

## Notice of DNA Plc's Annual General Meeting

The shareholders of DNA Plc are invited to the Annual General Meeting to be held on 22 March 2017, at 10.00 am, in the Main Auditorium of Finlandia Hall at Mannerheimintie 13 e, Helsinki (entrance from Mannerheimintie through door M4 and from Karamzininkatu through door K4). The reception of persons who have registered for the meeting and the distribution of voting slips will commence at 8.30 am.

### A. Matters to be dealt with at the Annual General Meeting

The following matters will be dealt with at the Annual General Meeting:

1. Opening of the meeting
2. Calling the meeting to order
3. Election of persons to examine the minutes and supervise the counting of votes
4. Declaration of validity of the meeting Declaration of a quorum
5. Recording the attendance and adoption of the list of votes
6. Presentation of the financial statements, the report of the Board of Directors and the Auditor's Report for 2016
  - Presentation of the CEO's review
7. Adoption of the financial statements
8. Appropriation of profit as shown on the balance sheet and resolution on the payment of dividends
  - The Board of Directors proposes to the Annual General Meeting that the profit for the financial year 2016 45 686 058,15 be added to retained earnings and that a dividend of EUR 0,55 per share be distributed. According to the proposal, the dividend will be paid to shareholders registered in the company's shareholder register held by Euroclear Finland Ltd, on the dividend record date 24 March 2017. The dividend is proposed to be paid on 7 April 2017.
9. Discharging 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
11. Resolution on the number of members of the Board of Directors
12. Election of the members of the Board of Directors
13. Resolution on the remuneration of the auditor
  - The Board of Directors proposes to the Annual General Meeting that the auditor be reimbursed according to the auditor's invoice approved by the Company.
14. Election of the auditor
  - The Board of Directors proposes to the Annual General Meeting that Authorized Public Accountants PricewaterhouseCoopers Oy be re-elected as the company's auditor for the financial year 2017.

PricewaterhouseCoopers Oy has notified that the principal auditor will be Authorized Public Accountant Mika Kaarisalo.

#### 15. Authorisation of the Board of Directors to decide on the repurchase of the company's own shares

- The Board of Directors proposes to the Annual General Meeting that the Board be authorized to decide to repurchase or accept as pledge up to 2.500.000 own shares of the company using the company's unrestricted shareholders' equity. The repurchase can take place in one or several lots. The purchase price of the shares is the market price paid for the share at the time of the purchase in trading on a regulated market. Own shares may be repurchased through conventional derivatives, stock lending agreements or other agreements on capital markets, as permitted by law and regulations.

This authorisation grants the Board of Directors the right to decide on the repurchase of shares otherwise than in proportion to the shareholders' shareholdings (directed repurchase).

Own shares can be repurchased to implement acquisitions or other arrangements related to the company's business, to improve the company's capital structure, for the company's incentive schemes, for the payment of any share-based rewards to the Board members or to be otherwise held, disposed of or cancelled.

The authorisation will be effective until the end of the next Annual General Meeting. The authorisation cancels the previous authorisation granted by the Annual General Meeting of 31 March 2016 to the Board of Directors for the repurchase of own shares.

#### 16. Authorisation of the Board of Directors to decide on a share issue and on an issue of option rights and other special rights entitling to shares.

- The Board of Directors proposes to the Annual General Meeting that the Board be authorized to decide on a share issue and an issue of special rights entitling to shares as referred to in Chapter 10, Section 1, of the Companies Act.

Under the authorisation, the Board of Directors may issue up to 12,000,000 new shares or own shares held by the company in one or several lots. The proposed maximum number corresponds to approximately 9 per cent of all of the company's current shares.

The share issue may also occur as a directed issue in deviation from the shareholders' pre-emptive rights. The authorisation may be used to implement mergers and acquisitions, to develop the company's capital structure, for the company's incentive schemes, for the payment of any share-based rewards to the Board members and for other purposes determined by the Board. The Board of Directors is authorised to decide on all other terms and conditions of the share issue and the issue of special rights entitling to shares.

