

## Proposals to the Annual General Meeting

### **Resolution of the 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 25 February 2009. The Board of Directors proposes to the General Meeting that the Company pay a dividend of EUR 0.20 per share for 2008. According to the proposal, dividends are paid to shareholders who are entered in the Company's shareholders' 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 5 May 2009 and the date of payment is 12 May 2008.

### **Resolution on the number of 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. The Board of Directors proposes one auditor be elected for the Company.

### **Election of auditors**

The Board of Directors proposes Authorized Public Accountants 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 Chartered Accountant Mr Juha Wahlroos.

### **Proposal by the Board of Directors to amend the Articles of Association**

The Board of Directors proposes that the Company give up the nominal value of shares and change the time of delivering the notice to General Meeting by amending the Articles of Association, Sections 3, 4 and 13 to read as follows:

#### Section 3 Nominal value of the shares

The shares in the Company do not have a nominal value.

#### Section 4 Share series

The Series A shares confer a preferential right to a dividend of EUR 0.17, after which a dividend of up to EUR 0.17 shall be paid on Series KII shares. After this, if dividends remain to be paid, Series A and Series KII shares entitle their holders to an equal right to a dividend.

Each Series KII share entitles its holder to ten votes (10) and each Series A share to one (1) vote at the General Meeting.

#### Section 13 Venue of the General Meetings, notice to General Meeting and advance registration

The Company's General Meetings shall be held in Kuopio or Helsinki. The notice to General Meeting shall be sent to the shareholders no earlier than two (2) months before the last registration date indicated in the notice to General Meeting, and no later than twenty one (21) days prior to the General Meeting, to their addresses by mail, or by means of an announcement published in at least one national newspaper specified by the Board of Directors. To have the right to attend a General Meeting, shareholders must inform the Company of their intention to do so no later than the day

mentioned in the notice to General Meeting, which date may be no earlier than ten (10) days prior to the General Meeting.

### **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 batches 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 Board of Directors may also decide to acquire Series A shares in a proportion other than that of the shares held by shareholders. The shares are acquired in public trading arranged by NASDAQ OMX Helsinki Ltd at the trading price of the date of acquisition. The shares are 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 be valid until the closing of the next Annual General Meeting; however, no longer than 30 June 2010.

### **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 shares or shares possibly held by the Company, in one or more batches, by issuing shares and/or by issuing 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 shares held by shareholders 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 annul all other valid share issue authorisations, including the authorisation to increase the share capital from reserves, and be valid until the closing of the next Annual General Meeting, however, no longer than 30 June 2010.