

## **SUOMINEN CORPORATION'S NOMINATION COMMITTEE'S PROPOSAL FOR COMPOSITION AND COMPENSATION OF THE BOARD OF DIRECTORS**

### **PROPOSAL ON BOARD COMPOSITION**

Suominen Corporation's Nomination Committee proposes to the Annual General Meeting of Shareholders on April 4, 2012 the number of board members to be five (5).

The committee proposes that the following current board members be re-elected as members of the Suominen Corporation's Board of Directors of a term until the close of the Annual General Meeting 2013: Mr Jorma Eloranta, Mr Risto Anttonen, Ms Suvi Hintsanen and Mr Heikki Mairinoja. The committee proposes that Mr Hannu Kasurinen be elected as a new member of the Suominen Corporation's Board for the same term.

Hannu Kasurinen, M.Sc. (Econ.), is Executive Vice President of Stora Enso Corporation, responsible for Wood Products Business Area and a member of Stora Enso's Group Executive Team. Hannu Kasurinen has an extensive and international working experience in various managerial positions at Stora Enso Corporation.

Nomination Committee recommends that the new Board of Directors will elect Jorma Eloranta as Chairman of the Board and Risto Anttonen as Vice Chairman of the Board.

The current Vice Chairman of the Board Mikko Maijala has announced that he will not be available for re-election in Annual General meeting on 4 April 2012.

All candidates have given their consent to the election.

CVs of the proposed Board members are attached.

### **COMPENSATION OF THE BOARD OF DIRECTORS**

The Nomination Committee proposes that the remuneration payable to the members of the Board to be elected at the Annual General Meeting for the term until the close of the Annual General Meeting in 2013 be on the same level and be confirmed to correspond the decision made in Extraordinary General Meeting 12 September.2011 as follows: Chairman of the Board annual fee EUR 50,000, Vice Chairman of the Board annual fee EUR 37,500 and other Board members annual fee EUR 28,000.

Nomination committee proposes that attendance allowance will remain at the same level so that the members of Board of Directors will receive an attendance allowance of EUR 500 per each meeting of the Board of Directors held in the home country of respective member, and an attendance allowance of EUR 1,000 per each meeting of the Board of Directors held elsewhere than in home country of respective member. Nomination committee proposes that 60% of the remuneration be paid in cash and 40% in Suominen Corporation's shares purchased from the market.

## SUOMINEN CORPORATION'S NOMINATION COMMITTEE

Suominen's Extraordinary General meeting held on 12 September 2011 resolved to establish a Nomination committee to prepare proposals for the following Annual General Meeting regarding the election and remuneration of the members of the Board of Directors. Under the resolution, representatives of three largest shareholders as of 15 November.2011 were elected to the Nomination Committee and the Chairman of the Board of Directors would serve as an expert member. The representatives of three largest shareholders are: Mr Jan Lång, President&CEO, Ahlstrom Corporation, Mr Timo Ritakallio, Deputy to CEO, Ilmarinen Mutual Pension Insurance Company; and Mr Risto Murto, Deputy to CEO, Varma Mutual Pension Insurance Company. Jorma Eloranta, Chairman of Suominen Corporation's Board of Directors, serves as the Nomination Committee's expert member.

The Committee's aim is to see that the number of directors and the composition of the board shall make it possible for the board to discharge its duties in an efficient manner. The composition shall take into account the needs of the company's operations and development stage of the company.

Tampere 31 January 2012

Suominen Corporation

Arto Kiiskinen  
Vice President and CFO

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Suominen produces high-quality nonwovens, flexible packaging and wet wipes for industry and the retail sector. [www.suominen.fi](http://www.suominen.fi)

**ADDITIONAL INFORMATION ON THE PROPOSAL BY THE NOMINATION COMMITTEE FOR COMPOSITION OF THE BOARD OF DIRECTORS****Jorma Eloranta**, b. 1951

M.Sc. (Tech.)

Member of the Board since 2011, Chairman since 2011

Holds 28,767 Suominen Corporation shares

Principal positions of trust:

Chairman of the Board and President, Pienelo Oy

Chairman of the Board, ZenRobotics Oy

Vice Chairman of the Board, Neste Oil Corporation

Member of the Board, Uponor Corporation

Member of the Board, Ovako AB

Chairman of the Supervisory Board, Ilmarinen Mutual Pension Insurance Company

Chairman of the Supervisory Board, Gasum Corporation

Chairman of the Board, Technology Industries of Finland Centennial Foundation

Chairman of the Board, Finnish Foundation for Technology Promotion

Member of the Board, Finnish Fair Foundation

Career history:

President and CEO, Metso Corporation 2004–2011

President and CEO, Kvaerner Masa-Yards Inc. 2001–2003

President and CEO, Patria Industries Group 1997–2000

Deputy Chief Executive, Finvest Group and Jaakko Pöyry Group 1996

President, Finvest Inc. 1985–1995

**Risto Anttonen**, b. 1949

B.Sc. (Econ.)

Member of the Board since 2011

Holds 15,502 Suominen Corporation shares

Principal positions of trust:

Chairman of the Board, Ahlstrom Yulong Special Paper, China

Member of the Board, Ensto Ltd.

Member of the Board, Varuboden-Osla Hlg

Career history:

Managing Director, Antoka Oy 2011–

Deputy CEO, Ahlstrom Corporation 2009–2010

CEO, Ahlstrom Corporation 2008

Various managerial positions, Ahlstrom Corporation 1991–2008

Managing Director, Norpe Oy 1986–1991

**Suvi Hintsanen**, b. 1967  
M.Sc. (Econ.), Senior Vice President  
Member of the Board since 2010

Holds 25,333 Suominen Corporation shares

Career history:

Senior Vice President, Head of Business Development, Pohjola Bank plc 2010–  
Senior Vice President, Head of Customer Relations and Marketing, Pohjola Group 2007–2010  
Senior Vice President, Head of Customer Relations and Marketing, Pohjola Bank plc 2004–2007  
Vice President, Customer Relationship Management, Pohjola Bank plc 2001–2004  
Different tasks regarding business development, consultancy and management, Research International Sweden AB 1998–2001

**Hannu Kasurinen**, b. 1963  
M.Sc. (Econ.)

Holds no Suominen Corporation shares

Principal positions of trust:

Member of Board, Arktos Group  
Member of the Board, The European Organisation for the Sawmill Industry (EOS)

Career History:

Member of Group Executive Board, Stora Enso Corporation 2008–  
Executive Vice President, Wood Products Business Area, Stora Enso Corporation 2008–  
Senior Vice President, Group Strategy, Stora Enso Corporation 2007–2008  
Senior Vice President, Speciality Papers, Stora Enso Corporation 2005–2007  
Several managerial positions in Financial Services, Group Treasury, Risk Management, Strategy and Business Development and Profit Improvement, Enso-Gutzeit Oy, Enso Corporation and Stora Enso Corporation 1993–2005

**Heikki Mairinoja**, b. 1947  
M.Sc. (Eng.), B.Sc. (Econ.)  
Member of the Board since 2001, Deputy Chairman 2009–2011

Holds 107,340 Suominen Corporation shares  
Has a controlling power in Monaccio Oy, which holds 9,900 Suominen Corporation shares

Principal positions of trust:

Member of the Board, Exel Composites Plc  
Member of the Board, EM Group Oy  
Member of the Board, Ensto Ltd.  
Member of the Board, Komax Oy  
Member of the Board, Lindström Invest Oy

Career history:

CEO Oy G.W. Sohlberg Ab 2001–2007  
CEO, Uponor Group 1989–1999  
Executive Vice President, Uponor Group 1985–1989