

Time: 26 March 2014 at 10.00 am

Place: Finlandia Hall, Congress Wing, Hall B
Mannerheimintie 13 e, 00100 Helsinki, Finland

Present: The shareholders, proxy representatives and assistants presented in the meeting appear in the list of votes as attached to the minutes under Section 5.

In addition present were Suominen Corporation's Chairman of the Board of Directors Mr. Jorma Eloranta, other Board Members Mr. Risto Anttonen, Ms. Suvi Hintsanen, Mr. Hannu Kasurinen and Mr. Heikki Mairinoja; President & CEO Ms. Nina Kopola and the principal Auditor Mr. Heikki Lassila. Further, Ms. Jaana Tuominen, candidate for the Board of Directors, was present in the meeting.

1 § Opening of the meeting

Jorma Eloranta, the Chairman of the Board of Directors, opened the meeting.

2 § Calling the meeting to order

Mr. Jukka Laitasalo, Attorney-at-Law, was elected as the Chairman of the Meeting who invited Mr. Olli Nikitin as Secretary.

3 § Election of persons to scrutinize the minutes and to supervise the counting of votes

Ms Marja Naulapää-Sipilä was elected as person to scrutinize the minutes. Ms. Anna Hyske was elected to supervise the counting of votes.

4 § Recording the legality of the meeting

It was noted that according to the Article 11 of the Articles of Association, the notice of the General Meeting shall be published on the Company's website no earlier than two (2) months and no later than three (3) weeks prior to the General Meeting, but in any case at least nine (9) days prior to the record date of the General Meeting. Further, subject to the decision by the Board of Directors, the Company may announce the time and venue of the General Meeting as well as the address of the company's website within the same period of time in one newspaper.

It was noted that the notice was published on 5 February 2014 as a stock exchange release and has been available in the Company's website as of the same date.

It was noted that the meeting was convened in accordance with the Limited Liability Companies Act and the Articles of Association of the Company and constituted a quorum. The notice of the meeting was attached to the minutes.

Appendix 1

5 §

Recording the attendance at the meeting and adoption of the list of votes

It was noted that the amount of shares and votes as described in the Appendix 2 were represented at the beginning of the meeting.

The list of attendees and the list of votes and proxies at the commencement of the meeting were attached to the minutes.

Appendix 2

6 §

Presentation of the financial statements, consolidated financial statements, the report of the Board of Directors and the Auditor's report for the year 2013

It was noted that the notice of the meeting and the proposals for the General Meeting had been available on the Company's website as of 5 February 2014 and that the report by the Board of Directors, the financial statements and the Auditor's report had been available on the Company's website as of 14 February 2014. The proposals and the financial statement documents were also available in the meeting.

The financial statements, consolidated financial statements, the report of the Board of Directors and the Auditors' report of Suominen Corporation for the financial period of 1 January – 31 December 2013 were presented to the General Meeting:

Appendix 3

The President and CEO, Mrs. Nina Kopola, presented the financial statements for the financial period 2013 and gave an overview of the operating environment and business outlook of the group.

The Auditor of the Company, Mr. Heikki Lassila, APA, presented the statement section of the Auditors' report.

7 §

Adoption of the financial statements and consolidated financial statements

It was resolved to adopt the financial statements and consolidated financial statements of Suominen Corporation for the financial year 1 January – 31 December 2013.

8 §**Proposal by the Board of Directors on the use of the distributable assets**

It was noted that the distributable assets in the adopted balance sheet of Suominen Corporation on 31 December 2013 totaled EUR 79,250,626.06, of which the loss of the financial period, EUR 5,510,970.60, has been deducted. The Board of Directors proposes to the General Meeting that no dividend shall be paid.

The General Meeting adopted the proposal by the Board of Directors.

9 §**Resolution on the discharge of the Members of the Board of Directors and the President and CEO from liability**

It was resolved to discharge the Members of the Board of Directors and the President & CEO from liability for the financial period which ended on 31 December 2013.

10 §**Resolution on the remuneration of the Members of the Board of Directors**

Mr. Jan Lång, the Chairman of the Nomination Board, presented for the General Meeting the proposal by the Nomination Board on the remuneration of the Members of the Board of Directors, the number of the Board Members and on the composition of the Board of Directors (Sections 10 – 12).

