

**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 17 February 2011. The Board of Directors proposes to the General Meeting that the Company pay a dividend of EUR 0.25 per share for 2010. 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 2011 and the date of payment is 11 May 2011.

Seinäjoki, 17 March 2011

ATRIA PLC  
The Board of Directors

## **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 auditors and as many deputy auditors at the most being authorised by the Central Chamber of Commerce. The Board of Directors proposes one auditor be elected for the Company.

The Board of Directors proposes authorised public accounting firm 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 Authorised Public Accountant Mr Juha Wahlroos.

Seinäjoki, 17 March 2011

ATRIA PLC  
The Board of Directors

## **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 2010 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 2012.

Seinäjoki, 17 March 2011

ATRIA PLC  
The Board of Directors

**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 2010 to the Board of Directors, and is valid until the closing of the next Annual General Meeting, however, no longer than 30 June 2012.

Seinäjoki, 17 March 2011

ATRIA PLC  
The Board of Directors