

19 March 2010

## **REQUEST FOR A MATTER TO BE HANDLED IN THE GENERAL MEETING**

Atria-Yhtymä Plc

Board of Directors / CEO

P.O. Box 900  
60600 ATRIA

## **REQUEST RELATING TO SECTION 5 OF CHAPTER 5 OF THE COMPANIES ACT**

As a shareholder of the company, the Finnish Shareholders Association requests, in accordance with Section 5 of Chapter 5 of the Companies Act, that Atria-Yhtymä Plc's Board of Directors should include the matter and proposal detailed below in the agenda for the General Meeting to be held to review the company's financial statements for 2009 and in the notice of the meeting. We request that the matter be handled prior to decisions relating to the number and election of members to the Supervisory Board.

### **PROPOSAL**

The company's Supervisory Board should be abolished from the General Meeting handling this proposal onwards and the company's Articles of Association should be amended accordingly.

Helsinki, 8 December 2009

Timo Rothovius, chairman

Tomi Salo, executive director

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19 March 2010

## **ADDITIONAL INFORMATION OF THE AMENDMENTS OF THE ARTICLES OF ASSOCIATION REQUIRED BY THE REQUEST OF THE FINNISH SHAREHOLDERS ASSOCIATION**

According to the understanding of the Company's Board of Directors, the abolishment of the Supervisory Board requested by the Finnish Shareholders Association would require following amendments to the Articles of Association:

- Article 7 concerning the Board of Directors to be amended so that the General Meeting, in stead of the Supervisory Board, resolves on the election and resignation of members of the Board of Directors.
- Article 8 concerning the Supervisory Board to be removed.
- In article 14 concerning the Annual General Meeting, the reference to the statement of the Supervisory Board to be removed and the decisions regarding the discharge from liability of, number of, remuneration to and election of members of the Supervisory Board would be removed and replaced, to the extent applicable, by corresponding decisions regarding members of the Board of Directors.

The mentioned articles of the Articles of Association, as amended, would read as follows:

### *Article 7 Board of Directors*

*The company's administration and the due arrangement of its operations shall be attended to by the Board of Directors consisting of a minimum of five (5) and a maximum of seven (7) regular members, who are elected by the General Meeting for a term of three calendar years. In the first year – either the first year of the Board's activities or when the General Meeting so decides – two members of the Board, as decided on through the drawing of lots, shall resign; the second year, two members shall resign; during the third year, three members shall resign; and after that, the same sequence shall be followed.*

*Members who are due to resign may be re-elected. However, a person who is sixty-five (65) years old or older cannot be elected to the Board of Directors.*

### *Article 13 Annual General Meeting*

*The Annual General Meeting shall be held each year within six months of the end of the financial year on a day designated by the Board of Directors.*

*The agenda for the meeting shall include the presentation of*

- *the financial statements, comprising the income statement, balance sheet and report of the Board of Directors;*
- *the auditors' report;*

*the decision upon*

- *approval of the income statement and balance sheet;*
- *actions to be taken arising from the profit or loss shown in the approved balance sheet;*
- *granting of discharge from liability to the members of the Board of Directors and to the president;*
- *the number of the members of the Board of Directors;*
- *the remuneration of the members of the Board of Directors and the grounds for travel compensation;*
- *the number of auditors and deputy auditors;*

*and the election of*

19 March 2010

- *members of the Board of Directors to fill the positions of those who are due to resign and;*
- *the auditors and deputy auditors.*