

ANNUAL GENERAL MEETING

Date 6 May 2014 at 1:00 p.m.

Place Finlandia Hall, Mannerheimintie 13, Helsinki, Finland

Present The list of participants and votes evidencing the shareholders present and represented in the Meeting, their representatives and assistants and each shareholder's number of shares and votes, was taken as Appendix 1 to the minutes.

Members of and candidate to the Supervisory Board, members of and candidate to the Board of Directors, representative of the Company's auditor, members of the Company's top management and meeting assistants were also present.

1. Opening of the meeting

The Chairman of the Board of Directors, Seppo Paavola, opened the meeting, presented the members of the Board of Directors and explained some of the main issues and events in 2013 from the Company's perspective.

2. Calling the meeting to order

Mikko Heinonen, attorney at law, was elected Chairman of the meeting. The Chairman of the meeting called Merja Kohonen, General Counsel of the Company, to act as the secretary.

The Chairman explained the proceedings regarding the issues on the agenda.

It was noted that the financial statement documents from the 2013 financial period had been available as of 25 March 2014 on the Company's website. The Board of Directors' proposals to the General Meeting were published by stock exchange releases on 13 January 2014 and 20 March 2014, and the proposals of the Nomination Board by a stock exchange release on 13 January 2014. All proposals made to the General Meeting have been available in full as of 20 March 2014 on the Company's website. The mentioned documents were also available in the General Meeting and transcripts thereof have been sent to shareholders having requested them.

The Chairman noted that certain holders with nominee-registered shares had delivered voting instructions to the Company before the General Meeting, and explained the voting instructions delivered by the shareholders with nominee-registered shares.

In accordance with the inquiry of the Chairman, Anu Rynnänen (Nordea Bank Finland Plc) confirmed to represent numerous nominee registered shareholders and that she had delivered to the Chairman information concerning number of shares and voting instructions thereof. Anu Rynnänen confirmed that her clients did not demand voting regarding such issues on the agenda in which the given instructions were to oppose the resolution proposal or not to participate in the handling of the issue but proper recording into the minutes would suffice.

Jarkko Varis (Skandinaviska Enskilda Banken AB) confirmed his clients' voting instructions and proceedings accordingly.

The Chairman noted that opposing votes presented in the summary of voting instructions shall be recorded into the minutes in each relevant section as opposing votes only to the extent that they simultaneously support a counterproposal eligible to be voted for.

It was noted that the summary of the voting instructions of shareholders represented by Nordea Bank Finland Plc and Skandinaviska Enskilda Banken AB was taken as Appendix 2 to the minutes.

3. Election of persons to scrutinise the minutes and to supervise the counting of votes

Jukka Kaikkonen was elected to scrutinise the minutes.

Olli Yli-Rohdainen and Marianne Olli were elected to supervise the counting of votes.

4. Recording the legality of the meeting

It was noted that the notice to the General Meeting had been published on the Company's website and by stock exchange release on 20 March 2014. In addition, information of the notice to the meeting was published in Helsingin Sanomat and Kauppalehti on 21 March 2014. Notice to the meeting was included to minutes as Appendix 3.

It was noted that the meeting had been convened in accordance with the Articles of Association and the Companies Act and therefore constituted a quorum to handle the issues mentioned in the notice.

5. Recording the attendance at the meeting and adoption of the list of votes

It was noted that a list of votes of the shareholders, representatives and assistants who were present at the beginning of the meeting, which lists the number of shares and votes of each shareholder, was drawn up in accordance with the Appendix 1. It was noted that according to the list of votes, there were present or represented 218 owners of Series A shares representing in total 9,655,543 shares and votes and 3 owners of Series KII shares representing 9,203,981 shares and 92,039,810 votes at the beginning of the meeting.

The Chairman confirmed the list of votes at the beginning of the meeting to be in accordance with Appendix 1. It was noted that the list of votes represented at the meeting will be updated in case of voting.

