

## **RAPALA VMC CORPORATION - NOTICE TO THE ANNUAL GENERAL MEETING**

The shareholders of Rapala VMC Corporation are invited to the Annual General Meeting to be held on March 27, 2015 at 12.00 a.m. at the address Mäkelänkatu 91, FI-00610 Helsinki, Finland.

### **A. Matters on the Agenda of the Annual General Meeting**

- 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. Adoption of the list of votes**
- 6. Presentation of the annual accounts, the consolidated annual accounts, the report of the Board of Directors and the Auditor's report for the year 2014**
- 7. Adoption of the annual accounts and the consolidated annual accounts**

### **8. Resolution on the use of the profit shown on the balance sheet and the payment of dividend**

The Board of Directors proposes to the General Meeting that a dividend of EUR 0.20 per share be paid on the basis of the adopted balance sheet for the financial year 2014. Dividends will be paid to shareholders who are registered in the shareholders register of the company kept by Euroclear Finland Ltd on the dividend record date, March 31, 2015. The date of payment of dividends is April 9, 2015.

### **9. Resolution on the discharge of the members of the Board of Directors and the CEO from liability**

### **10. Resolution on the remuneration of the members of the Board of Directors**

Shareholders together representing approximately 53 per cent of the shares and votes of the company propose to the General Meeting that the remuneration of the Board Members remain unchanged. The annual remuneration to the members of the Board of Directors would be as follows: EUR 100 000 for the Chairman and EUR 45 000 for other members of the Board of Directors.

### **11. Resolution on the number of members of the Board of Directors**

Shareholders together representing approximately 53 per cent of the shares and votes of the company propose to the General Meeting that the number of members of the Board of Directors to be elected be seven.

**12. Election of members of the Board of Directors**

Shareholders together representing approximately 53 per cent of the shares and votes of the company propose to the General Meeting that the current board members Emmanuel Viellard, Christophe Viellard, Eero Makkonen, Jan-Henrik Schauman, Jorma Kasslin, Marc Speeckaert and Julia Aubertin be re-elected as members of the Board of Directors until the close of the next Annual General Meeting

**13. Resolution on the remuneration of the Auditor**

The Board of Directors proposes to the General Meeting that the Auditor's fees be paid against an invoice approved by the company.

**14. Election of Auditor**

The Board of Directors proposes to the General Meeting that Ernst & Young Oy, corporation of Authorized Public Accountants, be appointed as the company's Auditor for the term expiring at the close of the next Annual General Meeting.

**15. Authorizing the Board of Directors to decide on the repurchase of the company's own shares**

The Board of Directors proposes to the General Meeting that the Annual General Meeting authorize the Board of Directors to resolve on the repurchase of up to 2 000 000 company's own shares with assets pertaining to the unrestricted equity in one or more tranches taking into account, however, the provisions of the Finnish Companies Act on the maximum amount of own shares held by a company. The proposed maximum amount of shares corresponds to less than 10 per cent of all shares in the company.

The shares may be repurchased to develop the company's capital structure. In addition, the shares may be repurchased to finance or carry out business acquisitions or other arrangements, to settle the company's equity-based incentive plans, to be transferred for other purposes or to be cancelled. The shares may be repurchased in deviation from the proportion of the shares held by the shareholders. The shares will be repurchased through public trading arranged by NASDAQ OMX Helsinki Oy at the market price quoted at the time of the repurchase. The shares will be repurchased and paid in accordance with the rules of NASDAQ OMX Helsinki Ltd and Euroclear Finland Ltd. The Board of Directors would decide upon other terms related to repurchase of shares.

It is proposed that the authorization be effective until the close of the next Annual General Meeting, however, no longer than until June 30, 2016. The authorization would cancel the repurchase authorization granted by the Annual General Meeting to the Board of Directors on April 10, 2014.

