

## **AGENDA OF SPONDA PLC'S ANNUAL GENERAL MEETING 2014**

Notice is given to the shareholders of Sponda Plc to the Annual General Meeting to be held on Wednesday 19 March 2014 at 2:00 pm in the Helsinki Hall of the Finlandia Hall, Mannerheimintie 13 e, Helsinki (entrance from doors M4 and K4). The reception of persons who have registered for the meeting and the distribution of voting tickets will commence at 1:00 pm.

At the Annual General Meeting, the following matters will be considered:

- 1. Opening of the meeting**
- 2. Calling the meeting to order**
- 3. Election of persons to scrutinize the minutes and to supervise the counting of votes**
- 4. Recording the legality of the meeting**
- 5. Recording the attendance at the meeting and adoption of the list of votes**
- 6. Presentation of the annual accounts, the report of the Board of Directors and the auditor's report for the year 2013**
  - Review by the CEO
- 7. Adoption of the annual accounts**
- 8. Resolution on the use of the profit shown on the balance sheet and the payment of dividend**

The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0.18 per share shall be paid. The dividends will be paid to shareholders who are entered into Sponda Plc's shareholder register maintained by Euroclear Finland Ltd on the dividend record date 24 March 2014. The Board of Directors proposes that the dividends shall be paid on 31 March 2014.

- 9. Resolution on the discharge of the members of the Board of Directors and the CEO from liability**
- 10. Resolution on the remuneration of the members of the Board of Directors and on the grounds for compensation for travel expenses**

The Nomination Board of Sponda Plc proposes to the Annual General Meeting that the following annual remuneration be paid to the members of the Board of Directors to be elected at the Annual General Meeting for the term until the close of the Annual General Meeting in 2015: EUR 60,000 for the Chairman of the Board, EUR 36,000 to the Vice Chairman of the Board, and EUR 31,200 to each of the other members of the Board. In addition, the Nomination Board proposes that the Chairman of the Board shall be paid a compensation of EUR 1,000 and each of the other Board members EUR 600 for the Board meetings attended. The Nomination Board proposes that the Board members shall be paid EUR 600 for each committee meeting attended and that the Chairman of the Audit Committee shall be paid EUR 1,000 for each Audit Committee meeting attended. The Nomination Board proposes that 40 % of the fixed annual remuneration be paid in Sponda Plc's shares to be acquired by means of public trading. The shares will be

purchased within two weeks from the release of the interim report 1 January - 31 March 2014 of Sponda Plc.

#### **11. Resolution on the number of members of the Board of Directors**

The Nomination Board of Sponda Plc proposes to the Annual General Meeting that the number of the members of the Board of Directors be confirmed as seven (7) ordinary members.

#### **12. Election of members of the Board of Directors**

The Nomination Board of Sponda Plc proposes to the Annual General Meeting that the current members of the Board of Directors Kaj-Gustaf Bergh, Christian Elfving, Juha Laaksonen, Arja Talma and Raimo Valo be re-elected to the Board of Directors and Paul Hartwall and Leena Laitinen be elected as new members of the Board for the term until the close of the Annual General Meeting in 2015.

The resumes of the proposed new members of the Board of Directors are available on Sponda Plc's website at <http://investors.sponda.fi/AGM2014>.

#### **13. Resolution on the remuneration of the auditors**

The Board of Directors proposes to the Annual General Meeting, in accordance with the recommendation of the Board's Audit Committee, that the auditors be remunerated pursuant to the auditors' invoice.

#### **14. Election of the auditors and the deputy auditor**

The Board of Directors proposes to the Annual General Meeting, in accordance with the recommendation of the Board's Audit Committee, that APA Esa Kailiala and the firm of authorized public accountants KPMG Oy Ab, which has appointed APA Kai Salli as responsible auditor, be appointed as auditors and APA Lasse Holopainen be appointed as deputy auditor.

#### **15. Proposal of the Board of Directors to amend the Articles of Association**

The Board of Directors proposes to the Annual General Meeting that the provision of the Articles of Association concerning participation in a General Meeting of Shareholders and the notice to a General Meeting be amended as follows:

"9 § Participation in and Notice to a General Meeting of Shareholders

In order to participate in a General Meeting of Shareholders, a shareholder must in advance register for attendance at the meeting at the latest on the date specified in the notice to the General Meeting of Shareholders. The date so indicated shall not be earlier than ten (10) days prior to the meeting.

The notice convening a General Meeting of Shareholders is delivered

1) By publishing the notice on the company's website and

- 2) By publishing the information regarding the time and location of the General Meeting as well as the website address containing the notice to the General Meeting in at least one daily nation-wide newspaper decided by the Board of Directors.

The notice, including the abovementioned newspaper announcement, must be published at the earliest two (2) months before the abovementioned last date of registration for attendance and at the latest three (3) weeks prior to the General Meeting, however, no later than nine (9) days before the record date of the General Meeting."

#### **16. Authorizing the Board of Directors to decide on the repurchase of the company's own shares**

The Board of Directors proposes to the Annual General Meeting that the Annual General Meeting authorize the Board to decide on the repurchase of the company's own shares using the funds in the company's unrestricted equity. A maximum of 14,150,000 shares can be repurchased in one or several tranches. The proposed maximum number of the authorization corresponds to approximately 5 per cent of all shares of the company.

The shares are to be repurchased in trading at the regulated market in the Helsinki Stock Exchange's stock exchange list and such repurchases will therefore be carried out as directed acquisitions, i.e., not in proportion to the holdings of the shareholders. The repurchases of the company's own shares will be carried out through public trading organized by NASDAQ OMX Helsinki Ltd, in compliance with its rules and guidelines.

The consideration paid for the shares acquired must be based on the company's share price as it is quoted in trading in the Helsinki Stock Exchange's stock exchange list. The minimum consideration will thus correspond to the lowest trading price quoted for the share in trading in the Helsinki Stock Exchange's stock exchange list and the maximum consideration, correspondingly, to the highest trading price quoted for the share in trading in the Helsinki Stock Exchange's stock exchange list within the validity period of this authorization.

The Board of Directors shall decide on other terms for the repurchase of the company's own shares.

The authorization is proposed to be in force until the next Annual General Meeting. This authorization replaces the Annual General Meeting's authorization for the repurchase of the company's own shares of 18 March 2013.

#### **17. Authorizing of the Board of Directors to decide on the issuance of shares and the issuance of special rights entitling to shares**

The Board of Directors proposes to the Annual General Meeting that the Annual General Meeting authorize the Board to decide on a share issue and on the issuance of special rights entitling to shares in accordance with Chapter 10, section 1 of the Companies Act. A share issue may be carried out by offering new shares or by transfer of treasury shares. Based on this authorization, the Board of Directors is authorized to decide on a directed share issue in deviation from the shareholders' pre-emptive rights and on the granting of special rights subject to the conditions mentioned in the Companies Act.

Based on the authorization, a maximum of 28,300,000 shares can be issued. The proposed maximum amount corresponds to approximately 10 per cent of all the current shares of the company.

The Board of Directors can act on this authorization in one or several tranches. The Board of Directors can use the authorization to finance or carry out corporate acquisitions or other restructuring, to strengthen the company's capital structure, or for other purposes decided by the Board of Directors. The authorization may not, however, be used for the implementation of incentive schemes for the company's management or key personnel.

The Board of Directors is authorized to decide on other conditions of the share issues and issuance of special rights.

The authorization is proposed to be in force until the next Annual General Meeting. This authorization replaces the Annual General Meeting's authorization to decide on a share issue and issuance of special rights entitling to shares of 18 March 2013.

## **18. Closing of the meeting**