It was noted that the Nomination Board of Suominen Corporation proposes to the General Meeting that the remuneration of the Members of the Board of Directors remains unchanged and would be as follows:

- annual fee of the Chairman EUR 50,000;
- annual fee of the Deputy Chairman EUR 37,500 and
- annual fee of the other Members EUR 28,000.

In addition, the Members of the Board shall receive a meeting fee so that each Member shall be paid EUR 500 for each meeting held in the home country of the respective Member and a fee of EUR 1,000 for each Meeting held elsewhere than in the home country of the respective Member. Of the annual remuneration 60 % is paid in cash and 40 % in Suominen Corporation's shares. Compensation for expenses will be paid in accordance with the company's valid travel policy.

The number of shares forming the above remuneration portion which is payable in shares will be determined based on the share value in the stock exchange trading maintained by NASDAQ OMX Helsinki Ltd, calculated as the trade volume weighted average quotation of the share during the one month period immediately following the date on which the interim report of January-March 2014 of the com-

pany is published. The shares will be given out of the own shares held by the company by the decision of the Board of Directors by 6 June 2014 at the latest.

It was noted that Jorma Eloranta, Chairman of the Board of Directors, did not take part in decision-making concerning the proposal on the remuneration of the Board of Directors.

It was resolved in accordance with the proposal of the Nomination Board that the remuneration and other reimbursements of the Chairman, the Deputy Chairman and the Members of the Board of Directors shall remain unchanged.

11 §

Resolution on the number of Members of the Board of Directors

It was noted that the Nomination Board of Suominen Corporation proposes to the General Meeting that the number of the Members of the Board of Directors remains unchanged and would be five (5).

It was resolved in accordance with the proposal of the Nomination Board that the number of the Members of the Board of Directors shall be five (5).

12 §

Election of the Members of the Board of Directors

It was noted that the Board of Directors have consisted of the following five persons:

Mr. Jorma Eloranta, Chairman
Mr. Risto Anttonen, Deputy Chairman
Ms. Suvi Hintsanen, Member
Mr. Hannu Kasurinen, Member
Mr. Heikki Mairinoja, Member

It was noted that the Nomination Board proposes to the General Meeting that the current Members of the Board of Directors: Jorma Eloranta, Risto Anttonen, Suvi Hintsanen and Hannu Kasurinen would be re-elected as members of Suominen Corporation's Board of Directors. Further, the Nomination Board proposes that Ms Jaana Tuominen would be elected as a new member of the Board of Directors.

It was resolved in accordance with the proposal of the Nomination Board to elect Jorma Eloranta, Risto Anttonen, Suvi Hintsanen, Hannu Kasurinen and Jaana Tuominen as Members of the Board of Directors.

13 §

Resolution on the remuneration of the Auditor

It was resolved in accordance with the proposal of the Board of Directors to pay the Auditor's fee according to the invoice approved by the Company.

14 §**Election of the Auditor**

It was resolved in accordance with the proposal of the Board of Directors and the recommendation by the Audit Committee to elect PricewaterhouseCoopers Oy, Authorised Public Accountants, as an Auditor of the Company. Further, it was stated that PricewaterhouseCoopers Oy has announced it will nominate Mr. Heikki Lassila, APA, as the principal Auditor.

15 §**Authorizing the Board of Directors to decide on the repurchase of the Company's own shares**

The proposal of the Board of Directors on authorizing the Board of Directors to decide on the repurchase of the Company's own shares was discussed.

The Board of Directors proposes to the General Meeting that the Board of Directors would be authorized to decide on the repurchase of the Company's own shares in accordance with the following terms and conditions:

1. Maximum number of shares to be repurchased

By virtue of authorization, the Board of Directors is entitled to decide on repurchasing a maximum of 3,000,000 company's own shares.

2. Directed repurchase and consideration to be paid for shares

The company's own shares shall be repurchased otherwise than in proportion to the holdings of the shareholders by using the non-restricted equity through trading on regulated market organized by NASDAQ OMX Helsinki Ltd at the market price prevailing at the time of acquisition.

