



GLASTON CORPORATION'S BOARD OF DIRECTORS' PROPOSALS TO THE ANNUAL GENERAL MEETING TO BE HELD ON 28 MAY 2020

The Board of Directors of Glaston Corporation proposes to the Annual General Meeting 2020, replacing its earlier proposals of 5 March 2020, that the meeting would decide as follows:

1. Resolution on the use of profits shown on the balance sheet and the return of capital (changed)

The Board of Directors proposes to the General Meeting that no dividend or return of capital will be distributed based on the balance sheet adopted for the financial year ended on 31 December 2019. As Glaston Corporation made a loss for the financial year 2019, no minority dividend can be demanded.

2. Adoption of the Remuneration Policy for governing bodies (unchanged)

The Board of Directors proposes to the General Meeting that the Remuneration Policy for the governing bodies be adopted.

3. Resolution on the remuneration of the auditor (unchanged)

The Board of Directors proposes that the remuneration of the auditor be paid based on the reasonable invoice approved by the Company.

4. Election of auditor (unchanged)

The Board of Directors proposes that authorised public accounting firm KPMG Oy Ab would be elected as the company's auditor. The auditing firm has announced that the auditor in charge of the audit is Authorised Public Accountant Lotta Nurminen.

5. Authorising the Board of Directors to decide on the repurchase as well as on the acceptance as pledge of the company's own shares (unchanged)

The Board of Directors proposes that the General Meeting would authorise the Board of Directors to decide on the repurchase as well as on the acceptance as pledge of the company's own shares in one or several tranches as follows.

The number of own shares to be repurchased or accepted as pledge shall not exceed 8,000,000 shares, which corresponds to approximately 10 per cent of all registered shares in the company, subject to the provisions of the Finnish Companies' Act on the maximum amount of shares owned by or pledged to the company or its subsidiaries. Only the unrestricted equity of the company can be used to repurchase own shares on the basis of the authorisation.

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

The Board of Directors decides how own shares will be repurchased or accepted as pledge. Own shares can be repurchased otherwise than in proportion to the shareholdings of the shareholders (directed repurchase).

The authorisation would be effective until 30 June 2021. The Board of Directors proposes that the authorisation would revoke corresponding earlier authorisations.

6. Authorising the Board of Directors to decide on the issuance of shares as well as the issuance of options and other rights entitling to shares (unchanged)

The Board of Directors proposes that the General Meeting would authorise the Board of Directors to resolve on one or more issuances of shares which contain the right to issue new shares or dispose of the shares in the possession of the Company and to issue options or other rights entitling to shares pursuant to Chapter 10 of the Finnish Companies Act. The authorisation would consist of up to 8,000,000 shares in the aggregate representing approximately 10 per cent of the current number of shares in the Company.

The authorisation would not exclude the Board of Directors' right to decide on a directed issue of shares. The authorisation is proposed to be used for material arrangements from the Company's point of view, such as financing or implementing business arrangements or investments or for other such purposes determined by the Board of Directors in which case a weighty financial reason for issuing shares, options or other rights and possibly directing a share issue would exist.

The Board of Directors would be authorised to resolve on all terms and conditions of the issuance of shares, options and other rights entitling to shares as referred to in Chapter 10 of the Companies Act, including the payment period, grounds for the determination of the subscription price and subscription price or allocation of shares, option or other rights free of charge or that the subscription price may be paid besides in cash also by other assets either partially or entirely (contribution in kind).

The authorisation would be effective until 30 June 2021. The Board of Directors proposes that the authorisation would revoke corresponding earlier authorisations.

7. Amendments of the Articles of Association (unchanged)

The Board of Directors proposes to the General Meeting that the third sentence of Article 4 of the company's Articles of Association be removed. According to the proposal, Article 4 of the Articles of Association would following the amendment read as follows in its entirety:

"The company's administration and the due organization of its operations shall be entrusted to a Board of Directors, which shall consist of at least five (5) and at most nine (9) ordinary members elected by a meeting of shareholders.

The term of office of Members of the Board of Directors expires at the end of the next Annual General Meeting that follows their election.

The Board of Directors shall elect from among its members a Chairman and a Deputy Chairman to serve for one year at a time. The Board of Directors shall have a quorum if more than half of its members are present at the meeting. Matters shall be resolved by a simple majority of the votes cast. In the event of a tie, the Chairman shall have the casting vote.”

Further, the Board of Directors proposes to the General Meeting that Article 9 of the company’s Articles of Association be amended so that reference to the Central Chamber of Commerce be replaced by reference to the Finnish Patent and Registration Office as auditor oversight was transferred to the Patent and Registration Office on 1 January 2016. According to the proposal, Article 9 of the Articles of Association would following the amendment read as follows in its entirety:

“The company shall have one auditor, namely an auditing firm approved by the Finnish Patent and Registration Office.

The auditor’s term of office shall end at the close of the next Annual General Meeting following its election.”

The Board of Directors proposes to the General Meeting that Article 13 of the company’s Articles of Association be amended so that the General Meeting shall comprise the passing of resolutions, in addition to the items that currently appear from Article 13, also on the adoption of the remuneration policy when necessary, and on the adoption of the remuneration report. Further, the Board of Directors proposes to the General Meeting that Article 13 be amended so that Article 13 refers only to one auditor as, according to Article 9 of the company’s Articles of Association, the company shall have only one auditor. Article 13 of the Articles of Association would following the amendments read as follows:

“The business of the Annual General Meeting shall comprise:

the presentation of:

- 1) the annual accounts, including the consolidated annual accounts, and the report by the Board of Directors;
- 2) the auditor’s report;

the passing of resolutions on:

- 3) the adoption of the annual accounts and the consolidated annual accounts;
- 4) measures that may be called for by the profit or loss shown in the adopted balance sheet;
- 5) the granting of discharge from liability to the Members of the Board of Directors and the Chief Executive Officer;
- 6) the adoption of the remuneration policy, when necessary;
- 7) the adoption of the remuneration report;
- 8) the remuneration of the Members of the Board of Directors and the auditor;
- 9) the number of Members of the Board of Directors;

the election of:

- 10) the Members of the Board of Directors;
- 11) the auditor

and dealing with:

- 12) the other matters mentioned in the invitation to attend the meeting.”