## **16. Closing of the meeting**

### **B. Documents of the Annual General Meeting**

The aforementioned proposals of the Board of Directors on the matters on the agenda of the General Meeting as well as this notice are available on Rapala VMC Corporation's website at [www.rapalavmc.com](http://www.rapalavmc.com). Rapala VMC Corporation's annual accounts, including the report of the Board of Directors and the Auditor's report, will be available on the above-mentioned website no later than March 6, 2015. The proposals of the Board of Directors and the annual accounts are also available at the General Meeting. The minutes of the meeting will be available on the above-mentioned website as of April 10, 2015 at the latest.

### **C. Instructions for the participants in the Annual General Meeting**

#### **1. The right to participate and registration of the shareholders registered in the shareholders' register**

The right to attend and vote at the Annual General Meeting is afforded to each shareholder, who is registered in the shareholders' register of the company kept by Euroclear Finland Ltd on March 17, 2015. 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 wishes to participate in the Annual General Meeting shall register for the meeting no later than March 24, 2015 by 10 a.m. by giving a prior notice of participation.

Such notice can be given:

- a) by regular mail to the address Rapala VMC Corporation, Mäkelänkatu 91, FI-00610 Helsinki, Finland,
- b) by telephone on the number +358 9 7562 5436 / Susanne Leppänen, or
- c) by e-mail to [susanne.leppanen@rapala.fi](mailto:susanne.leppanen@rapala.fi).
- d) by website at [www.rapalavmc.com](http://www.rapalavmc.com)

In connection with the registration, a shareholder shall notify his/her name, address, telephone number and the name of a possible assistant or proxy representative. A notice for registration is to arrive before the registration deadline. The personal data given by the shareholders to Rapala VMC Corporation is used only in connection with the Annual 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.

## **2. Holders of nominee registered shares**

A holder of nominee registered shares has the right to participate in the Annual General Meeting by virtue of such shares, based on which he/she would be entitled to be registered in the shareholders' register of the Company held by Euroclear Finland Ltd on March 17, 2015. In addition, the right to participate requires that the shareholder, on the basis of such shares, has been temporarily registered in the shareholders' register held by Euroclear Finland Ltd on March 24, 2015 at 10.00 a.m. at the latest. As regards nominee registered shares, this constitutes due registration for the Annual General Meeting.

A holder of nominee registered shares is advised to request without delay necessary instructions regarding the registration in the temporary shareholder's register of the company, 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.

## **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 shareholder may have several proxy representatives, who represent the shareholder with shares booked on different book-entry accounts. In such case the shares represented by each proxy representative shall be identified in connection with the registration. 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 General Meeting. Possible proxy documents should be delivered in originals to Rapala VMC Corporation, Mäkelänkatu 91, FI-00610 Helsinki, Finland, by the end of the registration period.

## **4. Other instructions and information**

Pursuant to Chapter 5, section 25 of the Finnish Companies Act, a shareholder who is present at the Annual 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 Annual General Meeting, the total number of shares and votes in Rapala VMC Corporation is 39 000 000, and the company holds 620 407 own shares.

Helsinki, March 4, 2015

RAPALA VMC CORPORATION  
Board of Directors

For further information, please contact:

Olli Aho, Company Counsel, tel: +358 9 7562 540

Distribution: Nasdaq Helsinki and main media

Rapala VMC Corporation (“the Group”) is a leading fishing tackle company and the global market leader in fishing lures, treble hooks and fishing related knives and tools. The Group also has a strong global position in other fishing categories and it is one of the leading distributors of outdoor, hunting and winter sport products in the Nordic countries. The Group has the largest distribution network in the industry. The main manufacturing facilities are located in Finland, France, Estonia, Russia, China, Indonesia and the UK. The Group brand portfolio includes the leading brand in the industry, Rapala, and other global brands like VMC, Suffix, Storm, Blue Fox, Luhr Jensen, Williamson, Dynamite Baits, Mora Ice, StrikeMaster, Marttiini and Peltonen. The Group, with net sales of EUR 273 million in 2014, employs some 2 800 people in 39 countries. Rapala VMC Corporation’s share is listed and traded on the Nasdaq Helsinki stock exchange since 1998.