

## **Proposal by the Board of Directors of Oriola-KD Corporation to the Annual General Meeting 2015 concerning authorizing the Board of Directors to decide on the issuance of class B shares against payment**

The Board of Directors of Oriola-KD Corporation proposes to the Annual General Meeting on 30 March 2015 that the Annual General Meeting authorizes the Board of Directors to decide on a share issue against payment in one or more issues. The authorization comprises the right to issue new class B shares or assign class B treasury shares held by the company.

### **Maximum number of shares to be issued or assigned**

It is proposed that the authorisation covers a combined maximum of eighteen million (18,000,000) of the company's own class B shares, representing approximately 11.90 per cent of all shares in the company on the date of the notice and approximately 9.92 per cent of all shares after the shares issued in the rights offering that concluded in March 2015 have been entered into the Trade Register.

### **Shareholders' pre-emptive rights and targeted issue**

The authorisation given to the Board of Directors includes the right to derogate from the shareholders' pre-emptive subscription right provided that there is, in respect of the company, a weighty financial reason for the derogation. Subject to the above restrictions, the authorisation may be used as payment of consideration when financing and executing corporate acquisitions or other business arrangements and investments. Pursuant to the authorisation, class B shares held by the company as treasury shares may also be sold through trading on regulated market organised by NASDAQ OMX Helsinki Ltd.

### **Other terms and validity**

It is proposed that the authorisation includes the right for the Board of Directors to decide on the terms of the share issue in the manners provided for in the Companies Act including the right to decide whether the subscription price is credited in part or in full to the invested unrestricted equity reserves or to the share capital. The authorisation is proposed to remain in effect for a period of eighteen (18) months from the decision of the Annual General Meeting.

It is proposed that this authorisation revokes all previous share issue authorisations given to the Board of Directors except for such granted to the Board of Directors earlier during the meeting as well as the authorisation given to the Board of Directors by the Annual General Meeting held on 20 March 2013, pursuant to which the Board of Directors may decide upon directed share issues against or without payment concerning no more than 1,715,000 class B shares in order to execute the share-based incentive plan for the Oriola-KD Group's executives and the share savings plan for the Oriola-KD Group's key personnel.

Espoo, 6 March 2015

Oriola-KD Corporation

Board of Directors

