

Oriola-KD Corporation stock exchange release 7 March 2011 at 3.15 p.m.

The Board of Directors of Oriola-KD Corporation has today decided to convene the Annual General Meeting of the Shareholders of Oriola-KD Corporation on 6 April 2011. The below notice to the meeting will be published in Finnish in the newspaper Helsingin Sanomat on Sunday, 13 March 2011.

Notice is given to the shareholders of Oriola-KD Corporation to the Annual General Meeting to be held on Wednesday 6 April 2011 from 5 p.m. at Helsinki Fair Centre (address: Helsinki Fair Centre, Congress Wing Entrance, Rautatietäisänkatu 3, 00520 Helsinki). The reception of persons who have registered for the meeting and distribution of voting tickets will commence at 3.30 p.m. Coffee is served after the meeting.

A. Matters on the agenda of the Annual General Meeting

At the general meeting, the following matters will be considered:

1. Opening of the meeting
2. Calling the meeting to order
3. Election of persons to confirm the minutes and to supervise the counting of votes
4. Recording the legality of the meeting
5. Recording the attendance at the meeting and adoption of the list of votes
6. Presentation of the financial statements, the report of the Board of Directors, the consolidated financial statements and the auditor's report for the year 2010

Review by the President & CEO

7. Adoption of the financial statements and the consolidated financial statements
8. Resolution on the use of the profit shown on the balance sheet and the payment of dividend

The Board of Directors proposes that a dividend of EUR 0.05 per share be paid on the basis of the balance sheet to be adopted in respect of the financial year ending on 31 December 2010. The dividend will be paid to shareholders registered in the shareholders' register held by Euroclear Finland Ltd on the dividend record date 11 April 2011. The Board of Directors proposes that the dividend be paid on 19 April 2011.

9. Proposal by the Board of Directors on the distribution of assets from the reserve of invested unrestricted equity

The Board of Directors proposes to the Annual General Meeting that EUR 0.13 per share be distributed from the reserve of invested unrestricted equity as repayment of equity on the basis of the balance sheet to be adopted in respect of the financial year ending on 31 December 2010. The repayment of equity will be paid to shareholders registered in the shareholders' register held by Euroclear Finland Ltd on the record date 11 April 2011. The Board of Directors proposes that the payment date is 19 April 2011.

10. Authorisation for the Board of Directors to decide on the distribution of additional dividend or the distribution of assets from the reserves of unrestricted equity

The Board of Directors proposes that the Annual General Meeting authorises the Board of Directors to decide on the distribution of additional dividend from the retained earnings and/or distribution of assets from the reserves of unrestricted equity or both so that the maximum distribution of dividend and/or return of equity based on the authorisation is no more than EUR 0.10 per share in total. The distribution of additional dividend and/or return of equity can be made in one or more instalments. The Board of Directors can also decide not to use this authorisation. The Board of Directors proposes that the authorisation includes the right for the Board of Directors to decide on all other conditions relating to the distribution of additional dividend and return of equity. The authorisation is proposed to remain in effect until the next annual general meeting.

11. Resolution on the discharge of the members of the Board of Directors and the CEO from liability

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

The Nomination Committee of Oriola-KD Corporation has announced as its recommendation that the following remunerations are paid to the members of the Board of Directors:

The fee for the term of office of the Chairman of the Board of Directors would be EUR 48,400, the fee for the term of office of the Vice Chairman of the Board of Directors would be EUR 30,250 and the fee for the term of office of other members of the Board of Directors would be EUR 24,200. Of the annual fee, 60 per cent would be paid in cash and 40 per cent would be used to acquire Oriola-KD Corporation's class B-shares for the members of the Board of Directors from the NASDAQ OMX Helsinki Stock Exchange on 20 April 2011. The Chairman of the Board of Directors would receive an attendance fee of EUR 800 per meeting and the other members would receive attendance fees of EUR 400 per meeting. Attendance fees would correspondingly also be paid to the members of Board and company committees. The Chairman of the Board of Directors would additionally have a phone benefit. Travel expenses would be compensated in accordance with the travel policy of the Company.

The Nomination Committee's recommendation for the remunerations to Board of Directors has not been given to the Board of Directors. Instead, the matter will be considered at the Annual General Meeting on the proposal of a shareholder.

