

Atria Plc Company Announcement, 6 May 2014 at 4 pm.

## DECISIONS OF ATRIA PLC'S ANNUAL GENERAL MEETING

Atria Plc's Annual General Meeting was held today in Helsinki at the Finlandia Hall. The General Meeting approved the financial statements and the consolidated financial statements for the financial year of 1 January to 31 December 2013 and discharged the members of the Supervisory Board and the Board of Directors as well as the CEO from liability for the financial period ended on 31 December 2013.

Dividend of EUR 0.22 per share

The General Meeting resolved that a dividend of EUR 0.22 per share be distributed for the financial period ended on 31 December 2013. Dividends are paid to shareholders entered in the Company's shareholder register kept by Euroclear Finland Oy on the record date of the payment of the dividend. The record date is 9 May 2014 and the date of payment 16 May 2014.

### Composition and remuneration of the Supervisory Board

The General Meeting decided that the composition of the Supervisory Board is as follows:

Member	Term ends
Juho Anttikoski	2016
Mika Asunmaa	2016
Reijo Flink	2017
Lassi-Antti Haarala	2015
Jussi Hantula	2015
Henrik Holm	2015
Hannu Hyry	2016
Veli Hyttinen	2017
Pasi Ingalsuo	2017
Jukka Kaikkonen	2016
Juha Kiviniemi	2017
Pasi Korhonen	2015
Ari Lajunen	2015
Mika Niku	2015
Pekka Ojala	2017
Heikki Panula	2016
Jari Puutio	2015
Ahti Ritola	2016
Risto Sairanen	2017
Timo Tuhkasaari	2017

In total 20 members

The General Meeting decided that the remuneration of the members of the Supervisory Board and compensation for meeting expenses be unchanged. The fees are EUR 250 per meeting and the compensation for loss of working time is EUR 250 per day of meetings and proceedings. The fee payable to the Chairman of the Supervisory Board is EUR 3,000 per month and the fee payable to the Deputy Chairman is EUR 1,500 per month.

### Amendment of the Articles of Association

The General Meeting resolved, in accordance with the proposal of the Board of Directors, to amend the Article 7 of the Articles of Association so that the maximum amount of Board members is increased by two. In the future, the Board of Directors consists of a minimum of five (5) and a maximum of nine (9) members, instead of

the maximum currently being seven (7) members, elected by the Annual General Meeting for a term of three years. From one to four members of the Board of Directors resign annually by turn.

#### Composition and remuneration of the Board of Directors

The General Meeting resolved that the Board of Directors will consist of eight (8) members. The member due to resign, Seppo Paavola, was re-elected as a member of the Board of Directors and Jukka Moisio was elected as a new member of the Board of Directors, both for the term of the next three years.

It was noted that Esa Kaarto, Timo Komulainen, Kjell-Göran Paxal, Jyrki Rantsi, Maisa Romanainen and Harri Sivula continue as members of the Board of Directors. Esa Kaarto, Harri Sivula and Kjell-Göran Paxal are due to resign from the Board of Directors at the closing of the Annual General Meeting 2015 and Timo Komulainen, Jyrki Rantsi and Maisa Romanainen are due to resign at the closing of the Annual General Meeting 2016.

The General Meeting resolved that the remuneration of the members of the Board of Directors and compensation for meeting expenses be unchanged. The fees are EUR 300 per meeting and the compensation for loss of working time is EUR 300 per day of meetings and proceedings. The Chairman's fee is EUR 4,400 per month, the Deputy Chairman's fee is EUR 2,200 per month and 'fee payable to the members' of the Board of Directors is EUR 1,700 per month.

#### Election of Auditor

The General Meeting resolved, in accordance with the proposal of the Board of Directors, to elect PricewaterhouseCoopers Oy, a firm of Authorised Public Accountants, as the Company's auditor for a term which expires at closing of the next Annual General Meeting. The audit firm has notified that the auditor in charge is Authorised Public Accountant Juha Wahlroos.

#### Acquisition of the Company's own shares

The General Meeting resolved, in accordance with the proposal of the Board of Directors, to authorise the Board of Directors to resolve 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 was authorised to decide on the acquisition of own shares in all other respects.

The authorisation cancels the authorisation granted by the Annual General Meeting on 26 April 2013 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 until 30 June 2015.

#### Issuance of shares and special rights entitling to shares

The General Meeting resolved, in accordance with the proposal of the Board of Directors, to authorise the Board of Directors to resolve on an 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. The authorisation can 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.

The authorisation includes 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 10, 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. The authorisation cancels the authorisation granted by the Annual General Meeting on 26 April 2013 to the Board of Directors, and is valid until the closing of the next Annual General Meeting, however, no longer than until 30 June 2015.

#### Donations

The General Meeting resolved, in accordance with the proposal of the Board of Directors, to authorise the Board of Directors to resolve on a donation of up to EUR 100,000 to the operations of universities or other educational institutions.

#### Tasks of the Nomination Board

The General Meeting resolved, in accordance with the proposal of the Board of Directors, to amend the tasks of the Nomination Board to include also preparation of a proposal concerning the remuneration of members of the Supervisory Board for the next Annual General Meeting.

ATRIA PLC  
Juha Gröhn  
CEO

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