

## **AGENDA OF SPONDA PLC'S ANNUAL GENERAL MEETING 2016**

The following matters will be considered at Sponda Plc's Annual General Meeting to be held on Monday 21 March 2016 at 2:00 pm Finnish time in the Helsinki Hall of the Finlandia Hall:

- 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 2015**
  - 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 General Meeting that a dividend of EUR 0.19 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 23 March 2016. The Board of Directors proposes that the dividends shall be paid on 1 April 2016.

### **9. Authorization of the Board of Directors to decide on the payment of dividend**

The Board of Directors proposes to the General Meeting that dividend could be paid in such a way that, in addition to the dividend resolved in the Annual General Meeting, the Annual General Meeting would authorize the Board of Directors to decide, at its discretion, on the payment of dividend in no more than two tranches before the next Annual General Meeting. To make this possible, the Board of Directors proposes that the General Meeting grant the Board of Directors the following authorisation:

The Board of Directors proposes to the General Meeting that the General Meeting authorize the Board of Directors to decide, at its discretion, on the payment of dividend in no more than two tranches based on the annual accounts adopted for the financial year 2015. The maximum amount of dividend to be distributed based on the authorization is EUR 0.12 per share. Based on this authorization, the Board of Directors is entitled to decide on the dividend record date, dividend payment date and other measures required by the matter. When deciding on the possible payment of dividend, the Board of Directors shall assess the company's liquidity and financial position as required by the Companies Act.

The authorization is proposed to be in force until the beginning of the next Annual General Meeting.

## **10. Resolution on the discharge of the members of the Board of Directors and the CEO from liability**

### **11. Decision on the amendment of the Articles of Association**

The Board of Directors proposes to the General Meeting that the provision of the Articles of Association regarding the Board of Directors shall be amended to read as follows:

“4 § Board of Directors

The Company has a Board of Directors, which is composed of five to nine (5–9) ordinary members.

The term of office of the members of the Board of Directors shall expire at the end of the first Annual General Meeting following the election.”

### **12. Resolution on the remuneration of the members of the Board of Directors and on the grounds for compensation for travel expenses**

Shareholders' Nomination Board proposes to the General Meeting that the annual remuneration payable to the members of the Board of Directors to be elected at the General Meeting for the term that expires at the closing of the Annual General Meeting in 2017 be EUR 66,000 to the Chairman of the Board, EUR 40,000 to the Vice Chairman of the Board and EUR 33,000 to each of the other members of the Board. In addition, the Nomination Board proposes that the Chairman of the Board be paid a compensation of EUR 1,000 and each of the other Board members be paid a compensation of EUR 600 for the each Board meeting attended. The Nomination Board proposes that the Board members be paid EUR 600 for each committee meeting attended and that the Chairman of the Audit Committee 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 purchased from the market. The shares will be purchased within two weeks from the release of Sponda Plc's interim report for 1 January–31 March 2016. The Nomination Board further proposes that travel expenses be compensated based on the grounds for compensation approved by the Finnish Tax Administration.

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

Shareholders' Nomination Board proposes to the General Meeting that the number of the members of the Board of Directors be confirmed as eight (8) ordinary members.

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

Shareholders' Nomination Board proposes to the General Meeting that the current members of the Board of Directors Kaj-Gustaf Bergh, Christian Elfving, Paul Hartwall, Leena Laitinen, Arja Talma and Raimo Valo be re-elected and that Outi Henriksson and Juha Metsälä be elected as new members of the Board of Directors for the term that expires at the closing of the Annual General Meeting in 2017. The Shareholders' Nomination Board proposes that Outi Henriksson's and Juha Metsälä's terms begin upon the registration of the amendment of the Articles of Association proposed above in item 11 in the Trade Register and that the terms of the other members begin at the closing of the 2016 Annual General Meeting.

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

The Board of Directors proposes to the General Meeting, in accordance with the recommendation of the Board's Audit Committee, that the auditors be remunerated according to the auditors' approved invoices.

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

The Board of Directors proposes to the General Meeting, in accordance with the recommendation of the Board's Audit Committee, that APA Esa Kailiala and audit firm KPMG Oy Ab, which has stated that APA Lasse Holopainen will act as responsible auditor, be appointed as auditors and APA Petri Kettunen be appointed as deputy auditor.

## **17. 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 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 the current shares of the company.

The shares are to be repurchased in trading at the regulated market in the Helsinki Stock Exchange 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 trading organized by Nasdaq 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 correspond to the lowest trading price quoted for the share in trading in the Helsinki Stock Exchange's stock exchange list within the validity period of this authorization 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 relating to 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 16 March 2015.

## **18. 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 General Meeting that the 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 also authorized to decide on a directed share issue in deviation from the shareholders' pre-emptive rights and on the granting of special rights in accordance with 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 restructurings, 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 relating to 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 16 March 2015. This authorization does not replace the share issue authorization regarding a rights offering to be possibly decided in the Extraordinary General Meeting to be held on 29 February 2016.

## **19. Closing of the meeting**