

## **Proposal on Authorising the Board of Directors to Decide on Conveying of the Company's Own Shares**

The Board of Directors proposes to the Annual General Meeting to be held on 23 March 2010 that the Board of Directors be authorised to decide on conveying of company's own shares ("Share Conveyance Authorisation") on the following terms and conditions:

### **Maximum number of shares to be conveyed**

By virtue of the authorisation, the Board of Directors is entitled to decide on the conveyance of a maximum of 200,682 of the company's own shares.

### **Conveyance against payment or without payment**

The own shares held by the company may be conveyed either against payment or without payment.

### **Shareholder's pre-emptive subscription right and directed share issue**

- to the company's shareholders in proportion to their existing shareholdings in the company; or
- by means of a directed share issue, waiving the pre-emptive subscription right of the shareholders, if there is a weighty financial reason for the company to do so, such as shares to be used as consideration in future acquisitions or other arrangements that are part of company's business or to finance investments or as part of the company's incentive program.

The directed share issue can be without payment only, if there is an especially weighty financial reason for the company to do so, taking the interest of all shareholders of the company into account.

### **Recording the subscription price in the balance sheet**

The price paid for the conveyance of the company's own shares shall be credited to the invested non-restricted equity fund.

### **Other terms and validity**

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

The Share Conveyance Authorisation is valid for 18 months from the decision of the Annual General Meeting.

Helsinki, 12 February 2010

Suominen Corporation

The Board of Directors