

Notice to convene the Extraordinary General Meeting of Skano Group AS

The Extraordinary General Meeting of Skano Group AS (registry code: 11421437, address: Suur-Jõe 48, Pärnu 80042, hereinafter the Company) will be held on the 6th of January 2015 at 11.00 am at the office of Skano Group AS at Suur-Jõe 48, Pärnu.

The agenda of the Extraordinary General Meeting with the proposals of the Supervisory Board:

1. Changes in supervisory board

Proposal of the supervisory board: to remove Heiti Riisberg, personal ID code 38003142759, from the position of a member of the supervisory board since the making of a decision of the general meeting in connection with submission of a request of resignation.

Comment: Mr.Riisberg has expressed his wish to continue as a member of the management board of Skano Group AS responsible for strategic development. After the Extraordinary General Meeting the supervisory board of the Company will decide upon appointing Mr.Riisberg as a new member of the management board.

2. Approval of conditions of share options

Proposal of the supervisory board: Pursuant to § 298 (2) and § 345 (1) of the Commercial Code to approve the conditions of share options of the members of the management board of Skano Group AS as follows:

2.1. Skano Group AS shall be entitled to issue up to 450 000 (four hundred and fifty thousand) share options until 31.03.2015. Every share option grants the entitled subject the right to buy 1 (one) share of Skano Group AS.

2.2. The members of the management board of Skano Group AS shall be the entitled subjects of the option. The maximum of 150 000 share options may be issued to one member of the management board of Skano Group AS. The specific division of share options to members of the management board shall be decided by the supervisory board of Skano Group AS taking into account the contribution of the members of the management board.

2.3. If the entitled subject wishes to acquire the share options appointed thereto, he or she shall enter into a written option agreement with Skano Group AS no later than on 31.03.2015. If the entitled subject does not enter into the option agreement within the specified term, he or she loses the right to acquire the share options appointed thereto.

2.4. Application of the conditions of the share option programme and the procedure for the sale of share options shall be provided for in the option agreement entered into between Skano Group AS and the entitled subject. The representative of Skano Group AS upon signing the option agreement shall be the member of the supervisory board Joakim Johan Helenius.

2.5. The entitled subject of a share option shall be entitled to use the issued option starting from the thirty-seventh calendar month after issue of the option. The entitled subject shall lose the right to use the share option if he or she leaves from the management board of Skano Group AS upon own initiative prior to the thirty-seventh calendar month after the issue of the option or if his or her board member contract is terminated upon the initiative of the supervisory board within 12 months after the issue of the option. The entitled subject shall have the right to use the share option to the extent of 1/3 if his or her board member contract is terminated within 13-24 months after the issue of the option and to the extent of 2/3 if his or her board member contract is terminated within 25-36 months after the issue of the option.

2.6. The entitled subject of a share option shall not have the right to transfer the share options issued thereto.

2.7. Up to 450 000 (four hundred and fifty thousand) shares of Skano Group AS shall be emitted to fulfil the conditions of the share option. The new emitted shares shall grant the shareholder the right to receive dividends in the financial year that the shares were emitted.

2.8. The strike price of one share option is 1.10 EUR (one euro and ten cents).

2.9. The final term of the share programme is 31.12.2018. The specific schedule of the share programme and the procedure for sale shall be determined by the supervisory board.

2.10. The pre-emptive right of shareholders to note new shares emitted to fulfil the conditions of the share option shall be precluded.

Information on the procedure for exercising the rights specified in the Commercial Code § 287, § 293 (2) and (2¹) and § 293¹ (4) is published on the website of the Company www.skano.com.

As of the date of publishing of the announcement, the share capital of Skano Group AS is 2 699 436.60 euros. The company has 4 499 061 shares and each share gives one vote.

The date of closing the list of shareholders entitled to vote at the Extraordinary General Meeting will be December 30, 2014 at 23:59.

Registration of the participants in the meeting will begin at 10:45

To register yourself as a participant in the general meeting, please present:

a shareholder who is a sole proprietor – an identity document

a representative of a shareholder who is a sole proprietor – an identity document and a written authorisation document

a representative of a shareholder who is a legal person – valid certified copy of the registry card (for legal persons in Estonia, certified no earlier than 7 days ago), which entitles the person to represent the shareholder, and an identity document of the representative, or an authorisation document prepared as required and an identify document of the representative. We request prior legalisation or apostille certification of documents of a legal person registered in a foreign country, unless stated otherwise in the international agreement. Skano Group AS may register a shareholder who is a legal person of a foreign country as a participant in the general meeting also in case all required data on the legal person and the representative are included in the notarised authorisation document issued to the representative in a foreign country and the authorisation document is acceptable in Estonia.

If a shareholder has deposited his/her shares on a nominee account, a respective certificate issued by the account administrator shall be submitted, certifying the right of ownership of the shares as of 30th of December 2014.

Please present your passport or identity card as an identification document.

A shareholder may notify the Company of the appointment of a representative or withdrawal of authorisation by a representative by submitting respective information to the Management Board of Skano Group AS (in a digitally signed format which can be reproduced in writing on the following e-mail address: martin.kalle@skanogroup.com, or in writing by mail at the following address: Skano Group AS, Suur-Jõe 48, Pärnu, Estonia) no later than on 5.01.2015 (inclusive).

For the appointment of a representative or withdrawal of authorisation by a representative, a shareholder may use the forms available on the website of Skano Group AS www.skano.com

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