

Proposals for the the Annual General Meeting of Suominen Corporation to be held on March 26, 2013

Notice is given to the shareholders of Suominen Corporation to the Annual General Meeting to be held on Tuesday 26 March 2013 at 10.00 a.m. at Finlandia Hall (Veranda, hall 4), at the address Mannerheimintie 13 e, 00100 Helsinki. The reception of persons who have registered for the meeting will commence at 9.00 a.m.

1. Resolution on the use of the profit shown on the balance sheet and the payment of dividend

The Board of Directors proposes that no dividend be paid for the financial year 2012.

2. Resolution on the remuneration of the members of the Board of Directors

Suominen Corporation's Nomination Committee proposes to the General Meeting that the remuneration payable to the members of the Board would remain unchanged and be as follows: the Chairman would be paid an annual fee of EUR 50,000, Vice Chairman of the Board an annual fee of EUR 37,500 and other Board members an annual fee of EUR 28,000. Further, the members of the Board will receive a fee of EUR 500 for each meeting held in the home country of respective member and a fee of EUR 1,000 per each meeting held elsewhere than in home country of respective member. 60 % of the annual remuneration is paid in cash and 40 % in Suominen Corporation's shares. Compensation for expenses is paid in accordance with the company's valid travel policy.

3. Resolution on the number of members of the Board of Directors

The Nomination Committee proposes to the General Meeting that the number of Board members would remain unchanged at five (5).

4. Election of members of the Board of Directors

The Nomination Committee proposes to the General Meeting that Mr Jorma Eloranta, Mr Risto Anttonen, Ms Suvi Hintsanen, Mr Hannu Kasurinen and Mr Heikki Mairinoja be re-elected as members of the Board of Directors.

Nomination Committee recommends that the Board of Directors elects from among its members Jorma Eloranta as Chairman of the Board and Risto Anttonen as Vice Chairman of the Board.

All candidates have given their consent to the election. All candidates are independent of the company. The candidates are also independent of Suominen's significant shareholders, with the exception of Risto Anttonen who has acted as CEO and as Deputy CEO of Ahlstrom Corporation within the last three years prior to the commencement of his membership in Suominen's Board.

The candidate information that is relevant considering their service for the Board of Directors is presented at the company website www.suominen.fi.

5. Resolution on the remuneration of the auditor

The Board of Directors proposes to the General Meeting that the auditor's fee would be paid according to the invoice accepted by the company.

6. Election of auditor

The Board of Directors proposes to the General Meeting that the present auditors, PricewaterhouseCoopers Oy, Authorised Public Accountants, would be re-elected for the next term of office in accordance with the Articles of Association. PricewaterhouseCoopers Oy has announced that it will appoint Mr Heikki Lassila, APA, as the principally responsible auditor of the company.

7. Establishment of a permanent Shareholders' Nomination Committee

The Board of Directors proposes to the General Meeting that the General Meeting would resolve to establish a permanent Shareholders' Nomination Committee.

1. Purpose and tasks of the Nomination Committee

The task of the Nomination Committee is to prepare and present to the Annual General Meeting, and, if necessary, to an Extraordinary General Meeting, a proposal on the remuneration of the members of the Board of Directors, a proposal on the number of the members of the Board of Directors and a proposal on the members of the Board of Directors. In addition, the task of the Nomination Committee is to seek candidates as potential board members.

2. Appointment and composition of the Nomination Committee

The Nomination Committee shall consist of four (4) members, three of which shall be appointed by the company's three largest shareholders, who shall appoint one member each. The Chairman of the company's Board of Directors shall serve as the fourth member.

The company's largest shareholders entitled to appoint members to the Nomination Committee shall be determined on the basis of the registered holdings in the company's shareholders' register held by Euroclear Finland Ltd as of the first working day in September in the year concerned. The Chairman of the Board of Directors shall request each of the three largest shareholders to appoint one member to the Nomination Committee. In the event that a shareholder presents a written request to the Chairman of the Board of Directors by 30 August of the year preceding the Annual General Meeting, into the holdings of the shareholder shall be calculated also holdings of a party equivalent to the shareholder that need to be taken into account when evaluating the requirement to flag changes in the holdings under the Securities Markets Act. In the event that a shareholder does not wish to exercise his or her right to appoint a representative, it shall pass to the next-largest shareholder who would not otherwise be entitled to appoint a member to the Nomination Committee.

The Chairman of the Board of Directors shall convene the first meeting of the Nomination Committee. The Nomination Committee shall elect a Chairman from among its members and the Nomination Committee's Chairman shall be responsible for convening subsequent meetings. When the Nomination Committee has been appointed, the company will publish the composition by a release.

The Nomination Committee is established to exist and serve until the General Meeting of the company decides otherwise. The members shall be nominated annually and their term of office shall end when new members are nominated to replace them.

Shareholders shall be entitled to replace their appointed member in the midst of his or her term of office.

