

PROPOSALS OF THE BOARD OF DIRECTORS TO THE ANNUAL GENERAL MEETING TO BE HELD ON 27 APRIL 2017

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 14 February 2017. The Board of Directors proposes to the General Meeting that a dividend of EUR 0.46 per share be distributed for the financial year ended on 31 December 2016. 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 record date for the payment of the dividend is 2 May 2017 and the proposed date of payment is 9 May 2017.

Resolution on the number and remuneration of auditors

According to the Company's Articles of Association, the Company shall have a minimum of one (1) and a maximum of four (4) auditors, and as many deputy auditors at the most.

The Board of Directors proposes to the Annual General Meeting that one (1) auditor be elected for the Company.

The Board of Directors proposes to the Annual General Meeting that the remuneration to the auditor to be elected shall be paid as per invoice approved by 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. PricewaterhouseCoopers Oy has notified that Samuli Perälä, 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 Helsinki Ltd at the trading price of the moment of acquisition. The shares shall be acquired and paid according to the rules of Nasdaq 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 28 April 2016 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 2018.

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 5,500,000 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 28 April 2016 to the Board of Directors, and is valid until the closing of the next Annual General Meeting, however, no longer than until 30 June 2018.

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.

Charter of the Shareholders' Nomination Board

The Annual General Meeting established, by its resolution on 3 May 2012, to the Company a Shareholders' Nomination Board. On 6 May 2014 the Annual General Meeting resolved to amend the duties of the Nomination Board. The duties of the Nomination Board are to prepare proposals for the next Annual General Meeting concerning the remuneration of the members of the Board of Directors and the Supervisory Board and concerning the election of the members of the Board of Directors.

The Board of Directors proposes that the General Meeting amend the charter of the Nomination Board so that

- a) the right to nominate a representative to the Nomination Board would be determined as previously but, going forward, in accordance with the situation on the first banking day of the September preceding the Annual General Meeting, i.e. two months earlier than pursuant to the charter in effect;
- b) correspondingly, a shareholder obligated to notify the Company of certain changes in its shareholding in certain circumstances under the Finnish Securities Markets Act or who has diversified its holdings in several funds or registers, need to present a written request of combining its shareholdings when calculating the voting rights to the Company's Board of Directors two months earlier, i.e. by the end of August;
- c) the charter be added a note that holdings by a holder of nominee registered shares will be considered when determining the composition of the Nomination Board if the holder of nominee

registered shares presents a written request to that effect to the Board of Directors no later than by the end of the August preceding the next Annual General Meeting; and so that

- d) the charter be specified by adding thereto certain mainly procedural provisions concerning internal operation of the Nomination Board such as provisions regarding chairman's duties, decision-making order of the Nomination Board, confidentiality and amendment of the charter.

A charter of the Shareholders' Nomination Board updated by the aforementioned proposals of the Board of Directors is available in its entirety on Atria Plc's website at www.atria.com. The Board of Directors proposes that the General Meeting resolves to adopt the written charter of the Shareholders' Nomination Board in the form proposed by the Board of Directors.

Seinäjoki, 16 March 2017

ATRIA PLC
Board of Directors