

Huhtamäki Oyj: Notice to the General Meeting

Notice is given to the shareholders of Huhtamäki Oyj to the Annual General Meeting of Shareholders to be held on Thursday, April 25, 2019, at 11.00 (EET) at Messukeskus Helsinki, Expo and Convention Centre, Messuaukio 1, Helsinki, Finland. The reception of shareholders who have registered for the meeting and the distribution of voting tickets will commence at 10.00 (EET). Coffee will be served after the meeting. The Company's President and CEO Charles Héaulmé who starts in his position on April 26, 2019 will introduce himself to the shareholders in the meeting.

A. Matters on the agenda of the General Meeting

The following matters will be considered at the 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. Recording the attendance at the meeting and adoption of the list of votes**
- 6. Presentation of the Annual Accounts including the Consolidated Annual Accounts, the Directors' Report and the Auditor's Report for the year 2018**
 - Review by the CEO
- 7. Adoption of the Annual Accounts including 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 that a dividend of EUR 0.84 per share would be paid based on the balance sheet adopted for the financial period ended on December 31, 2018. The dividend would be paid to a shareholder who on the dividend record date April 29, 2019 is registered as a shareholder in the Company's shareholders' register held by Euroclear Finland Ltd. The Board of Directors proposes that the dividend would be paid on May 7, 2019.

No significant changes have taken place in the Company's financial position since the end of the financial year. The Company's liquidity position is good and the proposed distribution does not, in the view of the Board of Directors, risk the Company's ability to fulfill its obligations.

- 9. Resolution on the discharge of the members of the Board of Directors and the CEO from liability**
- 10. Resolution on the remuneration and expense compensation of the members of the Board of Directors**

The Nomination Committee of the Board of Directors proposes that the annual remuneration to the members of the Board of Directors would remain unchanged and thus be paid as follows: to the Chairman EUR 120,000, to the Vice-Chairman EUR 68,000 and to other members EUR 57,000. In addition, the Nomination Committee of the Board of Directors proposes that the meeting fees would be paid for each meeting attended as follows: EUR 1,500 for all meetings, except EUR 3,000 to the Chairman for the Audit Committee meetings, EUR 1,750 to the Chairman for the Human Resources Committee meetings and EUR 1,750 to the Chairman for the Nomination Committee meetings. Traveling expenses of the Board members would be compensated in accordance with the Company policy.

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

The Nomination Committee of the Board of Directors proposes that the number of members of the Board of Directors would be seven (7).

12. Election of members of the Board of Directors

The Nomination Committee of the Board of Directors proposes that Mr. Pekka Ala-Pietilä, Mr. Doug Baillie, Mr. William R. Barker, Ms. Anja Korhonen, Ms. Kerttu Tuomas, Ms. Sandra Turner and Mr. Ralf K. Wunderlich would be re-elected as members of the Board of Directors for a term ending at the end of the next Annual General Meeting. The current Vice-Chairman of the Board of Directors Mr. Jukka Suominen has notified the Company that he will not stand for re-election to the Board of Directors.

The biographical details of all candidates are presented on the Company's website (www.huhtamaki.com) at the Investors section.

All of the candidates have given their consent to the election. In addition, all of the candidates have notified the Company that if they are elected as members of the Board of Directors, they will elect Mr. Pekka Ala-Pietilä as the Chairman of the Board of Directors and Ms. Kerttu Tuomas as the Vice-Chairman of the Board of Directors.

13. Resolution on the remuneration of the Auditor

The Audit Committee of the Board of Directors proposes that the Auditor's remuneration would be paid against an invoice approved by the Audit Committee of the Board of Directors.

14. Election of the Auditor

The Audit Committee of the Board of Directors proposes that Ernst & Young Oy, a firm of authorized public accountants, would be elected as Auditor for the financial year January 1 - December 31, 2019. Ernst & Young Oy has announced that Mr. Mikko Järventausta, APA, would be the Auditor with principal responsibility.

15. Authorizing the Board of Directors to resolve on the repurchase of the Company's own shares

The Board of Directors proposes that the Annual General Meeting would authorize the Board of Directors to resolve on the repurchase of an aggregate maximum of 10,776,038 of the Company's own shares, subject to the number of shares held by the Company at any given moment not exceeding 10 percent of all the shares of the Company. Own shares may be repurchased on the basis of the authorization only by using non-restricted equity.

