

MINUTES OF THE FINNISH TRADE GUILD ANNUAL GENERAL MEETING ON FEBRUARY 24, 2015

Time: 18.00-19.50
Venue: Embassy of Finland, ul. Chopina 4/6 Warsaw
Present: Appendix 1
Agenda:

1. Opening of the meeting
2. Election of chairman and secretary for the meeting and election of two vote counters
3. Legality of the meeting and quorum
4. Activity report for year 2014
5. Profit and loss account year 2014
6. Activity plan for year 2015
7. Election of the FTG Board for year 2015
8. Nomination of FTG representatives to the 2015 SPCC Board
9. Other issues.

1. Opening of the meeting and election of the chairman, secretary and vote counters

The Annual General Meeting was opened by Johan Puotila, Chairman of the FTG Board, who in absence of other candidates was elected Chairman of the meeting. The Chairman warmly thanked Ambassador Hanna Lehtinen for hosting the meeting at the Embassy premises.

Mr Piotr Prus volunteered as the secretary of the meeting and was elected for that post.

Mr Marcin Milczarek and Mr Pekka Männistö were elected as the vote counters.

List of participants shall be attached to the minutes as the Appendix 1.

2. Legality of the meeting and quorum

The Chairman noted that the invitations for the AGM were sent on January 6th February 2015, observing statutory two weeks' notice before holding the meeting. The Chairman also explained the FTG by-laws do not set any specific numerical requirements concerning quorum, so decisions can be taken by majority of present participants.

The Chairman noted with satisfaction that about 1/3 of FTG members were present.

It was agreed that the meeting was convened in line with the FTG statutes and has the capacity to adopt valid decisions and resolutions.

3. Activity report for year 2014

Johan Puotila presented the FTG Board's activity report for 2014 (Appendix 2).

The meeting unanimously approved the Board's 2014 Activity Report.

4. Profit and loss account year 2014

Johan Puotila presented FTG's income and expenses for the financial period from 1/01/2014 to 31/12/2014 as follows:

Income (PLN)

| | |
|----------------------------------|---------------|
| SPCC national section allocation | 18.000 |
| Participation fees | 4.374 |
| Sponsorship income | <u>41.260</u> |
| | 63.634 |

Expenses (PLN)

| | |
|------------------------------------|---------------|
| Board meetings | 1.130 |
| Equipment/ supplies | 1.257 |
| Ambassdor's farewell dinner & gift | 2.249 |
| Summer Picnic | 28.499 |
| Crayfish Party | 11.303 |
| Independence Day's Night | <u>14.299</u> |
| | 58.764 |

The balance showed a surplus of 4.870 PLN.

The Chairman thanked warmly the corporate sponsors that had contributed financially to the FTG activities in 2014, making the many activities and high attendance possible.

A question was asked regarding the surplus shown. The Chairman informed that the FTG board did not have up-to-date budget information at hand when preparing for the Independence Day's Night event and was informed of the size of the surplus mid December. The FTG Board had immediately ordered certain purchases needed in 2015. However, the SPCC office managed to implement only some of these purchases by end year.

Mr. Pekka Pekka Männistö and Mr. Jaakko Autere presented their views and ideas regarding possible solutions and possible means to avoid such a situation in the future.

The Chairman presented a proposal for a FTG motion to the SPCC board, to permit the use of the 2014 surplus for FTG activities in 2015 (appendix 3) and noted that FTG representatives had already proposed such a solution to the SPCC Board, though unsuccessfully. The participants discussed the draft motion and expressed support to it.

The meeting approved unanimously the income and expense declaration for the period of 1/01/2014 to 31/12/2014 and the proposed motion to the SPCC board regarding the use of the 2014 surplus in 2015, the latter with one vote abstaining.