6. Presentation of the financial statements, the consolidated financial statements, the report of the Board of Directors, the auditor's report, and the Supervisory Board's statement for the year 2013

It was noted that the financial statements, consolidated financial statements, the report by the Board of Directors and audit report had been available as of 25 March 2014 on the Company's website. The Supervisory Board's statement on financial statements and auditor's report had similarly been available to shareholders as of 27 March 2014. The financial statement documents and the Supervisory Boards' statement were also available at the meeting and transcripts thereof had been sent, on request, to shareholders. Original versions from the mentioned documents were in the possession of the Secretary of the meeting.

Juha Gröhn, CEO of the Company, presented the financial statements and the report of the Board of Directors for the financial period ended on 31 December 2013 and described the Company's development in 2013, in the beginning of 2014 and the Company's future prospects. In addition, the auditor's report and the Supervisory Board's statement on the financial statements and on the

audit report were presented. The financial statements, the consolidated financial statements, the report of the Board of Directors, the auditor's report and the Supervisory Board's statement on the financial statements and on the auditor's report were included to the minutes as Appendix 4.

It was recorded that Mr Paavola, chairman of the Board of Directors, Mr Gröhn, CEO of the Company, and Mr Kyntäjä, CFO of the Company, gave answers to questions presented by shareholders.

7. Adoption of the financial statements and the consolidated financial statements

It was resolved to adopt the Company's financial statements and the consolidated financial statements for the financial period from 1 January 2013 to 31 December 2013.

8. Resolution on the use of the profit shown on the balance sheet and the payment of dividend

It was resolved, in accordance with the proposal of the Board of Directors, that a dividend of EUR 0.22 per share be distributed for the financial period ended on 31 December 2013. It was resolved that dividends be paid to shareholders who, on the record date of the payment of the dividend, on 9 May 2014 are recorded in the Company's shareholder register kept by Euroclear Finland Oy, and that the payment date of the dividends be 16 May 2014.

9. Resolution on the discharge of the members of the Supervisory Board, the Board of Directors and the CEO from liability

It was resolved that the members of the Supervisory Board and the Board of Directors and the CEO be discharged from liability for the financial period from 1 January 2013 to 31 December 2013.

10. Resolution on the remuneration of the members of the Supervisory Board

The proposal to the General Meeting of shareholders representing more than 10 % of the votes conferred by the Company's shares regarding the remuneration of the members of the Supervisory Board was noted.

It was resolved, as proposed to the General Meeting, that the remuneration of the members of the Supervisory Board and compensation for meeting expenses be unchanged, as follows: compensation for meetings EUR 250 per meeting, compensation for loss of working time for meeting and proceeding days EUR 250, fee payable to the chairman of the Supervisory Board EUR 3,000 per month, and fee payable to the deputy chairman EUR 1,500 per month, and that travel expenses be compensated in accordance with the state's travel regulations (VR train transport, Extra class).

It was recorded that in this agenda item shareholder Kaj Backas (ballot no. 76 and 77) notified for the record, without making a counterproposal or demanding a vote, that the Supervisory Board be abolished.

It was further recorded that that in this agenda item shareholder Pekka Jaakkola (ballot no. 19) notified for the record, without making a counterproposal or demanding a vote, that the monthly fees payable to the chairman and deputy chairman of the Supervisory Board should only be half of the proposed amounts, i.e. EUR 1,500 and EUR 750 per month accordingly. Shareholder Hannu Kyrölä (ballot no. 281) seconded the proposal presented by Mr Jaakkola.

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

The proposal to the General Meeting of shareholders representing more than 10 % of the votes conferred by the Company's shares regarding the number of members of the Supervisory Board was noted.

It was resolved, as proposed to the General Meeting, that the number of the members of the Supervisory Board be 20.

12. Election of members of the Supervisory Board

It was noted that from the members of the Supervisory Board, in accordance with the Articles of Association, those due to resign are Veli Hyttinen, Pasi Ingalsuo, Juha Kiviniemi, Pekka Ojala, Risto Sairanen and Timo Tuhkasaari.

