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## **PROPOSALS OF THE BOARD OF DIRECTORS OF ETTEPLAN OYJ (“COMPANY”) FOR THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS FOR THE MATTERS TO BE RESOLVED AND FOR AUTHORIZING THE BOARD OF DIRECTORS TO DECIDE ON THE REPURCHASE OF THE COMPANY’S OWN SHARES**

1. The Board of Directors proposes that the Annual General Meeting resolves to pay dividend of EUR 0.10 per share of the profit funds available for the financial year 2011. The record date of the payment of dividend would be April 4, 2012 and the dividend is proposed to be paid on April 13, 2012.
2. The Board proposes that the Auditor be paid a fee according to invoice approved by the Company.
3. The Board proposes that Authorized Public Accounting Firm PricewaterhouseCoopers Oy, with Authorized Public Accountant Mr. Mika Kaarisalo as the main responsible auditor, be elected as the Company’s Auditor.
4. The Board proposes that the Annual General Meeting authorize the Board of Directors to resolve to repurchase Company’s own shares in one or more tranches using the Company’s unrestricted equity. A maximum of 2,000,000 Company shares may be repurchased. The Company may deviate from the obligation to repurchase shares in proportion to the shareholders’ holdings, i.e., the Board has the right to decide on a directed repurchase of Company shares.

The authorization includes the right for the Board to resolve to repurchase Company shares through a tender offer made to all shareholders on equal terms and conditions and at the price determined by the Board; or in public trading organized by the NASDAQ OMX Helsinki Ltd. at the market price valid at any given time, so that the Company’s total holding of own shares does not exceed ten (10) per cent of all the shares in the Company. The minimum price for the shares to be repurchased is the lowest market price quoted for the Company shares in public trading and, correspondingly, the maximum price is the highest market price quoted for the Company shares in public trading during the validity of the authorization.

Should Company shares be repurchased in public trading, such shares will not be purchased in proportion to the current shareholders’ holdings. Thus, there must be a substantial financial reason for the Company to repurchase Company shares. The shares may be repurchased in order to be used as consideration in potential acquisitions or in other structural arrangements. The shares may as well be used for carrying out Company’s incentive schemes for its personnel. The repurchased shares may be kept by the Company, invalidated or transferred onwards.

The repurchase of shares will reduce the non-restricted equity.

The authorization is valid for 18 months from the date of the decision of the Annual General Meeting starting on March 30, 2012 and ending on September 29, 2013. The authorization will replace the corresponding previous authorization.