

Proposals of the Shareholders' Nomination Board to the Annual General Meeting 2014

Proposal of the Nomination Board 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.

Proposal of the Nomination Board 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.

Proposal of the Nomination Board on the 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.

In Helsinki, 30 January 2014

Sponda Plc's Shareholders' Nomination Board