

## Proposal of the Board of Directors to decide on the issuance of shares and special rights entitling to shares

The Board of Directors of Suominen Corporation proposes to the General Meeting to be held on 4 April 2012 that the Board of Directors be authorized to decide on

- (i) issuing new shares and/or
- (ii) conveying the company's own shares held by the company and/or
- (iii) granting special rights entitling to shares referred to in Chapter 10, Section 1 of the Finnish Companies Act on the following terms and conditions:

### 1. Right to shares

New shares may be issued and the company's own shares may be conveyed

- to the company's shareholders in proportion to their current shareholdings in the company; or
- by waiving the shareholder's pre-emption right, through a directed share issue if the company has a weighty financial reason to do so, such as using the shares as consideration in possible acquisitions or other arrangements related to the company's business, as financing for investments or using the shares as part of the company's incentive program.

The new shares may also be issued in a Free Share Issue to the company itself.

### 2. Share issue against payment and for free

New shares may be issued and the company's own shares held by the company may be conveyed either against payment ("Share Issue Against Payment") or for free ("Free Share Issue"). A directed share issue may be a Free Share Issue only if there is an especially weighty financial reason both for the company and with regard to the interests of all shareholders in the company.

### 3. Maximum number of shares

A maximum of 50,000,000 new shares may be issued.

A maximum of 3,100,000 of the company's own shares held by the company or its group company may be conveyed.

The number of shares to be issued to the company itself together with the shares repurchased to the company on basis of the repurchase authorization shall be at the maximum of 3,100,000 shares. The said maximum number of shares shall include the company's own shares held by the company itself or its subsidiary as stated in Chapter 15, Section 11, Paragraph 1 of the Finnish Companies Act.

4. Granting of special rights

The Board of Directors may grant special rights referred to in Chapter 10, Section 1 of the Finnish Companies Act, which carry the right to receive against payment new shares or own shares held by the company. The right may also be granted to the company's creditor in such a manner that the right is granted on condition that the creditor's receivable is used to set off the subscription price ("Convertible Bond").

The maximum number of new shares that may be subscribed and own shares held by the company that may be conveyed by virtue of the special rights granted by the company is 10,000,000 shares in total which number is included in the maximum number stated in section 3.

5. Recording of the subscription price

The subscription price of the new shares and the consideration payable for the company's own shares shall be recorded under the invested non-restricted equity fund.

6. Other terms and validity

The Board of Directors shall decide on all other terms and conditions related to the authorizations.

The authorizations shall be valid until 30 June 2013.

Helsinki, 17 February 2012

Suominen Corporation

Board of Directors