A member appointed by a shareholder must resign from the Nomination Committee if the shareholder concerned is no longer one of the company's ten largest shareholders, unless the other members of the Nomination Committee unanimously decide otherwise. A right to appoint a member to replace the resigned member shall be offered to the shareholder, who, at the time in question, is the largest shareholder having not yet appointed a member to the Nomination Committee.

The members of the Nomination Committee shall be independent of the company and a person belonging to the company's operative management cannot be a member of the Nomination Committee.

An explanation of the activities of the Committee shall be presented in the Annual General Meeting of the company and published on the company's website.

The members of the Nomination Committee shall not be entitled to any remuneration on the basis of their membership.

3. Proposals to the General Meeting

The Nomination Committee shall forward its proposals to the company's Board of Directors each year by 1 February preceding the Annual General Meeting. Proposals intended for an Extraordinary General Meeting shall be forwarded to the company's Board of Directors in time for them to be included in the notice to the General Meeting.

Persons to be proposed as members of the Board of Directors shall have the qualifications required for the task and the possibility to devote sufficient amount of time for the task.

The Nomination Committee shall agree unanimously on the proposals to be made to the General Meeting. If unanimous decision cannot be reached, the Nomination Committee shall inform the company's Board of Directors that it will not make a proposal for the General Meeting.

4. Confidentiality

The Nomination Committee shall keep the proposals to be made for the General Meeting confidential until they have been published by the company. In case the Nomination Committee receives any insider information or other confidential information, such information shall be handled in accordance with the Securities Markets Act.

8. Amendment of the Articles of Association

The Board of Directors proposes to the General Meeting that the General Meeting would resolve on amending the Articles of Association of the company so that the domicile of the company is Helsinki. In addition, the Board of Directors proposes to the General Meeting that the second sentence regarding the venue of a General Meeting be deleted from the section 10 of the Articles of Association.

Currently, Section 1 of the Articles of Association reads as follows:

1 § The Company's name and domicile

The Company's name is Suominen Oyj and in English Suominen Corporation. The Company's domicile is Tampere.

After the amendment the section 1 is as follows:

1 § The Company's name and domicile

The Company's name is Suominen Oyj and in English Suominen Corporation. The Company's domicile is Helsinki.

Currently, Section 10 of the Articles of Association reads as follows:

10 §

Annual General Meeting of Shareholders

The Annual General Meeting of Shareholders shall be held annually by the end of April on the date decided by the Board of Directors. The General Meeting of Shareholders shall be held in the Company's domicile or, if the Board of Directors so decides, in Helsinki.

After the amendment the section 10 is as follows:

10 §

Annual General Meeting of Shareholders

The Annual General Meeting of Shareholders shall be held annually by the end of April on the date decided by the Board of Directors.

9. Authorizing the Board of Directors to decide on the repurchase of the company's own shares

The Board of Directors proposes to the General Meeting 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 trading on regulated market organized by 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 2014.

10. Authorizing the Board of Directors to decide on the share issue and issuance of special rights entitling to shares

The Board of Directors proposes to the General Meeting that the Board of Directors be authorized to decide on

- (i) issuing new shares and/or
- (ii) conveying the company's own shares held by the company and/or
- (iii) granting special rights referred to in Chapter 10, Section 1 of the Finnish Companies Act on the following terms and conditions:

1. Right to shares

New shares may be issued and the company's own shares may be conveyed

- to the company's shareholders in proportion to their current shareholdings in the company; or
- by waiving the shareholder's pre-emption right, through a directed share issue if the company has a weighty financial reason to do so, such as using the shares as consideration in possible acquisitions or other arrangements related to the company's business, as financing for investments, using the shares as part of the company's incentive program or using the shares for disbursing the portion of the Board members' remuneration that is to be paid in shares.

The new shares may also be issued in a Free Share Issue to the company itself.

2. Share issue against payment and for free

New shares may be issued and the company's own shares held by the company may be conveyed either against payment ("Share Issue Against Payment") or for free ("Free Share Issue"). A directed share issue may be a Free Share Issue only if there is an especially weighty financial reason both for the company and with regard to the interests of all shareholders in the company.

3. Maximum number of shares

A maximum of 50,000,000 new shares may be issued.

A maximum of 3,100,000 of the company's own shares held by the company or its group company may be conveyed.

4. Granting of special rights

The Board of Directors may grant special rights referred to in Chapter 10, Section 1 of the Finnish Companies Act, which carry the right to receive against payment new shares or own shares held by the company. The right may also be granted to the company's creditor in such a manner that the right is granted on condition that the creditor's receivable is used to set off the subscription price ("Convertible Bond").

The maximum number of new shares that may be subscribed and own shares held by the company that may be conveyed by virtue of the special rights granted by the company is 10,000,000 shares in total which number is included in the maximum number stated in section 3.

5. Recording of the subscription price

The subscription price of the new shares and the consideration payable for the company's own shares shall be recorded under the invested non-restricted equity fund.

6. Other terms and validity

The Board of Directors shall decide on all other terms and conditions related to the authorizations.

The authorizations shall be valid until 30 June 2016.

Helsinki, 15 February 2013

SUOMINEN CORPORATION
Board of Directors