

19 March 2010

**PROPOSAL OF THE BOARD OF DIRECTORS FOR USE OF THE PROFIT SHOWN ON THE BALANCE SHEET AND THE PAYMENT OF DIVIDEND**

The proposal of the Company's Board of Directors for profit distribution was published on 18 February 2010. The Board of Directors proposes to the General Meeting that the Company pay a dividend of EUR 0.25 per share for 2009. According to the proposal, dividends are paid to shareholders who are entered in the Company's shareholder register maintained by Euroclear Finland Ltd on the record date for the payment of dividends. The proposed record date for the payment of dividends is 4 May 2010 and the date of payment is 11 May 2010.

Seinäjoki, 18 March, 2010

ATRIA PLC  
BOARD OF DIRECTORS

19 March 2010

**PROPOSAL OF THE BOARD OF DIRECTORS FOR THE NUMBER OF AUDITORS AND THE AUDITORS**

According to the Articles of Association, the Company shall have a minimum of one and a maximum of four Authorized Public Accountants as auditors and as many deputy auditors at the most. The Board of Directors proposes one auditor be elected for the Company.

The Board of Directors proposes Authorized Public Accountants PricewaterhouseCoopers Oy be elected as auditor of the Company until the closing of the next Annual General Meeting. The auditing firm has announced that the auditor in charge of the audit is Chartered Accountant Mr Juha Wahlroos.

Seinäjoki, 18 March, 2010

ATRIA PLC  
BOARD OF DIRECTORS

19 March 2010

**PROPOSAL BY THE BOARD OF DIRECTORS TO AMEND THE ARTICLES OF ASSOCIATION**

The Board of Directors proposes that the General Meeting resolves to amend the Articles of Association as follows:

- Article 13 concerning the notice to General Meeting would be amended so that the notice to General Meeting shall be delivered by releasing the notice of meeting on the Company's website and as stock exchange release no more than three (3) months and no less than three (3) weeks prior to the General Meeting, however, always at least nine (9) days prior to the record date of the General Meeting. The Board of Directors may in addition decide to announce the notice or information of the release of the notice in one or more national newspaper specified by the Board of Directors or in other ways as may be decided by the Board of Directors.
- Article 15 concerning the book-entry system would be amended to read as follows: "The shares in the Company are incorporated in the book-entry system."

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

*Article 13 Venue of the General Meetings, notice to General Meeting and advance registration*

*The Company's General Meetings shall be held in Kuopio or Helsinki.*

*The notice to General Meeting shall be delivered by releasing the notice of meeting on the Company's website and as stock exchange release no more than three (3) months and no less than three (3) weeks prior to the General Meeting, however, always at least nine (9) days prior to the record date of the General Meeting. The Board of Directors may in addition decide to announce the notice or information of the release of the notice in one or more national newspaper specified by the Board of Directors or in other ways as may be decided by the Board of Directors.*

*To have the right to attend a General Meeting, shareholders must inform the Company of their intention to do so no later than the day mentioned in the notice to General Meeting, which date may be no earlier than ten (10) days prior to the General Meeting.*

*Article 15 Book-entry system*

*The shares in the Company are incorporated in the book-entry system.*

Seinäjoki, 18 March, 2010

ATRIA PLC  
BOARD OF DIRECTORS

19 March 2010

**PROPOSAL BY THE BOARD OF DIRECTORS FOR AUTHORISING THE BOARD OF DIRECTORS TO DECIDE ON THE ACQUISITION OF THE COMPANY'S OWN SHARES**

The Board of Directors proposes that the General Meeting authorise the Board of Directors to decide on the acquisition of a maximum of 2,800,000 of the Company's own Series A shares in one or more instalments with funds belonging to the Company's unrestricted equity, subject to the provisions of the Finnish Companies Act on the maximum amount of treasury shares. The Company's own Series A shares may be acquired for use as consideration in any acquisitions or other arrangements relating to the Company's business, to finance investments, as part of the Company's incentive scheme, to develop the Company's capital structure, to be otherwise further transferred, to be retained by the Company, or to be cancelled.

The shares shall be acquired in a proportion other than that of the shareholders' current shareholdings in the Company in public trading arranged by NASDAQ OMX Helsinki Ltd at the trading price of the moment of acquisition. The shares shall be acquired and paid according to the rules of NASDAQ OMX Helsinki Ltd and Euroclear Finland Ltd. The Board of Directors is authorised to decide on the acquisition of own shares in all other respects.

It is proposed that the authorisation supersedes the authorisation granted by the Annual General Meeting on 29 April 2009 to the Board of Directors to decide on the acquisition of the Company's own shares and is valid until the closing of the next Annual General Meeting; however, no longer than 30 June 2011.

Seinäjoki, 18 March, 2010

ATRIA PLC  
BOARD OF DIRECTORS

19 March 2010

**PROPOSAL OF THE BOARD OF DIRECTORS FOR AUTHORISING THE BOARD OF DIRECTORS TO DECIDE ON THE ISSUANCE OF SHARES AND THE ISSUANCE OF OPTION RIGHTS AND OTHER SPECIAL RIGHTS ENTITLING TO SHARES**

The Board of Directors proposes that the General Meeting authorise the Board of Directors to decide on the issue of a maximum total of 12,800,000 new Series A shares or Series A shares possibly held by the Company, in one or more instalments, by issuing shares and/or option rights or other special rights entitling to shares, referred to in Chapter 10, Section 1 of the Finnish Companies Act. It is proposed that the authorisation be used for the financing or execution of any acquisitions or other arrangements or investment relating to the Company's business, for the implementation of the Company's incentive scheme or for other purposes subject to the Board of Directors' decision.

It is proposed that the authorisation include the Board of Directors' right to decide on any terms and conditions of the share issue and the issue of special rights referred to in Chapter 1, Section 1 of the Finnish Companies Act. The authorisation thus also includes the right to issue shares in a proportion other than that of the shareholders' current shareholdings in the Company under the conditions provided in law, the right to issue shares against payment or without charge as well as the right to decide on a share issue without payment to the Company itself, subject to the provisions of the Finnish Companies Act on the maximum amount of treasury shares.

It is proposed that the authorisation supersedes the authorisation granted by the Annual General Meeting on 29 April 2009 to the Board of Directors, and is valid until the closing of the next Annual General Meeting, however, no longer than 30 June 2011.

Seinäjoki, 18 March, 2010

ATRIA PLC  
BOARD OF DIRECTORS

19 March 2010

## **Proposal by the Board of Directors to the Annual General Meeting on authorisation to make donations**

The Board of Directors of Atria proposes that the General Meeting authorises the Board to make donations to one or several Finnish colleges, universities or other educational institutions.

The Board of Directors propose that the maximum amount of the donations would be Eur 150,000 and that the Board be authorised to decide the schedule of payments and any other terms and conditions governing the donations.

According to Chapter 13 Section 8 of the Finnish Companies Act the General Meeting may resolve on making a donation for philanthropic or other corresponding purposes, if the amount of the donation can be deemed reasonable in light of the purpose. The Board of Directors considers that the proposed donation meets above mentioned requirements of the Companies Act.

Seinäjoki 18. March 2010

ATRIA PLC

Board of Directors