

## Extraordinary General Meeting of VMP Plc

**Time:** 17 December 2019 at 9.00 a.m.

**Place:** Jura event room, Kasarmikatu 21 B, FI-00130 Helsinki

**Present:** The shareholders set out in the list of votes ([Appendix 1](#)) adopted at the meeting were present at the meeting, in person or represented.

Present at the meeting were, in addition, all Board members excluding Mika Uotila and Timo Laine, the company's CEO, representatives of the company's senior management, the company's auditor as well as technical personnel.

### 1 §

#### OPENING OF THE MEETING

The Chairman of the Board of Directors, Mr. Tapio Pajuharju, opened the meeting.

### 2 §

#### CALLING THE MEETING TO ORDER

Seppo Kymäläinen, attorney-at-law, was elected Chairman of the Extraordinary General Meeting and he called Terhi Salmi, LL.M, to act as secretary.

The Chairman explained the procedures for considering the items on the agenda of the meeting.

It was recorded that the meeting was conducted in Finnish.

It was recorded that the proposals for decisions on the agenda of the meeting had been available to shareholders on the company's website for the period required by the Companies Act prior to the Extraordinary General Meeting and that they were also available at the meeting.

The Chairman noted that certain representatives of shareholders had provided the company with voting instructions prior to the meeting and gave a description of the voting instructions.

A summary of the voting instructions of the above-mentioned shareholders was attached to the minutes ([Appendix 2](#)).

### 3 §

#### ELECTION OF PERSONS TO SCRUTINIZE THE MINUTES AND TO SUPERVISE THE COUNTING OF VOTES

Aino Nylander and Olli Kotila were elected to scrutinize the minutes and to supervise the counting of votes.

4 §

**RECORDING THE LEGALITY OF THE MEETING**

It was recorded that the notice to the meeting had been published on the company's website and by a company release on 20 November 2019.

It was recorded that the Extraordinary General Meeting had been convened in accordance with the Articles of Association and the Companies Act and that the meeting therefore constituted a quorum.

The notice to the meeting was attached to the minutes (Appendix 3).

5 §

**RECORDING THE ATTENDANCE AT THE MEETING AND ADOPTION OF THE LIST OF VOTES**

The list recording the attendance at the beginning of the meeting and the corresponding list of votes, according to which 24 shareholders were present either in person, by statutory representative or by proxy, was presented (Appendix 1). 19 480 171 shares and votes were represented at the beginning of the meeting.

It was recorded that the list of votes would be adjusted to correspond to the attendance at the beginning of a possible vote.

6 §

**CHANGE OF THE COMPANY'S NAME AND AMENDMENT OF THE ARTICLES OF ASSOCIATION**

The CEO Mr. Sami Asikainen presented the company's strategy and background for the change of the company's name.

It was recorded that the Board of Directors had proposed to Extraordinary General Meeting that the company's name and the Articles of Association would be changed in accordance with the proposal attached to these minutes (Appendix 3).

It was recorded that the validity of the resolution regarding the amendment of Articles of Association requires that the resolution is supported by at least two thirds (2/3) of the votes cast and the shares represented at the meeting.

The Extraordinary General Meeting decided in accordance with the Board of Directors' proposal to change the company's name to Eezy Oyj and to amend Sections 1, 2, 3 and 6 of the Articles of Association to read as follows:

1 § Company name

The name of the Company is Eezy Oyj and the domicile of the Company is Helsinki. The parallel name of the Company in English is Eezy Plc and in Swedish Eezy Abp.

2 § The company's field of business

The Company's field of business is to provide management and finance services for group companies and chain companies that provide personnel services. The Company may also act as a franchiser for the group or other chain companies, and also own shares in companies which carry on the business. The Company's field of business includes also labour hire services, recruiting and organizational development services, services for the self-employed, services for jobseekers and entrepreneurs, training, consulting and sale of other related services. The Company may also own, control and rent real estate, buildings and shares as well as engage in security trading.

3 § Book-entry securities system

The shares of the Company belong to the book-entry securities system.

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6 § Representation of the Company

The Company is represented by the Chairman of the Board of Directors and the Chief Executive Officer, each alone, and jointly by any two (2) members of the Board of Directors.

The Board of Directors may also grant named persons representation rights or procuration rights to represent the Company either alone or jointly with another representative of the Company as defined in this article.

7 §

**RESOLUTION ON THE REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS**

It was recorded that shareholders Noho Partners Oyj, Sentica Buyout V Ky and Meissa-Capital Oy had proposed that the remuneration of the members of the Board would be changed in accordance with the proposal attached to the minutes ([Appendix 3](#)).

The Extraordinary General Meeting decided in accordance with the proposal of the shareholders that the members of the Board of Directors will be paid the following monthly remuneration with effect from 1 January 2020:

- EUR 4,000 per month for the Chairman of the Board of Directors; and
- EUR 2,000 per month for each of the other members of the Board of Directors.

The members of the Board's committees will be paid a meeting fee of EUR 300 per each committee meeting.

Reasonable travel expenses of the members of the Board of Directors are to be compensated in accordance with the company's established practice and travel rules.

8 §

**CLOSING OF THE MEETING**

It was recorded that all decisions of the Extraordinary General Meeting were unanimous unless otherwise indicated in the minutes.

The Chairman stated that all items on the agenda had been considered and that the minutes of the meeting would be available on the company's website as from 31 December 2019 at the latest.

The Chairman closed the meeting at 9.27 a.m.

Chairman of the General Meeting:

\_\_\_\_\_  
Seppo Kymäläinen

In fidem:

\_\_\_\_\_  
Terhi Salmi

Minutes reviewed and approved:

\_\_\_\_\_  
Aino Nylander

\_\_\_\_\_  
Olli Kotila

**Appendices**

Appendix 1 List of votes

Appendix 2 Voting instructions of certain shareholders delivered to the Company

Appendix 3 Notice and proposals to the Extraordinary General Meeting