

*BBS-Bioactive Bone Substitutes Oyj*  
*Notice to convene annual general meeting*

## **Bbs-Bioactive Bone Substitutes Plc: INVITATION TO ANNUAL GENERAL MEETING**

**Stock Exchange Release March 15, 2019 at 12:00 am.**

### **INVITATION TO THE BBS-BIOACTIVE BONE SUBSTITUTES PLC'S ANNUAL GENERAL MEETING (AGM)**

The shareholders of BBS-Bioactive Bone Substitutes Plc are invited to the company's Annual General Meeting, which is held at the company's premises at Kiviharjunlenkki 6, 90220 Oulu, on **Friday 5<sup>th</sup> April 2019 starting at 2.00 pm**. At the AGM the right to participate and the right to vote are held by the shareholders registered in the shareholder register on the record date 26<sup>th</sup> March 2019.

#### **A. MATTER TO BE DEALED AT THE ANNUAL GENERAL MEETING**

1. Opening of the AGM
2. Election of the chairman and the secretary
3. Election of person to scrutinize the minutes and persons to supervise the counting of votes
4. Recording the legality of the meeting
5. Recording the attendance at the meeting and adoption the list of votes
6. Presentation of the annual accounts, the report of the Board of Directors and the auditor's report for the year 2018. CEO's Review
7. Adoption of the annual accounts
8. Resolution on the use of the profit shown on the balance sheet and the payment of dividends

The Board of Directors proposes that the result for the financial year be transferred to the previous profit and loss account and no dividend is distributed

9. Resolution on the discharge of the members of the Board of Directors and the President and CEO from liability
10. Resolution on the remuneration of the members of the Board of Directors
11. Resolution on the number of members of the Board of Directors
12. Election of the members of the Board of Directors
13. Resolution on the auditor's remuneration
14. Election of the auditor
15. Authorizing the Board to decide on the issuance of shares and the issuance of special rights entitling to shares.

The Board proposes to the AGM at 5th April 2019 at 2.00 pm that the Board be authorized to decide on the issuance of the shares. The proposed authorization includes the right to deviate from the shareholders' pre-emptive rights, provided that the Company has a weighty financial reason to do so.

A share issue may be executed by increasing a share capital by a new subscription, by convertible bonds or by issuing stock options in one or more installments under the following terms:

The Board is authorized to decide to increase the share capital by issuing a share issue, issuing a convertible loan, or issuing stock options in one or more installments. In the new issue or alternatively, convertible loans or stock options may entitle to subscribe for a maximum of 1.500.000 (one million) new shares. The company currently has 5.090.520 shares. The old authorization is proposed to be cancelled.

The authorization includes the right to deviate from the shareholders' pre-emptive right to subscribe for new shares, convertible loans or warrants and to decide on the subscription prices, subscription rights and subscription terms. The subscription price of the shares is recorded in the invested unrestricted equity fund. The authorization may be used in deviation from shareholder's pre-emptive subscription right, provided that there is a weighty financial reason for the company, such as the extension of the company's shareholder base or another essential business interest or an arrangement to safeguard financial liquidity. Under the authorization, shares may be offered in deviation from shareholder's pre-emptive rights to the related party but not for the benefit of related parties. The Board is entitled to decide that shares can be subscribed for against payment of assets, by set off of a receivable or otherwise on specific terms. Possible options are used at the discretion of the Board.

The authorization is valid until the next AGM but up to June 30<sup>th</sup> 2019.

#### 16. Closing of the meeting

### **B. AGM DOCUMENTS**

The financial statements and the auditor's report are available to shareholders at the company's premises at Kiviharjunlenkki 6, 90220 Oulu. Copies of the documents will be sent to shareholders on request.

### **C: INSTRUCTIONS FOR THE PARTICIPANTS IN THE MEETING**

#### **1. Shareholders listed in the shareholder register**

The right to attend the AGM will be on each shareholder who, on the record date of April 26th 2018 of the AGM, is registered in the company's shareholder register maintained by Euroclear Finland Oy. A shareholder whose shares are subscribed to his or her personal Finnish book-entry account is registered in the company's shareholder register.

A shareholder registered in the Company's Shareholder Register who wishes to attend the AGM must register to the AGM via e-mail at the following address [ilmoittautumiset@bbs-artebone.fi](mailto:ilmoittautumiset@bbs-artebone.fi) or by post to Kiviharjunlenkki 6, 90220 Oulu. The registration must be received by April 2<sup>th</sup> 2019 at the latest 10.00 am.

When registering, the name of the shareholder, social security number or company-ID, the telephone number and the identity of the potential assistant should be indicated. The disclosure of the personal data of the shareholders to BBS Oyj is only used in connection with the AGM and the related necessary registration.

A shareholder, his representative or agent, at the meeting venue, should be able to prove his/her identity and/or the right to represent, where appropriate.

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

The shareholders of nominee-registered shareholder are entitled to attend at AGM on the basis of the shares entitling him/her to be registered in the Shareholder Register maintained by the Euroclear Finland Oy on 26<sup>th</sup> March 2019. Participation also request the shareholder to be temporarily entered into the shareholder register maintained by Euroclear Finland Oy by March 26<sup>th</sup> 2019 at 10:00 am on the basis of these shares. As regards the shares subscribed to in the temporary register of nominee-register of shareholders, this is considered to be registered for the AGM.

The owner of a nominee-registered shareholder is advised to request promptly from his/her custodian the necessary instructions for registration in the company's temporary shareholder register on the issuance of power of attorney and registration for the AGM. The administrator of the custodian shall notify such shareholder of nominee-registered shares who wishes to attend the AGM to be included in the company's temporary shareholder register no later than on the above-mentioned date.

### **3. The use of agent and proxies**

A shareholder may participate in the AGM and exercise his/her rights there through an agent. The shareholder's agent must prove his identity and present dated power of attorney or otherwise provide in a reliable manner that he/she is entitled to represent the shareholder at the AGM. If a shareholder participates in the AGM through multiple agents, representing the shareholder in several securities accounts, at the time of registration must be reported the shares on the basis of which each representative represents the shareholder. Possible proxy documents are requested to be delivered by e-mail to [ilmoittautumiset@bbs-artebone.fi](mailto:ilmoittautumiset@bbs-artebone.fi) or by letter to Kiviharjunlenkki 6, 90220 Oulu of April 2<sup>th</sup> 2019 at 10:00 am. The registration must be received by April 2<sup>th</sup> 2019 at the latest 10.00 am.

In Oulu March 15<sup>th</sup> 2019

BBS-Bioactive Bone Substitutes Plc

Board of Directors

#### **For more information:**

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*This is information that BBS-Bioactive Bone Substitutes Plc is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact person set out above on 15<sup>th</sup> March 2019 at 12:00 am (UTC).*

*BBS-Bioactive Bone Substitutes Plc is the health technology company operating since 2003. Before that there was a background of seven years of product development in the University of Oulu. We have developed a new product for healing of difficult bone fractures and for solving the problems in bone healing. Our mission is to offer new generation medicinal products for the orthopedic surgery. The research and development in the field of medicine requires perseverance and courage to develop new things. We have over 20 years of expertise in this. Our operations are characterized by top expertise, innovativeness and dedicated and committed employees. The ARTEBONE<sup>®</sup> product is ready and the application process for the CE-mark has been initiated. BBS is the company having its headquarters in Oulu. We have our own production plant located in Reisjärvi and it is approved by FIMEA. More information: [www.bbs-artebone.fi](http://www.bbs-artebone.fi).*