The authorisation will be effective until the end of the next Annual General Meeting. The authorisation cancels the authorisations granted to the Board of Directors by the Annual General Meeting of 31 March 2016 and the Extraordinary General Meeting of 25 October 2016 to decide on a share issue and an issue of special rights entitling to shares.

#### 17. Closing of the meeting

### **B. The Annual General Meeting Documents**

The above proposals of the company's Board of Directors which are on the agenda of the Annual General Meeting, and this notice of the meeting are available on the company's website at [www.dna.fi/agm](http://www.dna.fi/agm). The company's Annual Report, which includes the company's financial statements, the report of the Board of Directors and the Auditor's Report, will be available on the above-mentioned website by 1 March 2017.

The decision proposals and the financial statement documents are also available at the Annual General Meeting, and a copy of them and this notice of the meeting will be sent to a shareholder on request.

Minutes of the Annual General Meeting will be available on the above-mentioned website by 5 April 2017.

### **C. Instructions for the participants**

#### **1. Shareholder entered in the shareholder register**

A shareholder wishing to attend the Annual General Meeting must be registered in the company's shareholder register kept by Euroclear Finland Ltd on 10 March 2017. A shareholder whose shares are registered on their personal Finnish book-entry securities account is registered in the company's shareholder register.

A shareholder who is entered in the company's shareholder register and who wishes to attend the Annual General Meeting must register for the meeting, and the registration must be received by 10.00 am on 17 March 2017.

Registration for the meeting can be made:

- a) on the Internet at [www.dna.fi/agm](http://www.dna.fi/agm)
- b) by telephone at 020 770 6902 from Monday to Friday between 9.00 am and 4.00 pm.
- c) by letter to DNA Plc, Registrations to Annual General Meeting, P. O. Box 10, 01044 DNA.

The registration should include the shareholder's name, personal identity number or business ID, address, telephone number and the name and personal identity number of any accompanying person or proxy representative. The personal data given by the shareholders to DNA Plc will be used only in connection with the Annual General Meeting and the processing of the necessary registrations related to it.

The shareholder or their accompanying person or proxy representative must, if necessary, be able to prove their identity and/or right of representation.

#### **2. Holder of a nominee-registered share**

A holder of nominee-registered shares has the right to participate in the Annual General Meeting by virtue of the shares on the basis of which they would be entitled to be entered in the shareholder register kept by Euroclear Finland Ltd on the record date of the Annual General Meeting, 10 March 2017. Participation also requires that, by virtue of these shares, the shareholder is temporarily entered in the shareholder register kept by Euroclear Finland Ltd no later than on 17 March 2017 at 10.00 am. As regards nominee-registered shares, this is considered to constitute due registration for the Annual General Meeting.

A holder of a nominee-registered share is advised to request their asset manager in good time to give the necessary instructions regarding temporary registration in the shareholder register, issue of powers of attorney, and registration for the Annual General Meeting. The asset manager's account operator must report the holder of nominee-registered share who wants to participate in the Annual General Meeting to be temporarily entered in the company's shareholder register by the time stated above.

#### **3. Use of a proxy representative and powers of attorney**

A shareholder may participate in the Annual General Meeting and exercise their rights there through a proxy representative.

A proxy representative of a shareholder shall produce a dated power of attorney or otherwise in a reliable manner prove that they are entitled to represent the shareholder. If a shareholder participates in the Annual General Meeting through several proxy representatives representing the shareholder by shares held in different securities accounts, the shares by which each proxy representative represents the shareholder must be reported in connection with the registration.

Any powers of attorney should be delivered as originals to the company at the address DNA Plc, Registrations to Annual General Meeting, P. O. Box 10, 01044 DNA, before the end of the registration period.

#### 4. Other instructions and information

A shareholder who is present at the Annual General Meeting has the right referred to in Chapter 5, Section 25, of the Companies Act to ask questions during the meeting about the issues dealt with at the meeting.

On the date of the notice of the Annual General Meeting, 31 January 2017, DNA Plc has a total of 132,303,500 shares representing an equal number of votes.

Helsinki, 31 January 2017

DNA PLC

BOARD OF DIRECTORS