



Proposals for the Annual General Meeting of Suominen Corporation on 15 March 2017 by the Board of Directors and the Shareholders Nomination Board

Resolution on the use of the profit shown on the balance sheet

The Board of Directors proposes that a dividend of EUR 0.11 per share shall be paid based on the adopted balance sheet regarding the financial year of 2016. Calculated on the basis of the current total amount of shares, a total of EUR 5,584,981.05 would be paid as dividend. The record date for the payment of the dividend is 17 March 2017 and the dividend shall be paid on 24 March 2017.

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

The Nomination Board of the shareholders of Suominen Corporation proposes to the Annual General Meeting that the remuneration of the Board of Directors remains unchanged with the exception of the remuneration of the Chair of the Board which would be increased by EUR 10,000. According to the proposal, the Chair would be paid an annual fee of EUR 60,000, Deputy Chair of the Board an annual fee of EUR 37,500 and other Board members an annual fee of EUR 28,000. Further, the members of the Board will receive a fee of EUR 500 for each meeting of the Board of Directors held in the home country of the respective member and a fee of EUR 1,000 per each meeting of the Board of Directors held elsewhere than in the home country of the respective member. 60% of the remuneration is paid in cash and 40% in Suominen Corporation's shares.

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 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 2017 of the company is published. The shares will be transferred out of the own shares held by the company by the decision of the Board of Directors by 2 June 2017 at the latest.

Compensation for expenses will be paid in accordance with the company's valid travel policy.

Resolution on the number of members of the Board of Directors

The Nomination Board of Suominen Corporation's shareholders proposes to the Annual General Meeting that the number of Board members remains unchanged and would be six (6).

Election of members and the Chair of the Board of Directors

The Nomination Board of Suominen Corporation's shareholders proposes that out of the current members of the Board, Mr Andreas Ahlström, Mr Risto Anttonen, Mr Hannu Kasurinen, Ms Laura Raitio and Ms Jaana Tuominen would be re-elected as members of Suominen Corporation's Board of Directors.

Of the current members of the Board of Directors, Mr. Jorma Eloranta has informed the Nomination Board that he is not available as a candidate for the Board of Directors.

In addition, the Nomination Board proposes that Mr. Jan Johansson would be elected as a new member to the Board of Directors.

Jan Johansson (born 1954) holds a Master of Laws degree and would add to the Board of Directors significant industry knowhow and experience relevant to Suominen, since he has acted as the President & CEO of Svenska Cellulosa Aktiebolaget SCA (publ.) in 2007-2015. Prior to that, Mr Johansson acted as President & CEO in Boliden AB (2001-2007) and has held a number of executive positions in Swedish and international companies. He is also a member of the Board in Ahlstrom Corporation and Vinda International Holdings Ltd. The photo of Jan Johansson and his resumé can be retrieved at the Company's website www.suominen.fi.

All candidates have given their consent to the election. All candidates are independent of the company. The candidates are also independent of Suominen's significant shareholders, with the exception of Andreas Ahlström who acts currently as Investment Director at Ahlström Capital Oy. The largest shareholder of Suominen Corporation, AC Invest Two B.V. is a group company of Ahlström Capital Oy. The candidate information relevant considering their service for the Board of Directors is presented at the company website www.suominen.fi.

The Nomination Board of Suominen proposes to the Annual General Meeting that Jan Johansson would be elected as the Chair of the Board of Directors.

Resolution on the remuneration of the auditor

On the recommendation of the Audit Committee, the Board of Directors proposes to the General Meeting that the auditor's fee would be paid according to the invoice approved by the company.

Election of auditor

On the recommendation of the Audit Committee, the Board of Directors proposes to the General Meeting that Authorized Public Accountant firm Ernst & Young Oy would still be elected as the auditor of the company for the next term of office in accordance with the Articles of Association. Ernst & Young Oy has informed that it will appoint Kristina Sandin, Authorized Public Accountant, as the principally responsible auditor of the company, if Ernst & Young Oy is elected as the company's auditor.

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 Board of Directors be authorized to decide on the repurchase of the company's own shares on 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 400 000 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 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 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 2018 and it revokes all earlier authorizations to repurchase company's own shares.