13. Resolution on the number of members of the Board of Directors

In accordance with the recommendation of the company's Nomination Committee, the Board of Directors proposes to the Annual General Meeting that the number of members of the Board of Directors be confirmed as eight.

14. Election of the members of the Board of Directors

In accordance with the recommendation of the company's Nomination Committee, the Board of Directors proposes to the Annual General Meeting that, for the following term of office, Mr. Harry Brade, Mr. Per Bätelson, Mr. Pauli Kulvik, Ms. Outi Raitasuo, Mr. Olli Riikkala and Mr. Mika Vidgrén would be re-elected to the Board of Directors, and that Mr. Jukka Alho and Mr. Iikka Salonen would be elected as new members of the Board of Directors. Mr. Olli Riikkala would be re-elected as Chairman of the Board of Directors.

The biographical details of the proposed members of the Board of Directors are presented on the internet site of the company at www.oriola-kd.com.

15. Resolution on the remuneration of the auditor

In accordance with the recommendation of the Board's Audit Committee, the Board of Directors proposes to the Annual General Meeting that the fees of the company's auditor would be paid according to invoice approved by the company.

16. Election of auditor

In accordance with the recommendation of the Board's Audit Committee, the Board of Directors proposes to the Annual General Meeting that PricewaterhouseCoopers Oy, who has put forward authorised public accountant Mr. Heikki Lassila as principal auditor, would be elected as the auditor of the Company.

17. Authorising the Board of Directors to decide on the repurchase of the company's own class B shares

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors to decide on repurchasing the company's own class B shares on the following terms and conditions:

Maximum amount of the shares to be repurchased:

According to the authorisation, the Board of Directors is entitled to decide on the repurchase of no more than fifteen million (15,000,000) of the company's own class B shares, which currently represents approximately 9.92 per cent of all shares in the company. The authorisation may only be used in such a way that in total no more than one tenth (1/10) of all shares in the company may from time to time be in the possession of the company and its subsidiaries.

Repurchase of shares and compensation to be paid for the shares:

Shares may be repurchased in accordance with the resolution of the Board of Directors also in a proportion other than in which shares are owned by the shareholders, using funds belonging to the company's unrestricted equity and at the market price of class B shares on the NASDAQ OMX Helsinki Ltd or otherwise established on the market at the time of the repurchase. The Board of Directors decides how shares will be repurchased. Among other means, derivatives may be used in acquiring the shares. The acquisition of shares reduces the company's distributable unrestricted equity.

Purpose of the repurchase of own shares:

Shares may be repurchased to develop the company's capital structure, to execute corporate transactions or other business arrangements, to finance investments, to be used as a part of the Company's incentive schemes or to be otherwise relinquished, held by the Company or cancelled.

Other terms and validity:

The Board of Directors decides on all other matters related to the repurchase of class B shares. The authorisation to repurchase own shares shall remain in force for a period of not more than eighteen (18) months from the decision of the Annual General Meeting.

This authorisation revokes the authorisation given to the Board of Directors by the Annual General Meeting on 7 April 2010 in respect of the repurchase of the company's own class B shares.

18. Authorising the Board of Directors to decide on the issuance of class B shares against payment

The Board of Directors proposes that the Annual General Meeting authorises the Board to decide on a share issue against payment in one or more issues. The authorisation comprises the right to issue new class B shares or assign class B treasury shares held by the company.

It is proposed that the authorisation covers a combined maximum of fifteen million (15,000,000) class B shares of the company, representing currently approximately 9.92 per cent of all shares in the company.

The authorisation given to the Board of Directors includes the right to derogate from the shareholders' pre-emptive subscription right provided that there is, in respect of the company, a weighty financial reason for the derogation. Subject to the above restrictions, the authorisation may be used i.a. as payment of consideration when financing and executing corporate acquisitions or other business arrangements and investments, to expand the Company's ownership base, to develop the capital structure, to secure the commitment of employees or in incentive schemes. Pursuant to the authorisation, class B shares held by the Company as treasury shares may also be sold in public trading organised by NASDAQ OMX Helsinki Ltd.

It is proposed that the authorisation includes the right for the Board to decide on the terms of the share issue in the manners provided for in the Companies Act including the right to decide whether the subscription price is credited in part or in full to the invested unrestricted equity reserves or to the share capital. The authorisation is proposed to remain in effect for a period of eighteen (18) months from the decision of the Annual General Meeting.

