

AGENDA OF SPONDA PLC'S EXTRAORDINARY GENERAL MEETING 2017

The following matters will be considered at Sponda Plc's Extraordinary General Meeting to be held on 4 September 2017 at 3:00 pm Finnish time in the Auditorium of Bank, Unioninkatu 22, 00130 Helsinki:

- 1. Opening of the meeting**
- 2. Calling the meeting to order**
- 3. Election of person 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. Resolution on the number of members of the Board of Directors**

The shareholder Polar Bidco S.à r.l, representing over 98 per cent of the total shares and votes in the Company, proposes to the General Meeting that the number of the members of the Board of Directors be confirmed as seven (7) ordinary members.

7. Election of members of the Board of Directors

The shareholder Polar Bidco S.à r.l, representing over 98 per cent of the total shares and votes in the Company, proposes to the General Meeting that Outi Henriksson, the current member of the Board of Directors, continue as the member of the Board of Directors and that Leif Andersson, Jean-Francois Bossy, Andrew Lax, Svein Erik Lilleland, James Seppälä and Michael Swank be elected as members of the Board of Directors for the term that expires at the closing of the Annual General Meeting in 2018.

8. Resolution on the remuneration of the members of the Board of Directors

The shareholder Polar Bidco S.à r.l, representing over 98 per cent of the total shares and votes in the Company, proposes to the General Meeting that the remuneration payable to Outi Henriksson, the member of the Board of Directors, and to Svein Erik Lilleland, proposed to be elected as the member of the Board of Directors in this Extraordinary General Meeting, for the term that expires at the closing of the Annual General Meeting in 2018 be EUR 2,750 per month each and that no remuneration be paid to the other new members of the Board of Directors proposed to be elected in this Extraordinary General Meeting for the term that expires at the closing of the Annual General Meeting in 2018.

9. Disbandment of the Shareholders' Nomination Board

The Annual General Meeting of the company resolved on the establishment of the Shareholders' Permanent Nomination Board on 18 March 2013. The Shareholders' Nomination Board prepares proposals on the election and remuneration of the members of the Board of Directors to be presented to the Annual General Meeting.

The shareholder Polar Bidco S.à r.l, representing over 98 per cent of the total shares and votes in the Company, proposes to the General Meeting that the General Meeting decide

to disband the Shareholders' Nomination Board.

10. Closing of the meeting