Own shares may be repurchased at a price formed in public trading on the date of the repurchase or otherwise at a price formed on the market. The Board of Directors resolves on how shares are repurchased. Own shares may be repurchased otherwise than in proportion to the shares held by the shareholders (directed repurchase). The authorization remains in force until the end of the next Annual General Meeting, however, no longer than until June 30, 2020.

16. Authorizing the Board of Directors to resolve on the issuance of shares and the issuance of special rights entitling to shares

The Board of Directors proposes that the Annual General Meeting would authorize the Board of Directors to resolve on the issuance of shares and the issuance of options and other special rights entitling to shares referred to in chapter 10 section 1 of the Companies Act as follows: the aggregate number of new shares to be issued may not exceed 10,000,000 shares which corresponds to approximately 9.3 percent of the current

shares of the Company, and the aggregate number of own treasury shares to be transferred may not exceed 4,000,000 shares which corresponds to approximately 3.7 percent of the current shares of the Company.

The Board of Directors resolves on all the terms and conditions of the issuance of shares and special rights entitling to shares, and may deviate from the shareholders' pre-emptive subscription rights (directed issue). The authorization remains in force until the end of the next Annual General Meeting, however, no longer than until June 30, 2020.

17. Authorizing the Board of Directors to grant donations

The Board of Directors proposes that in connection with the Company's 100 years anniversary the Annual General Meeting would authorize the Board of Directors to grant donations up to an aggregate maximum amount of three (3) million euros for charitable or corresponding purposes. The Board of Directors resolves on the recipients and other terms and conditions of the donations and the authorization remains in force until December 31, 2020.

18. Closing of the meeting

B. Documents of the General Meeting

The proposals for the decisions on the matters on the agenda of the General Meeting as well as this notice are available on Huhtamäki Oyj's website at www.huhtamaki.com. The Annual Accounts, the Directors' Report and the Auditor's Report of Huhtamäki Oyj are also available on the above-mentioned website. The proposals for decisions and the other above-mentioned documents are also available at the meeting and copies of these documents and of this notice will be sent to shareholders upon request. The minutes of the meeting will be available to the shareholders on the above-mentioned website as from May 9, 2019, at the latest.

C. Instructions for the participants in the General Meeting

1. Shareholders registered in the shareholders' register

Each shareholder, who is registered on April 11, 2019 in the shareholders' register of the Company held by Euroclear Finland Ltd., has the right to participate in the General Meeting. 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 wants to participate in the General Meeting, shall register for the meeting no later than April 18, 2019 at 16.00 (EET) by giving a prior notice of participation to the Company. The notice has to be received by the Company before the end of the registration period. Such notice can be given:

- (a) On the Company's website www.huhtamaki.com following the instructions given therein, or
- (b) by telephone +358 20 770 6879 on weekdays between 9.00 and 16.00 (EET).

In connection with the registration, a shareholder shall notify his/her name, personal identification number/business identity code, address, telephone number and the name of a possible assistant or proxy representative and the personal identification number of a proxy representative. The personal data is used only in connection with the 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 General Meeting by virtue of such shares, based on which he/she on the record date of the General Meeting April 11, 2019 would be entitled to be registered in the shareholders' register of the Company held by Euroclear Finland Ltd. The right to participate in the General Meeting requires, in addition, that the shareholder on the basis of such shares has been temporarily registered into the shareholders' register of the Company held by Euroclear Finland Ltd. at the latest by April 18, 2019 by 10.00 (EET). As regards nominee registered shares this constitutes due registration for the General Meeting.

A holder of nominee registered shares is advised to request without delay the necessary instructions regarding the registration in the temporary shareholders' 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 proxy representative of a shareholder shall produce a dated proxy document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder at the General Meeting.

When a shareholder participates in the General Meeting by means of several proxy representatives representing the shareholder with shares at different securities accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the General Meeting.

Possible proxy documents are requested to be delivered in originals to Huhtamäki Oyj, Annual General Meeting, Revontulenkujä 1, 02100 Espoo, Finland before the end of the registration period.

4. Other information

Pursuant to chapter 5, section 25 of the Companies Act, a shareholder who is present at the General Meeting has the right to request information with respect to the matters to be considered at the meeting.

At the time of the announcement of this notice on March 27, 2019, the total number of shares and votes in Huhtamäki Oyj is 107,760,385, which includes 3,425,709 own shares held by the Company or its subsidiaries. Such own shares do not have voting rights.

In Espoo, March 27, 2019

HUHTAMÄKI OYJ
Board of Directors