It is proposed that this authorisation revokes all previous share issue authorisations given to the Board of Directors, except for the authorisation given to the Board of Directors by the Annual General Meeting held on 7.4.2010, pursuant to which the Board of Directors may decide upon directed share issues against or without payment concerning no more than 1,200,000 class B shares in order to execute the share-based incentive plan for the Oriola-KD Group's key personnel for the years 2010-2012.

19. Closing of the meeting

B. Documents of the general meeting

The proposals for decisions on the matters on the agenda of the Annual General Meeting as well as this notice are available on Oriola-KD Corporation's website at www.oriola-kd.com. The financial statements, the report of the board of directors and the auditor's report of Oriola-KD Corporation are available on the above-mentioned website no later than 7 March 2011. The proposals for decisions and the other above-

mentioned documents are also available at the general meeting. Copies of these documents and of this notice will be sent to shareholders upon request. A printed annual report is sent to shareholders only upon request.

C. Instructions for the participants in the General Meeting

1. Shareholders registered in the shareholders' register

Each shareholder, who is registered in the shareholders' register of the company held by Euroclear Finland Ltd. on the record date of the general meeting on 25 March 2011, has the right to participate in the general meeting. A shareholder, whose shares are registered on his/her personal Finnish book-entry account, is registered in the shareholders' register of the company.

A shareholder, who is registered in the shareholders' register of the company and who wants to participate in the Annual General Meeting, shall register for the meeting no later than on 31 March 2011 at 4.00 p.m. Finnish time by giving prior notice of participation, which shall be received by the company no later than on the above-mentioned date and time. Such notice can be given starting on 7 March 2011:

- a) on the company's website www.oriola-kd.com by following the instructions given on the website;
- b) by telephone +358 9 6817 0102 (Monday – Friday from 1.00 p.m. – 4.00 p.m.); or
- c) by regular mail to Oriola-KD Corporation, Legal Affairs, P.O.Box 8, FI-02101 Espoo, Finland.

In connection with the registration, a shareholder shall notify his/her name, personal identification number (or the business identity code of the entity he/she represents), address, telephone number and the name of a possible assistant or proxy representative and the personal identification number of any proxy representative. The personal data given to Oriola-KD Corporation is used only in connection with the general meeting and with the processing of related registrations.

A shareholder, his/her authorised representative or proxy representative shall, where necessary, be able to prove his/her identity and/or right of representation.

2. Holders of nominee registered shares

A holder of nominee registered shares has the right to participate in the general meeting by virtue of such shares, based on which he/she on the record date of the general meeting, i.e. on 25 March 2011, would be entitled to be registered in the shareholders' register of the company held by Euroclear Finland Ltd. The right to participate in the general meeting requires, in addition, that the shareholder on the basis of such shares has been registered into the temporary shareholders' register held by Euroclear Finland Ltd. at the latest by 1 April 2011 at 10.00 a.m. Finnish time. As regards nominee registered shares, this constitutes due registration for the general meeting.

A holder of nominee registered shares is advised to request without delay necessary instructions regarding the registration in the temporary shareholder's register of the company, the issuing of proxy documents and registration for the general meeting from his/her custodian bank. The account management organization of the custodian bank has to register a holder of nominee registered shares, who wants to participate in the general meeting, into the temporary shareholders' register of the company at the latest by the time stated above.

3. Proxy representative and powers of attorney

A shareholder may participate in the general meeting and exercise his/her rights at the meeting by way of proxy representation. A proxy representative shall produce a dated proxy document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder at the general meeting. When a shareholder participates in the general meeting by means of several proxy representatives representing the shareholder with shares at different securities accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the general meeting.

Possible proxy documents should be delivered in originals to the address referred to section C.1 above before the last date for registration.

4. Other instructions and information

Pursuant to chapter 5, section 25 of the Companies Act, a shareholder who is present at the general meeting has the right to request information with respect to the matters to be considered at the meeting.

On the date of the notice to the Annual General Meeting, the Company has in total 47,163,160 class A shares registered in the Trade Register, whose total number of votes is 943,263,200, and in total 104,094,668 class B shares, whose total number of votes is 104,094,668, making a combined total of 151,257,828 shares and 1,047,357,868 votes

Espoo, 7 March 2011

Oriola-KD Corporation

Board of Directors

Eero Hautaniemi
President and CEO

Thomas Heinonen
General Counsel

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Principal media

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