The shares shall be repurchased and paid in accordance with the rules of NASDAQ OMX Helsinki Ltd and Euroclear Finland Ltd.

3. Holding, cancelling and conveying of shares

The shares shall be repurchased to be used in company's share-based incentive programs, in order to disburse the remuneration of the members of the Board of Directors, for use as consideration in acquisitions related to the company's business, or to be held by the company, to be conveyed by other means or to be cancelled.

4. Other terms and validity

The Board of Directors shall decide on other terms and conditions related to the repurchase of the company's own shares.

The repurchase authorization shall be valid until 30 June 2015.

The General Meeting resolved to approve, in accordance with the proposal of the Board of Directors, the authorizing of the Board of Directors to decide on the repurchase of the Company's own shares.

16 §

Authorizing the Board of Directors to decide on the share issue and granting of options and other special rights entitling to shares referred to in Chapter 10, Section 1 of the Companies Act

The General Meeting discussed the proposal by the Board of Directors to decide on authorizing the Board of Directors to decide on the share issue and granting of options and other special rights entitling to shares.

The Board of Directors proposes that the board were authorized to decide on

- (i) issuing new shares and/or
- (ii) conveying the company's own shares held by the company and/or
- (iii) granting options and other special rights referred to in Chapter 10, Section 1 of the Finnish Companies Act on the following terms and conditions:

1. Right to shares

New shares may be issued and the company's own shares may be conveyed

- to the company's shareholders in proportion to their current shareholdings in the company; or
- by waiving the shareholder's pre-emption right, through a directed share issue if the company has a weighty financial reason to do so, such as using the shares as consideration in possible acquisitions or other arrangements related to the company's business, as financing for investments, using the shares as part of the company's incentive program or using the shares for disbursing the portion of the Board members' remuneration that is to be paid in shares.

The new shares may also be issued in a Free Share Issue to the company itself.

2. Share issue against payment and for free

New shares may be issued and the company's own shares held by the company may be conveyed either against payment ("Share Issue Against Payment") or for free ("Free Share Issue"). A directed share issue may be a Free Share Issue only if there is an especially weighty financial reason both for the company and with regard to the interests of all shareholders in the company.

3. Maximum number of shares

New shares may be issued and/or company's own shares held by the company or its group company may be conveyed at the maximum amount of 25,000,000 shares in aggregate.

4. Granting of options and other special rights

The Board of Directors may grant options and other special rights referred to in Chapter 10, Section 1 of the Finnish Companies Act, which carry the right to receive against payment new shares or own shares held by the company. The right may also be granted to the company's creditor in such a manner that the right is granted on condition that the creditor's receivable is used to set off the subscription price ("Convertible Bond"). However, options and other special rights referred to in Chapter 10, Section 1 of the Finnish Companies Act cannot be granted as part of the company's remuneration plan.

The maximum number of new shares that may be subscribed and own shares held by the company that may be conveyed by virtue of the options and other special rights granted by the company is 25,000,000 shares in total which number is included in the maximum number stated in section 3.

5. Recording of the subscription price

The subscription price of the new shares and the consideration payable for the company's own shares shall be recorded under the invested non-restricted equity fund.

6. Other terms and validity

The authorizations shall revoke the authorizations decided by the Annual General Meeting on 26 March 2013 regarding share issue and issuance of special rights entitling to shares, but the authorizations shall not revoke the authorization decided by the Extraordinary General Meeting on 31 January 2014 regarding granting of stock options and other special rights entitling to shares.

The Board of Directors shall decide on all other terms and conditions related to the authorizations. The authorizations shall be valid until 30 June 2017.

It was resolved in accordance with the proposal of the Board of Directors to approve the authorization of the Board of Directors to decide on the share issue and issuance of special rights entitling to shares.

17 § Closing of the meeting

As all matters in the notice to the meeting had been dealt with, the meeting was declared closed and the Chairman stated that the minutes of the meeting will be available to shareholders on the Company's website no later than two weeks from the meeting.

In fidem

Olli Nikitin

The minutes scrutinized and approved:

Jukka Laitasalo
Chairman

Marja Naulapää-Sipilä