

Time: 31 January 2014 at 4.00pm

Place: Finlandia Hall, Aurora Hall  
Mannerheimintie 13 e, 00100 Helsinki, Finland

Present: The shareholders, proxy representatives and assistants presented in the meeting appear in the list of votes as attached to the minutes under Section 5.

In addition presented were Suominen Corporation's Chairman of the Board of Directors Mr. Jorma Eloranta, other Board Members Mr. Risto Anttonen, Ms. Suvi Hintsanen and Mr. Heikki Mairinoja; President & CEO Mrs. Nina Kopola; CFO Mr Tapio Engström and the principal Auditor Mr. Heikki Lassila,

**1 §  
Opening of the meeting**

The Chairman of the Board of Directors, Mr. Jorma Eloranta, opened the meeting.

**2 §  
Calling the meeting to order**

Mr. Ari Keinänen, Attorney-at-Law, was elected as the Chairman of the Meeting who invited Mr. Olli Nikitin as Secretary.

The Chairman of the Meeting confirmed the practical arrangements of the Meeting. It was noted that any shareholders that have registered to the meeting after the announced registration period are allowed to attend the meeting without right to speak or vote.

**3 §  
Election of persons to scrutinize the minutes and to supervise the counting of votes**

Mr. Kimmo Viertola was elected as person to scrutinize the minutes. Mr. Timo Sallinen was elected to supervise the counting of votes.

**4 §  
Recording the legality of the meeting**

It was noted that according to the Article 11 of the Articles of Association, the notice of the General Meeting shall be published on the Company's website no earlier than two (2) months and no later than three (3) weeks prior to the General Meeting, but in any case at least nine (9) days prior to the record date of the General Meeting.

It was noted that the notice was published on 10 January 2014 as a stock exchange release and has been available in the Company's website as of the same date. Further, it was noted that the documents referred to in Chapter 5 Sections 21 and 22 of the Limited Liability Companies Act had been available on

the Company's website as of 10 January 2014 and that the aforementioned documents are also available in the meeting.

It was noted that the meeting was convened in accordance with the Limited Liability Companies Act and the Articles of Association of the Company and constituted a quorum. The notice of the meeting was attached to the minutes.

#### **Appendix 1**

#### **5 §**

#### **Recording the attendance at the meeting and adoption of the list of votes**

The amount of shares represented in the meeting was noted.

The list of attendees that were represented at the beginning of the meeting and the list of votes were attached to the minutes.

#### **Appendix 2**

#### **6 §**

#### **The convertible hybrid bond arrangement and the relevant proposal by the Board of Directors on authorizing the Board to decide on granting of stock options and other special rights entitling to shares referred to in Chapter 10, Section 1 of the Companies Act**

It was noted that the proposal by the Board of Directors and the principal terms and conditions of the convertible hybrid bond arrangement had been available for the shareholders on the company's website as of 10 January 2014. Further, it was noted that the principal content of the Board's proposal is presented in the Notice to the Meeting and that the Notice to the Meeting is available in the Meeting.

President & CEO Nina Kopola presented the principal terms and conditions of the convertible hybrid bond arrangement.

The meeting discussed the proposal by the Board on authorizing the Board to decide on granting of stock options and other special rights entitling to shares referred to in Chapter 10, Section 1 of the Companies Act.

#### **Appendix 3**

The meeting resolved to authorize the Board of Directors to decide on granting of stock options and other special rights entitling to shares referred to in Chapter 10, Section 1 of the Companies Act. The resolution was in accordance with the Board's proposal.

#### **7 §**

#### **Closing of the meeting**

As all matters in the notice to the meeting had been dealt with, the meeting was declared closed and the Chairman stated that the minutes of the meeting will be available to shareholders on the Company's website on 14 February 2014 at the latest.

In fidem

Olli Nikitin

The minutes scrutinized and approved:

Jukka Laitasalo  
Chairman

Kimmo Viertola  
Scrutinizer of the minutes