The proposal to the General Meeting of shareholders representing more than 10 % of the votes conferred by the Company's shares regarding the composition of the Company's Supervisory Board was noted.

It was recorded that Reijo Flink, new member candidate to the Supervisory Board, presented himself.

It was resolved, in accordance with the proposal made to General Meeting, that all of the resigning Supervisory Board members (Veli Hyttinen, Pasi Ingalsuo, Juha Kiviniemi, Pekka Ojala, Risto Sairanen and Timo Tuhkasaari) be re-elected, and that Reijo Flink be elected as a new member of the Supervisory Board, all for the term of the next three years.

It was noted that after the elections the composition of the Supervisory Board is as follows:

<i>Member</i>	<i>Term ends</i>
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

13. Amendment of the Articles of Association

The proposal presented to the General Meeting by the Board of Directors regarding the amendment of the Articles of Association was noted.

It was 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. After the amendment, Article 7 of the Articles of Association reads 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 nine (9) members, who are elected by the Annual General Meeting for a term of three years. From one to four members of the Board shall resign annually by turn, so that each Board member’s continuous term of office terminates at the closing of the third Annual General Meeting following the election.

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

14. Resolution on the remuneration of the members of the Board of Directors

Juho Anttikoski, chairman of the Nomination Board, presented the work conducted by the Nomination Board and its proposals to the General Meeting regarding the remuneration and number and election of the members of the Board of Directors.

It was resolved, in accordance with the Nomination Board’s proposal, that the remuneration of the members of the Board of Directors and compensation for meeting expenses be unchanged, as follows: compensation for meetings EUR 300 per meeting, compensation for loss of working time for meeting and proceeding days EUR 300, fee payable to the Chairman of the Board of Directors EUR 4,400 per month, fee payable to the Deputy Chairman EUR 2,200 per month, and fee payable to members of the Board of Directors EUR 1,700 per month, and that travel expenses be compensated in accordance with the state’s travel regulations (VR train transport, Extra class).

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

It was recorded that according to the amendment of the Articles of Association just approved by the General Meeting, the Board of Directors consists of a minimum of five (5) and a maximum of nine (9) members.

The proposal presented to the General Meeting by the Nomination Board regarding the number of members on the Board of Directors was noted.

It was resolved, in accordance with the proposal of Nomination Board, that the number of members on the Board of Directors be eight (8).

16. Election of the members of the Board of Directors replacing those due to resign

It was recorded that according to the amendment of the Articles of Association just approved by the General Meeting, from one to four members of the Board shall resign annually by turn, so that each Board member's continuous term of office terminates at the closing of the third Annual General Meeting following the election. Members who are due to resign may be re-elected. However, a person of age sixty-five (65) or older cannot be elected to the Board of Directors.

It was noted that the Board member due to resign according to the Articles of Association is Seppo Paavola.

The proposal presented to the General Meeting by the Nomination Board regarding the composition of the Company's Board of Directors was noted.

It was recorded that Seppo Paavola and Jukka Moisio, member candidates to the Board of Directors, presented themselves.

It was resolved, in accordance with the proposal of the Nomination Board, to re-elect Seppo Paavola, who was due to resign, as a member of the Board of Directors, and to elect Jukka Moisio 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.

17. Resolution on the number of auditors

It was resolved, in accordance with the proposal of the Board of Directors, to elect one auditor for the Company.

18. Election of the auditors

It was resolved, in accordance with the proposal of the Board of Directors, to elect authorised public accounting firm PricewaterhouseCoopers Oy as the Company's auditor for the following term, which expires at the closing of next Annual General Meeting following the election. The auditing firm has notified that Juha Wahlroos, authorised public accountant, acts as the principal auditor.

