

## **PROPOSALS OF THE BOARD OF DIRECTORS TO THE ANNUAL GENERAL MEETING TO BE HELD ON 26 APRIL 2018**

### **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 15 February 2018. The Board of Directors proposes to the General Meeting that a dividend of EUR 0.50 per share be distributed for the financial year ended on 31 December 2017. 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 30 April 2018 and the proposed date of payment is 8 May 2018.

### **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 re-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.

The Board of Directors notes that its recommendation is free from influence by a third party, and the Board of Directors is not subject to compliance with any such clauses referred to in Article 16(6) of the EU Audit Regulation (Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC) that would restrict the choice as regards the appointment of a statutory auditor or auditing firm.

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

The Board of Directors proposes that the General Meeting resolves to amend the Articles of Association as follows:

- Article 7 concerning the Board of Directors would be amended so that the following provision would be deleted: "However, no person who is sixty-five (65) or older can be elected to the Board of Directors." It is proposed that Article 7 would remain unchanged otherwise. Article 7, as amended, would read as follows:

“Article 7 Board of Directors

The Board of Directors is responsible for the company's governance and proper organisation of the operations. The Board of Directors consists of a minimum of five (5) and a maximum of nine (9) members, who are elected at the Annual General Meeting for a term of three years. Each year, one to four members of the Board retire by rotation, the purpose of which is to ensure that

the uninterrupted term of office of each member ends at the conclusion of the third Annual General Meeting following the election.

Members who are due to resign by rotation may be re-elected.”

- Article 8 concerning the Supervisory Board would be amended so that the following provision would be deleted: “No person who is sixty-five (65) or older can be elected to the Supervisory Board.” It is proposed that Article 8 would remain unchanged otherwise. Article 8, as amended, would read as follows:

“Article 8 Supervisory Board

The company has a Supervisory Board consisting of a minimum of 18 and a maximum of 21 members, who are elected for terms of three years. Six members of the Supervisory Board, as decided through the drawing of lots, shall resign in the first year, then six shall resign in the second year, the other members shall resign in the third year and after that members shall resign in rotation. Members who are due to resign by rotation may be re-elected.

The Supervisory Board elects a chairman and a vice-chairman from amongst its members for terms of one year.

The Supervisory Board shall supervise the governance of the company by the Board of Directors and the CEO. In addition, the Supervisory Board has the following duties:

- Submitting its statement on the financial statements and the auditors’ report to the Annual General Meeting
  - issue instructions to the Board of Directors on matters that are of far-reaching consequence or important in principle.”
- Article 10 concerning representing the Company would be amended to read as follows:

“Article 10 Representing the company

The company shall be represented by members of the Board of Directors and the CEO, two together. The Board of Directors can grant company employees the right to represent the company, either two together or each severally together with a member of the Board of Directors, the CEO or a holder of a procuration.”

- Article 12 concerning the auditors would be amended to read as follows:

“Article 12 Auditor

The company shall have one (1) auditor which must be an auditing firm authorised by the Finnish Patent and Registration Office.

The auditor’s term of office expires at the end of the next Annual General Meeting following the election.”

The Articles of Association updated with the above proposed amendments is available in its entirety on Atria Plc’s website at [www.atria.com](http://www.atria.com).

## **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 27 April 2017 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 2019.

## **Authorisation of the Board of Directors to resolve on the issuance of shares and the issuance of 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 27 April 2017 to the Board of Directors, and is valid until the closing of the next Annual General Meeting, however, no longer than until 30 June 2019.

## **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.

Seinäjoki, 15 March 2018

ATRIA PLC  
Board of Directors