

## **PROPOSALS OF THE BOARD OF DIRECTORS TO THE ANNUAL GENERAL MEETING TO BE HELD ON 6 MAY 2014**

### **Resolution on the use of the profit shown on the balance sheet and payment of dividend**

The proposal of the Company's Board of Directors for profit distribution was published on 13 February 2014. The Board of Directors proposes to the General Meeting that a dividend of EUR 0.22 per share be distributed for the financial year ended on 31 December 2013. The proposed dividend is paid to a shareholder who on the record date for the payment of the dividend is entered into the Company's shareholder register maintained by Euroclear Finland Ltd. The proposed record date for the payment of the dividend is 9 May 2014 and the proposed date of payment is 16 May 2014.

### **Amendment of the Articles of Association**

The Board of Directors proposes that the General Meeting amend the Article 7 of to the Articles of Association.

The Article 7 of the Articles of Association is proposed to be amended so that the maximum amount of Board members would be increased by two. In the future the Board of Directors would consist 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 would resign annually by turn. After the amendment, Article 7 of the Articles of Association 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 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.”

### **Resolution on the number of auditors**

According to the Company's Articles of Association, the Company shall have a minimum of one and a maximum of four auditors, and as many deputy auditors at the most, authorised by the Finland Chamber of Commerce.

The Board of Directors proposes to the Annual General Meeting that one auditor be elected for the Company.

### **Election of auditors**

The Board of Directors proposes to the Annual General Meeting that authorised public accounting firm PricewaterhouseCoopers Oy be elected as the Company's auditor for the following term. The auditing firm has notified that Juha Wahlroos, Authorised Public Accountant, acts as the principal auditor.

### **Authorisation of the Board of Directors to resolve on the acquisition of the Company's own shares**

The Board of Directors proposes that the General Meeting 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 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 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.

### **Authorisation of the Board of Directors to resolve 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 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. 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 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.

It is proposed that the authorisation supersedes 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.

### **Authorisation of the Board of Directors to make donations**

The Board of Directors proposes that the General Meeting authorise 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 and other educational institutions and, in the same context, that the Board of Directors be authorised to resolve on the schedule of the payments and any other terms and conditions relating to the donations.

## **Tasks of the Nomination Board**

The Annual General Meeting established the Company's Nomination Board on 3 May 2012, in accordance with the proposal of the Board of Directors, consisting of shareholders or shareholders' representatives. The task of the Nomination Board is to prepare proposals concerning the election of Board members and the remuneration of Board members for the next Annual General Meeting.

The Board of Directors proposes that the General Meeting amend the tasks of the Nomination Board to include, in addition to the above-mentioned, also preparation of a proposal concerning the remuneration of members of the Supervisory Board for the next Annual General Meeting.

Seinäjoki, 20 March 2014

ATRIA PLC  
Board of Directors