

Proposals of the Board of Directors to the Annual General Meeting 2014

Proposal of the Board of Directors 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.

Proposal of the Board of Directors on 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.

Proposal of the Board of Directors on the 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.

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.”

Proposal of the Board of Directors on 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.

Proposal of the Board of Directors on authorizing the Board of Directors to decide on a share issue and granting 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.

In Helsinki, 5 February 2014

SPONDA Plc
Board of Directors