
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 AS WELL AS SHARE ISSUES, OPTION RIGHTS OR OTHER SPECIAL RIGHTS ENTITLING TO SHARES AND THE REDEMPTION OF OWN SHARES

1. The Board proposes to the Annual General Meeting that a dividend of EUR 0.11 per share would be paid for the financial year 2013. The record date of the payment of dividend would be March 31, 2014. The dividend is proposed to be paid on April 7, 2014.
2. The Board proposes that two auditors would be elected for the Company. 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. In addition, The Board proposes that Certified Auditor Olli Wesamaa be elected as the Company’s second Auditor.
3. 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 resolution of the Annual General Meeting starting on March 26, 2014 and ending on September 25, 2015. The authorization will replace the corresponding previous authorization.

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4. The Board proposes that the Annual General Meeting authorize the Board of Directors to decide to issue a maximum of 4,000,000 shares through issuance of shares, option rights or other special rights entitling to shares under Chapter 10, Section 1 of the Companies Act in one or more issues. The authorization includes a right to issue new shares or assign Company's own shares held by the Company.

The authorization includes a right to deviate from the existing shareholders' pre-emptive subscription right as set forth in the Companies Act Chapter 9, Section 3. Therefore, the Board of Directors has a right to direct the share issue, or issuance of the option rights or other special rights entitling to shares. The authorization includes also a right to determine on all the terms of share issue, option rights or other special rights entitling to shares. The authorization includes therefore a right to determine on share subscription prices, persons entitled to subscribe the shares and other terms and conditions applicable to the subscription. In order to deviate from the shareholders' pre-emptive subscription right, the Company must have a substantial financial reason such as financing of a company acquisition, other arrangement in connection with the development of the Company's business or equity or an incentive scheme to the personnel. In connection of the share issuance the Board of Directors is entitled to decide that the shares may be subscribed against contribution in kind or otherwise under special terms and conditions. The authorization includes a right to determine whether the subscription price will be entered into the share capital or into the reserve of invested non-restricted equity.

The authorization is valid for 2 years from the date of the resolution of the Annual General Meeting starting on March 26, 2014 and ending on March 25, 2016. The authorization will replace the corresponding previous authorization.