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## PROPOSALS OF THE BOARD OF DIRECTORS OF ETTEPLAN OYJ (“COMPANY”) FOR THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS

1. The Board proposes to the Annual General Meeting that a dividend of EUR 0.15 per share would be paid for the financial year 2014. The record date of the payment of dividend would be March 31, 2015. The dividend is proposed to be paid on April 9, 2015.
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. Kaj Wasenius 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 on the repurchase of the Company's own shares in one or more tranches using the Company's unrestricted equity. A maximum of 2,000,000 shares in the Company may be repurchased. The Company may deviate from the obligation to repurchase shares in proportion to the shareholders' current holdings, i.e., the Board has the right to decide on a directed repurchase of the Company's own shares.

The authorization includes the right for the Board to resolve on the repurchase of the Company's own 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 shares in the Company in public trading and, correspondingly, the maximum price is the highest market price quoted for the shares in the Company in public trading during the validity of the authorization.

Should the shares in the Company be repurchased in public trading, such shares will not be purchased in proportion to the shareholders' current holdings. In that case there must be a weighty financial reason for the Company to repurchase its own 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 retained by the Company, invalidated or transferred further.

The repurchase of the Company's own shares will reduce the non-restricted equity of the Company.

The authorization is valid for 18 months from the date of the resolution of the Annual General Meeting starting on March 27, 2015 and ending on September 26, 2016. The authorization will replace the corresponding previous authorization.