

Notice to Extraordinary General Meeting of VMP Plc

Notice is given to the shareholders of VMP Plc to the Extraordinary General Meeting to be held on 17 December 2019 at 9:00 a.m. (EEST) at the Jura event room, Kasarmikatu 21 B, FI-00130 Helsinki. The reception of persons who have registered for the Meeting and the distribution of voting tickets will commence at 8:30.

The General Meeting is held in Finnish.

A. MATTERS ON THE AGENDA OF THE EXTRAORDINARY GENERAL MEETING

At the Extraordinary General Meeting, the following matters will be considered:

- 1. Opening of the Meeting**
- 2. Calling the Meeting to order**
- 3. Election of persons to scrutinise 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. Change of the company's name and amendment of the Articles of Association**

The Board of Directors proposes to the Extraordinary General Meeting that the company's name and field of business be amended.

The Board of Directors proposes that the company's current auxiliary trade name Eezy be taken as the company's new name and that equivalent names be registered as parallel names in Swedish and in English. The Board of Directors further proposes that Sections 1 and 2 of the Articles of Association be amended 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.

Shareholders Noho Partners Oyj, Sentica Buyout V Ky and Meissa-Capital Oy, who together represent more than 67 percent of all shares and votes in the company on the date of this notice to the General Meeting, have confirmed their support for the change of the company name.

The Board of Directors further proposes that Section 3 of the Articles of Association concerning the book-entry system be amended to remove an unnecessary reference to registration period, and Section 6 be amended to clarify the company's representation rights. The Board of Directors proposes that Sections 3 and 6 of the Articles of Association of the company be amended to read as follows:

3 § Book-entry securities system

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

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

Shareholders Noho Partners Oyj, Sentica Buyout V Ky and Meissa-Capital Oy, who together represent more than 67 percent of all shares and votes in the company on the date of this notice to the General Meeting, propose to the Extraordinary General Meeting that the remuneration of the members of the Board of Directors be changed.

According to the proposal, members of the Board of Directors would 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.

In addition, members of the Board's committees would be paid a meeting fee of EUR 300 per each committee meeting.

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

8. Closing of the Meeting

B. DOCUMENTS OF THE EXTRAORDINARY GENERAL MEETING

The proposals for the decisions on the matters on the agenda of the Extraordinary General Meeting as well as this notice to the General Meeting are available on the company's website at

<https://www.vmpgroup.fi/en/investors-generalmeeting/>. The proposals for decisions and other above-mentioned documents are also available at the Meeting. Copies of these documents and of this notice will be sent to shareholders upon request. The minutes of the Meeting will be available on the above-mentioned website as from 31 December 2019 at the latest.

C. INSTRUCTIONS FOR THE PARTICIPANTS IN THE GENERAL MEETING

1. Shareholders registered in the shareholders' register

Each shareholder, who on the record date of the Extraordinary General Meeting, 4 December 2019, is registered in the shareholders' register of the company maintained by Euroclear Finland Ltd., has the right to participate in the Extraordinary 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 Extraordinary General Meeting, shall register for the Meeting no later than on 12 December 2019 by 10:00 a.m. (EEST) by giving a prior notice of participation, which 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 at
<https://www.eezygroup.fi/en/investors-generalmeeting/> or
<https://www.vmpgroup.fi/en/> ; or

c) by regular mail to VMP / General Meeting, PL 901, FI-20101 Turku, Finland.

In connection with the registration, a shareholder shall notify his/her name, personal identification number or Business ID, 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 VMP Plc is used only in connection with the Extraordinary General Meeting and with the processing of related registrations.

The shareholder, his/her authorised representative or proxy representative shall, where necessary, be able to prove his/her identity and/or right of representation.

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 4 December 2019 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 by 12 December 2019 by 10:00 a.m. (EEST). As regards nominee registered shares, this constitutes due registration for the Extraordinary General Meeting.

A holder of nominee registered shares is advised to request without delay the necessary instructions regarding the registration in the temporary shareholder's register of the company, the issuing of proxy documents and registration for the Extraordinary 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 Extraordinary General

Meeting, into the temporary shareholders' register of the company at the latest by the time stated above.

3. Proxy representative and powers of attorney

A shareholder may participate in the Extraordinary 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 at the Extraordinary General Meeting. When a shareholder participates in the Extraordinary 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 Extraordinary General Meeting.

It is requested that possible powers of attorney be notified when registering and that original powers of attorney are delivered before the registration period ends to VMP Plc, Aino Nylander, Itämerenkatu 3, FI-00180 Helsinki, Finland. Alternatively, a copy of the power of attorney can be delivered electronically by email to yhtiokokous@vmp.fi, in addition to which the original copy of the power of attorney must be presented upon arrival and registration at the meeting place.

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 Extraordinary General Meeting the total number of shares and votes in the company is 24,849,375. The company or its subsidiaries do not hold any of the company's shares.

In Helsinki, 20 November 2019

VMP PLC
BOARD OF DIRECTORS

Additional information:

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