



**PROPOSALS TO  
THE ANNUAL GENERAL MEETING OF  
BITTIUM CORPORATION  
April 12, 2017**

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## 1 PROPOSAL BY THE BOARD OF DIRECTORS REGARDING THE USE OF THE PROFIT SHOWN ON THE BALANCE SHEET AND THE PAYMENT OF DIVIDEND (ITEM 8 ON THE AGENDA OF THE GENERAL MEETING)

According to the parent company's balance sheet at December 31, 2016, the distributable assets of the parent company are EUR 130.898.268,85 of which the profit of the financial year is EUR 3.461.321,81

The Board of Directors proposes that the Annual General Meeting resolve to pay EUR 0.05 per share as dividend based on the adopted balance sheet for the financial period of January 1, 2016 - December 31, 2016 and EUR 0.25 per share as additional dividend. 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 18, 2017. The Board of Directors proposes that the dividend be paid on Tuesday, April 25, 2017.

Oulu, 2 March 2017

The Board of Directors



## 2 PROPOSAL BY THE SHAREHOLDERS FOR REMUNERATION OF THE BOARD OF DIRECTORS (ITEM 10 ON THE AGENDA OF THE GENERAL MEETING)

The three largest shareholders who represent approximately 13.2 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 above-mentioned shareholders propose that 40 % of the total amount of the monthly remuneration will be paid at once as Bittium Corporation's shares acquired for the price formed in public trading. The shares will be acquired according to the share purchase program of the company. If the remuneration cannot be paid as shares due to insider regulation, conclusion of the membership in the Board of Directors, or another reason related to the company or the member of the Board of Directors, the remuneration will be paid in money. The member of the Board of Directors may not transfer the shares received as remuneration before his/her membership in the Board of Directors has ended.

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.

Oulu, 2 March 2017



### 3 PROPOSAL BY THE SHAREHOLDERS FOR COMPOSITION OF THE BOARD OF DIRECTORS (ITEMS 11 AND 12 ON THE AGENDA OF THE GENERAL MEETING)

The three largest shareholders who represent approximately 13.2 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 six (6).

The three largest shareholders who represent approximately 13.2 per cent of the shares in the company propose to the General Meeting that for a term of office ending at the end of the next Annual General Meeting following the election, Ms. Kirsi Komi, Mr. Seppo Mäkinen, Mr. Juha Putkiranta, Mr. Staffan Simberg and Mr. Erkki Veikkolainen be re-elected as members of the Board of Directors and Mr. Tero Ojanperä be elected as a new member of the Board of Directors. All candidates and the evaluation regarding their independence have been presented on the company's website [www.bittium.com](http://www.bittium.com). All candidates have given their consent to the election.

Oulu, 2 March 2017



#### 4 PROPOSAL BY THE BOARD OF DIRECTORS FOR THE REMUNERATION OF THE AUDITOR (ITEM 13 ON THE AGENDA OF THE GENERAL MEETING)

Based on the proposal of the Audit 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.

Oulu, 2 March 2017

The Board of Directors



## 5 PROPOSAL BY THE BOARD OF DIRECTORS FOR THE ELECTION OF AUDITOR (ITEM 14 ON THE AGENDA OF THE GENERAL MEETING)

Based on the proposal of the Audit 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. Juhani Rönkkö, APA, would act as responsible auditor.

Oulu, 2 March 2017

The Board of Directors



## 6 PROPOSAL BY THE BOARD OF DIRECTORS REGARDING AUTHORIZATION OF THE BOARD OF DIRECTORS TO DECIDE ON THE REPURCHASE OF OWN SHARES (ITEM 15 ON THE AGENDA OF THE GENERAL MEETING)

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 3,500,000 shares, which corresponds to approximately 9.81 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 April 19, 2016 to decide on the repurchase of the company's own shares.

The authorization is effective until June 30, 2018.

Oulu, 2 March 2017

The Board of Directors





## 7 PROPOSAL BY THE BOARD OF DIRECTORS REGARDING AUTHORIZATION OF THE BOARD OF DIRECTORS TO DECIDE ON THE ISSUANCE OF SHARES AS WELL AS THE ISSUANCE OF SPECIAL RIGHTS ENTITLING TO SHARES (ITEM 16 ON THE AGENDA OF THE GENERAL MEETING)

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 7,000,000 shares, which corresponds to approximately 19.61 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 April 19, 2016 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 June 30, 2018.

Oulu, 2 March 2017

The Board of Directors