

## **Proposal by the Board of Directors of Oriola-KD Corporation to the Annual General Meeting 2016 concerning authorizing the Board of Directors to decide on the repurchase of the company's own class B shares**

The Board of Directors of Oriola-KD Corporation proposes to the Annual General Meeting on 14 March 2016 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 number of shares repurchased**

According to the authorisation, the Board of Directors is entitled to decide on the repurchase of no more than eighteen million (18,000,000) of the company's own class B shares, which on the date of the notice 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.

### **Consideration to be paid for the shares and targeted acquisition**

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 price of class B shares quoted on regulated market organised by the NASDAQ 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 repurchase of shares reduces the company's distributable unrestricted equity.

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 30 March 2015 in respect of the repurchase of the company's own class B shares.

Espoo, 17 February 2016

Oriola-KD Corporation

Board of Directors

