

## Stock exchange release

Free for publication on May 20, 2015 at 2.30 pm. (CEST+1)

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# Notice to the Extraordinary General Meeting of Elektrobit Corporation (EB)

Notice is given to the shareholders of Elektrobit Corporation to an Extraordinary General Meeting to be held on Thursday, June 11, 2015 at 1.00 pm. 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 pm.

The Board of Directors of Elektrobit Corporation has cancelled the notice to the Extraordinary General Meeting concerning the company's contemplated partial demerger dated April 29, 2015. Instead, the company hereby convenes an Extraordinary General Meeting to consider the matters set out in this notice.

### 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. **Approval of the sale of the company's Automotive business**

The company and Continental AG ("Continental") have signed a share purchase agreement (the "SPA") on May 18, 2015. Under the SPA, the company has agreed to sell its Automotive business to Continental for a purchase price of EUR 600 million in cash to be paid upon the completion of the transaction contemplated by the SPA (the "Transaction"). The Transaction comprises the company's subsidiaries belonging to the Automotive business, namely Elektrobit Automotive GmbH and its subsidiaries. In addition, Continental will acquire the rights to the name Elektrobit. The Transaction is expected to be completed at the beginning of July 2015, subject to the approval of the Extraordinary General Meeting, receipt of the required authority approvals and certain other customary closing conditions.

Under the terms of the SPA the completion of the Transaction is subject to the approval of the company's Extraordinary General Meeting. Having evaluated the terms and conditions of the Transaction and a Fairness Opinion from Pohjola Bank plc regarding the purchase price, the Board of Directors unanimously proposes and recommends that the shareholders of the company approve the Transaction.

More information about the Transaction is available in the company's stock exchange release concerning the Transaction dated May 19, 2015 and the information made available on the company's website at [www.elektrobit.com](http://www.elektrobit.com).

### 7. **Resolution on the adoption of a new company name and changing the company's Articles of Association**

The Board of Directors proposes that the General Meeting resolves to change the name of the company to Bittium Corporation and to change section 1 of the company's Articles of Association to read as follows:

#### **"1. Company name and domicile**

The name of the company is Bittium Oyj, in English Bittium Corporation, and its domicile is Oulu."

The implementation of the changes to the company name and the Articles of Association is subject to the completion of the Transaction.

### 8. **Closing of the meeting**

## B. DOCUMENTS OF THE GENERAL MEETING

Proposals of the Board of Directors to the Extraordinary General Meeting, the stock exchange release concerning the Transaction as well as this notice to the General Meeting are available on Elektrobit Corporation's website [www.elektrobit.com](http://www.elektrobit.com). The proposals 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 Monday June 1, 2015 in the shareholders' register of the company held by Euroclear Finland Ltd, has the right to participate in the 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 General Meeting, shall register for the meeting no later than on Monday June 8, 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.elektrobit.com](http://www.elektrobit.com), as from May 20, 2015 at 2.30 p.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 Elektrobit Oyj, Yhtiökokous, Tutkijantie 8, 90590 Oulu.

The shareholders who have already registered for the canceled Extraordinary General Meeting concerning the company's contemplated partial demerger are requested to register again for the General Meeting convened hereby. The registrations for the canceled Extraordinary General Meeting do not constitute due registration for this General Meeting. 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 Elektrobit Corporation is used only in connection with the 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 General Meeting.

### 2. Holders of nominee registered shares

A holder of nominee registered shares has the right to participate in the General Meeting by virtue of such shares, based on which he/she on Monday, June 1, 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 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 Monday June 8, 2015 by 10.00 a.m. As regards nominee registered shares this constitutes due registration for the 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 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 General Meeting, into the temporary shareholders' register of the company at the latest by the time stated above.

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

### 3. Proxy representative and powers of attorney

A shareholder may participate in the 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 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 General Meeting.

Possible proxy documents should be delivered in originals to the address Elektrobit 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 General Meeting May 20, 2015, the total number of shares and votes in Elektrobit Corporation is 132,260,024.

Oulu, May 20, 2015,

Elektrobit Corporation  
The Board of Directors

#### **Further information:**

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#### **Distribution:**

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#### **Elektrobit Corporation (EB)**

EB creates advanced technology and turns it into enriching end-user experiences. EB is specialized in demanding embedded software and hardware solutions for wireless and automotive industries. The net sales in 2014 totaled EUR 224.1 million and operating profit was EUR 16.8 million. Elektrobit Corporation is listed on NASDAQ OMX Helsinki. [www.elektrobit.com](http://www.elektrobit.com)