5. Activity plan for year 2015

Johan Puotila presented the Board's activity plan for year 2015, consisting of the following items:

- AGM
- "Introduction to Finnish sauna"
- May 1 – Vappu celebration
- Summer Picnic

- Crayfish Party
- Svenska Dagen (in cooperation with SBC)
- Independence Day's Night
- Ice Hockey event(s) in conjunction with Ice Hockey World Championships in Czech Republic
- Seminar/VIP event(s), in cooperation with the Embassy of Finland where possible
- Visit to a member/other company
- In cooperation with the Finnish Embassy, continue supporting efforts to protect and secure future activity in some of the so called "Suomi Houses" in Warsaw.
- Work within SPCC to improve added value member services, such as basic legal advice, and to secure that basic principles upon which the Chamber was founded, such as equal representation and voice of the founding members, are respected
- Discussion event with interesting and topical key note speaker from Polish administration/government/financial world.

The participants discussed the plan. Mr. Pekka Männistö/OpusCapita raised the question whether the Vappu event could be handed over to university students to organize and raised the idea of organizing FTG events in other places, like Tricity with growing Finnish population.

The meeting unanimously approved of the proposed activity plan.

6. Election of the FTG Board for year 2015

The Chairman presented the following candidates for the FTG Board for 2015:

Members:

Johan Puotila (Confero Consulting, Managing Director) Chairman
 Anitta Koskio (ExpatHouse, Managing Director), Deputy Chairman
 Piotr Prus (ECOVIS Milezarek & Co, Partner),
 Kari Vähäkangas (Finpro, Head of Finpro Poland)
 Pauli Rumbin (HT Laser, Managing Director)
 Anna Maria Kalamaja (Suomen Unipol Poland, Key Account Manager)

Deputy Board Members:

Marcin Brzuszewski (Fortum, Head of Legal Affairs Region Poland).
 Pekka Männistö (OpusCapita, F&A Development Manager)
 Mika Leppänen (Lemminkäinen Polska Sp. z o.o., Managing Director)

When asked, present members had no additional or alternative candidates to propose.

The meeting unanimously elected presented candidates to the FTG Board for 2015.

7. Election of FTG representatives to the 2015 SPCC Board

The Chairman presented following candidates as FTG representatives for the SPCC Board in 2014:

Johan Puotila (Confero Consulting, Managing Director) SPCC Vice Chairman
Anitta Koskio (ExpatHouse, Managing Director), SPCC Board Member
Piotr Prus (ECOVIS Milczarek & Co, Partner) SPCC Deputy Board Member

When asked, present members did not have additional or alternative proposals.

The meeting unanimously elected presented candidates as FTG representatives for the SPCC Board in 2015.

8. Any other business

The Chairman informed participants of the status of action taken by the FTG Board following the resolution adopted unanimously by the 2011 FTG AGM concerning providing basic legal advice services to SPCC members. The service was implemented in May 2014 and is budgeted also for 2015. The Chairman underlined the potential value of the service in recruiting new members.

The Chairman described the planned amendments to the SPCC statutes which were decided on by SPCC board and will be proposed at the SPCC AGM on 31 March 2015. It was noted that majority of amendments are intended to remedy certain vagueness in statutes, or clarify existing practice and these amendments will be proposed unanimously by the SPCC Board. One amendment however concerns an important material issue: abolishing the existing maximum term limit of four consecutive years for the SPCC Chairman. This amendment proposal passed the SPCC Board by a 3-2 majority vote.

It was noted that in the opinion of the 9 members and deputy members of FTG Board, such a change would be against basic principles of equal voice and representation agreed on between the four founding national sections and could carries also other obvious risks.

The participants discussed the matter in detail. As a result, participants unanimously rejected the proposal to abolish statutory term limits for SPCC Chairman and approved of a related opinion, addressed to the SPCC AGM and other members of the Chamber (appendix 4).

As there were no other issues, the Chairman closed the meeting.

After the official meeting Mrs Hanna Lehtinen, Ambassador of Finland, presented her welcoming remarks, also updating participants on upcoming activities of the Embassy. After the Ambassador's overview a buffet dinner was served.

Appendices:

1. Attendance list
2. Board's Activity Report 2014
3. Motion of the 2015 FTG AGM re. use of 2014 budget surplus
4. FTG opinion re. proposed statute change, adopted by the AGM

Chairman

Secretary

Johan Puotila

Piotr Pruś