



Unofficial translation

MINUTES 1/2019

**EXTRAORDINARY GENERAL
MEETING**

EXTRAORDINARY GENERAL MEETING OF KOTIPIZZA GROUP OYJ

Time: 12 February 2019, from 14.30 p.m. to 14.35 p.m. Finnish time

Venue: Kotipizza Group Oyj's offices, Hermannin rantatie 2 B, 00580 Helsinki

Present: Shareholders were present at the meeting, either in person or represented by proxy, in accordance with the list of votes adopted at the start of the meeting.

	Shares	Votes
Appendix 1, the list of votes, shows 1 shareholder who holds a total of	6 270 901	6 270 901

Also present: Kalle Ruuskanen chairman of the Board of Directors
Tommi Tervanen, Managing Director

1 §

OPENING OF THE MEETING

Kalle Ruuskanen, chairman of the company's Board of Directors, opened the Extraordinary General Meeting (EGM) and welcomed the participating shareholders to the EGM in his opening speech.

2 §

CALLING THE MEETING TO ORDER

Olli Kotila, Attorney-at-Law, was elected as chairman of the EGM and he invited Anni Salo, to act as secretary. The chairman explained matters related to the discussion of items on the meeting's agenda.

3 §

ELECTION OF PERSONS TO VERIFY THE MINUTES AND PERSONS TO SUPERVISE THE COUNTING OF THE VOTES

Timo Pirskanen and Antti Isokangas were elected to verify the minutes.

Heidi Stirrkinen ja Anssi Koivula were elected to control the counting of the votes.

4 §

RECORDING THE LEGALITY OF THE MEETING

It was noted that the EGM notice had been delivered to shareholders in the manner and within the time limits prescribed by the Finnish Limited Liability Companies Act and the company's Articles of Association in a notice convening the meeting published on the company's website on 21 January 2019 (Appendix 2) and Board of Directors' proposals to EGM (Appendix 3) as well as shareholder Orkla ASA's proposals to EGM published on the company's website on 21 January 2019 (Appendix 4).

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The EGM was declared legally valid.

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

According to a list of the participants as at the beginning of the meeting and a list of votes, there was 1 shareholder present by legal representative, at the meeting. It was noted that 6 270 901 shares and votes were represented at the beginning of the meeting, accounting for approximately 98,74 % of all shares and votes in the company.

The list of participants and votes at the beginning of the meeting was annexed to the minutes (Appendix 1). It was noted that the list of votes is confirmed to correspond the attendance at the beginning of any voting.

It was noted that the list of shareholders was available for viewing at the EGM.

It was noted that, in addition to shareholders, certain members of the Board of directors, the chairman of the EGM and the secretary of the EGM also specialists, meeting officials and members of the company's management were present in the meeting.

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

It was recorded that the Board of Directors, as well the company's shareholder Orkla ASA representing approximately 98.59 % of the votes conferred by the company's shares, had proposed to the EGM that the following remuneration is paid to the members of the Board of Directors:

All members EUR 25,000 annually. No remuneration shall be paid to members of the Board of Directors who are employed by Orkla ASA or its group companies. Separate meeting remuneration shall not be paid for meetings of the Board of Directors nor committee meetings.

All members of the Board of Directors shall be compensated travel and other expenses directly related to their Board work.

The EGM resolved to approve the proposal of the Board of Directors and Orkla ASA.

7 §**RESOLUTION ON THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS**

It was recorded that the Board of Directors and Orkla ASA had proposed that the number of Board of Directors members would be six.

The EGM resolved, in accordance with the proposal of the Board of Directors and Orkla ASA, that the number of Board of Directors members is six.

8 §



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CHANGES TO THE COMPOSITION OF THE BOARD OF DIRECTORS

It was recorded that the Board of Directors and Orkla ASA had proposed to the EGM that the following persons are elected as members of the Board of Directors for a term continuing until the end of the next Annual General Meeting: Rabbe Wikström, Aaron Moore-Saxton, Kalle Ruuskanen, Johanna Paavola, Terje Andersen and Viktor Söderberg. The term of office of the other current members of the Board of Directors shall end upon the election of the above new members.

Furthermore, the Board of Directors and Orkla ASA had proposed that Rabbe Wikström is elected as Chairman of the Board of Directors.

All candidates had consented to being elected and they all were present in the meeting. The candidates' personal details are available on the company's website.

The EGM resolved, in accordance with the proposal of the Board of Directors, that Rabbe Wikström, Aaron Moore-Saxton, Kalle Ruuskanen, Johanna Paavola, Terje Andersen and Viktor Söderberg were elected as members of the Board of Directors for a term of office that lasts until the end of the next Annual General Meeting. Rabbe Wikström was elected as Chairman of the Board of Directors.

9 §

CLOSING OF THE MEETING

It was noted that the items listed in the invitation for the EGM had been discussed.

It was noted that the minutes of the meeting will be available for viewing by shareholders at latest on 29 May 2018 on the company's website <http://kotipizzagroup.com/investors/>.

The chairman thanked the participants and declared the meeting closed at 14.35 p.m. Finnish time.

The minutes of the meeting are confirmed by:

Olli Kotila
Chairman

Anni Salo
Secretary

We have inspected the above minutes and found them to be a true and accurate account of the meeting.

Timo Pirskanen

Antti Isokangas