19. Authorisation of the Board of Directors to resolve on the acquisition of the Company's own shares

The Chairman noted that the Board of Directors has proposed that the General Meeting authorises the Board of Directors to resolve on the acquisition of the Company's own Series A shares as follows:

The Board of Directors proposes that the General Meeting authorises 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 be authorised to decide on the acquisition of own shares in all other respects.

The authorisation is proposed to cancel 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 to be valid until the closing of the next Annual General Meeting, however, no longer than until 30 June 2015.

It was resolved, in accordance with the proposal of the Board of Directors, to authorise the Board of Directors to resolve on the acquisition of Company's own Series A shares.

Under this agenda item, 22,000 opposing votes of nominee registered shareholders were recorded.

20. Authorisation of the Board of Directors to resolve on issuance of shares and on issuance of special rights entitling to shares

The Chairman noted that the Board of Directors has proposed that the General Meeting authorises the Board of Directors to resolve on the issuance of shares and on the issuance of the special rights entitling to shares, as follows:

The Board of Directors proposes that the General Meeting authorises 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 is proposed to 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 is proposed to 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 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 is proposed to cancel the issuance authorisation granted by the Annual General Meeting on 26 April 2013 to the Board of Directors, and to be valid until the closing of the next Annual General Meeting, however, no longer than until 30 June 2015.

It was resolved, in accordance with the proposal of the Board of Directors, to authorise the Board of Directors to resolve on the issuance of shares and on the issuance of the special rights entitling to shares.

Under this agenda item, 414,142 opposing votes of nominee registered shareholders were recorded.

It was recorded that in this agenda item shareholder Jukka Sulanto (ballot no. 1) notified for the record, without making a counterproposal or demanding a vote, that he objects granting the proposed authorisation to the Board of Directors due to its extent.

21. Authorisation of the Board of Directors to make donations

The Chairman noted that the Board of Directors has proposed that the General Meeting authorises the Board of Directors to make donations, as follows:

The Board of Directors proposes that the General Meeting authorises the Board of Directors to donate a sum of no more than EUR 100,000 from the distributable capital of the Company to support activities of colleges, universities or other educational institutions and, that in the same context the Board of Directors to be authorised to resolve on the schedule of the payments and any other terms and conditions relating to the donations.

It was resolved, in accordance with the proposal of the Board of Directors, to authorise the Board of Directors to resolve on making of donations.

It was recorded that in this agenda item shareholder Pekka Jaakkola (ballot no. 19) notified for the record, without making a counterproposal or demanding a vote, that the proposed maximum amount of the authorisation is too high and that it should instead be around EUR 30,000-40,000 and also, to the extent possible, allocated.

It was further recorded that in this agenda item shareholder Arvi Kekäläinen (ballot no. 5) notified for the record, without making a counterproposal or demanding a vote, that the maximum amount of the authorisation should be around EUR 50,000. Shareholder Kaj Backas (ballot no. 76 and 77) seconded the proposal presented by Mr Kekäläinen.

22. Tasks of the Nomination Board

It was 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.

Under this agenda item, 13,110 opposing and 22,000 abstaining votes of nominee registered shareholders were recorded.

23. Closing of the meeting

It was recorded that the resolutions made by the General Meeting had been supported by all shareholders in present if not mentioned otherwise in the minutes.

The Chairman noted that matters on the agenda were attended to. It was noted that the minutes of the Annual General Meeting will be available for the shareholders as of 20 May 2014 at the latest on the Company's website www.atriagroup.com.

The Chairman closed the meeting at 3.13 p.m.

In fidem

MERJA KOHONEN
Merja Kohonen
Secretary

Reviewed

MIKKO HEINONEN
Mikko Heinonen
Chairman

JUKKA KAIKKONEN
Jukka Kaikkonen
Scrutiniser of the minutes

APPENDICES

1. List of participants and votes
2. Summary of the voting instructions from shareholders with nominee-registered shares
3. Notice to the Annual General Meeting
4. Financial statements, consolidated financial statements, report of the Board of Directors and auditor's report and the Supervisory Board's statement on the financial statements and on the auditor's report