

## **Proposal of the Board of Directors of authorizing the Board of Directors to decide on the repurchase of the company's own shares**

The Board of Directors of Suominen Corporation proposes to the Annual General Meeting to be held on 4 April 2012 that the Board of Directors be authorized to decide on the repurchase of the company's own shares on the following terms and conditions:

### 1. Maximum number of shares to be repurchased

By virtue of authorization, the Board of Directors is entitled to decide on repurchasing a maximum of 3,000,000 company's own shares.

### 2. Directed repurchase and consideration to be paid for shares

The company's own shares shall be repurchased otherwise than in proportion to the holdings of the shareholders by using the non-restricted equity through public trading on NASDAQ OMX Helsinki Ltd at the market price prevailing at the time of acquisition.

The shares shall be repurchased and paid in accordance with the rules of NASDAQ OMX Helsinki Ltd and Euroclear Finland Ltd.

### 3. Holding, cancelling and conveying of shares

The shares shall be repurchased to be used in company's share-based incentive programs, in order to disburse the remuneration of the members of the Board of Directors, for use as consideration in acquisitions related to the company's business, or to be held by the company, to be conveyed by other means or to be cancelled.

### 4. Other terms and validity

The Board of Directors shall decide on other terms and conditions related to the repurchase of the company's own shares.

The repurchase authorization shall be valid until 30 June 2013.

Helsinki, 17 February 2012

Suominen Corporation

Board of Directors