

Proposals of the Shareholders' Nomination Board to the Annual General Meeting 2017

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

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 2018 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 2017. The Nomination Board further proposes that travel expenses be compensated based on the grounds for compensation approved by the Finnish Tax Administration.

Proposal of the Nomination Board 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 seven (7) ordinary members.

Proposal of the Nomination Board on the 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, Outi Henriksson, Leena Laitinen, Juha Metsälä and Raimo Valo be re-elected as members of the Board of Directors for the term that expires at the closing of the Annual General Meeting in 2018.

In Helsinki, 25 January 2017

Sponda Plc's Shareholders' Nomination Board