

Proposal of the Board of Directors on the establishment of a Nomination Committee

The Board of Directors of Suominen Corporation proposes to the Annual General Meeting to be held on 4 April 2012 that the General Meeting would resolve on the establishment of a Nomination Committee comprising of shareholders or representatives of shareholders. With respect to the matter, the Board of Directors proposes that

1. The General Meeting resolves to establish a Nomination Committee comprising of shareholders or representatives of shareholders to prepare proposals for the following Annual General Meeting concerning the election and remuneration of the members of the Board of Directors.
2. The tasks of the Nomination Committee are:
 - a. to prepare the proposal for the Annual General Meeting concerning the members of the Board of Directors;
 - b. to prepare the proposal for the Annual General Meeting concerning the remuneration of the members of the Board of Directors;
 - c. to seek successor candidates to the Board of Directors; and
 - d. to present the proposals to the Annual General Meeting concerning the members of the Board of Directors and their remuneration.
3. The three largest shareholders or representatives of such shareholders are elected to the Nomination Committee, which in addition shall comprise the Chairman of the Board of Directors as an expert member. The right to appoint members representing shareholders is held by the three largest shareholders of the company, in terms of voting rights, that are registered on 15 November 2012 in the shareholders' register of the company held by Euroclear Finland Ltd. Should a shareholder, who according to the Finnish Securities Markets Act is obliged to report certain changes in holdings (shareholder with a disclosure obligation), notify the company's Board of Directors in writing of such demand by 14 November 2012 at the latest, such shareholder's holdings in several funds or registers are added together when counting the share of votes. Should a shareholder choose not to use his right to appoint a Committee member, the right to appoint such member is transferred to the next largest shareholder registered in the shareholders' register who would not otherwise have the right to appoint a member.
4. The Chairman of the Board of Directors convenes the Nomination Committee to its first meeting, and in this meeting the Committee elects a chairman of the Committee from among its members.
5. The Nomination Committee shall submit its proposals to the Board of Directors no later than 1 February 2013.

Helsinki, 17 February 2012

Suominen Corporation

Board of Directors