copies of these documents and of this notice will also be sent to shareholders upon request.

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

#### **1. Shareholders registered in the shareholders' register**

Each shareholder, who is registered on September 2, 2015 in the shareholders' register of the company 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 shareholders' register of the company.

A shareholder, who is registered in the shareholders' register of the company and who wants to participate in the Extraordinary General Meeting, shall register for the meeting no later than on September 9, 2015 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 [www.bittium.com](http://www.bittium.com), as from August 24, 2015 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 3.00 p.m.;

c) by telefax +358 8 343 032; or

d) by regular mail to the address Bittium Oyj, Yhtiökokous, Tutkijantie 8, 90590 Oulu.

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 Extraordinary 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 Extraordinary General Meeting.

## **2. Holders of nominee registered shares**

A holder of nominee registered shares has the right to participate in the Extraordinary General Meeting by virtue of such shares, based on which he/she on September 2, 2015 would be entitled to be registered in the shareholders' register of the company held by Euroclear Finland Ltd. The right to participate in the Extraordinary 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 September 9, 2015 by 10:00 a.m. As regards nominee registered shares this constitutes due registration for the Extraordinary 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 Extraordinary 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 Extraordinary General Meeting, into the temporary shareholders' register of the company at the latest by the time stated above.

Further information on the Extraordinary General Meeting and participation in the Extraordinary General Meeting is available on the company's website [www.bittium.com](http://www.bittium.com).

## **3. Proxy representative and powers of attorney**

A shareholder may participate in the Extraordinary 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 Extraordinary 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 Extraordinary General Meeting.

Possible proxy documents should be delivered in originals to the address Bittium 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 Extraordinary General Meeting August 24, 2015, the total number of shares and votes in Bittium Corporation is 132,541,025.

Oulu, August 24, 2015

Bittium Corporation  
Board of Directors

**Further Information:**

Hannu Huttunen  
CEO  
Bittium Corporation  
Tel. +358 40 344 5466

Kari Jokela  
Chief Legal Officer  
Bittium Corporation  
Tel. +358 40 344 5466

**Information about the experience and former positions of new nominees to the Board of Directors**

**Kirsi Komi** (LL.M. Master of Laws) is Professional Board Member and also sits on the Boards of the following companies: Finnvera plc, Metsä Board plc, Citycon plc, Martela plc, Patria plc (Vice Chairman), Docrates plc (Chairman) and Finnish Red Cross Blood Service (Chairman). During the period 1992–2010, Komi served as an attorney with the Nokia Corporation and then Vice President and Director, Legal Affairs at Nokia Networks. Her most recent position was with Nokia Siemens Networks as Director of Legal Affairs and member of the Executive Board.

**Juha Putkiranta** (M.Sc. Engineering) has worked at Nokia Corporation during the period 1997 – 2014 in various operative executive positions and in 2014 at Microsoft, being responsible for the integration of the Nokia Devices business unit acquired from Nokia. Before that, he worked at Hewlett-Packard in Amsterdam and Finland in sales and marketing management positions. Putkiranta is a Board of Nordcloud Oy and is Managing Director of Saafricon Oy owned by himself.

**Seppo Mäkinen** (M.Sc. Physical Chemistry ) is Professional Board Member and is currently serving as Board Member / private shareholder in five international life science or healthcare companies (Ginolis Oy, Magnasense Oy, MedGroup Oy, Valirx Plc, Neurotar Oy) and as a Regional Partner to Merieux Développement Fund.

More specific information about the experience and former positions of the new nominees to the Board of Directors can be found at Company's internet pages at [www.bittium.com](http://www.bittium.com)

**Distribution:**

NASDAQ Helsinki  
Main media

**Bittium**

Bittium is specialized in developing reliable and secure communications and connectivity solutions using the latest technologies and deep knowledge on radio technology. Bittium provides innovative products and customized solutions based on its product platforms, and R&D services for customers in various industries. Bittium also offers high quality information security solutions for mobile devices and portable computers. Net sales of continuing operations in 2014 was EUR 52.7 million and operating profit was EUR 0.8 million. Bittium is listed on Nasdaq Helsinki. [www.bittium.com](http://www.bittium.com)