

Oriola-KD Corporation stock exchange release 21 February 2013 at 3.00 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 20 March 2013. The below notice to the meeting will be published in Finnish in the newspaper Helsingin Sanomat on Saturday, 23 February 2013.

NOTICE TO ORIOLA-KD CORPORATION'S ANNUAL GENERAL MEETING 2013

Notice is given to the shareholders of Oriola-KD Corporation to the Annual General Meeting to be held on Wednesday 20 March 2013 from 5.00 p.m. at the Helsinki Exhibition and Convention Centre (address: Helsinki Exhibition and Convention Centre, Congress Wing Entrance, Rautatieläisenkatu 3, 00520 Helsinki, Finland). The reception of participants 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

- 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 consolidated financial statements, the report of the Board of Directors and the auditor's report for the year 2012**

- 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 is paid on the basis of the balance sheet to be adopted in respect of the financial year ending on 31 December 2012. According to the proposal, the dividend would be paid to shareholders registered in the company's shareholders' register held by Euroclear Finland Ltd on the dividend record date 25 March 2013. The Board of Directors proposes that the dividend is paid on 12 April 2013.

- 9. Proposal by the Board of Directors on the distribution of assets from the unrestricted equity**

The Board of Directors proposes to the Annual General Meeting that EUR 0.04 per share is distributed from the other reserves of the 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 2012. The repayment of equity would be paid to shareholders registered in the company's shareholders' register held by Euroclear Finland Ltd on the record date 25 March 2013. The Board of Directors proposes that the payment date is 12 April 2013.

- 10. Resolution on the discharge of the members of the Board of Directors and the CEO from liability**
- 11. 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, the fee for the term of office of the Chairman of the Audit Committee 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 on the NASDAQ OMX Helsinki Stock Exchange. The shares would be acquired within two weeks from the release of the Interim Report 1 January-31 March 2013 of the company. 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 on the remuneration to the Board of Directors will at the Annual General Meeting be considered on the proposal of a shareholder.

12. 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 is confirmed as six.

13. Election of the members of the Board of Directors and Chairman

In accordance with the recommendation of the company's Nomination Committee, the Board of Directors proposes to the Annual General Meeting that, for the next term of office, current members of the Board of Directors Jukka Alho, Harry Brade, Per Bätelson, Outi Raitasuo and Mika Vidgrén would be re-elected to the Board of Directors, and that Karsten Slotte would be elected as new member of the Board of Directors. Jukka Alho would be elected as Chairman of the Board of Directors.

The biographicals of the proposed members of the Board of Directors are presented on the company's website at www.oriola-kd.com.

14. 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.

15. 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 Heikki Lassila as principal auditor, would be elected as the auditor of the company.

16. 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 number of shares 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.

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 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 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 26 March 2012 in respect of the repurchase of the company's own class B shares.

17. 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 of Directors 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.

Maximum number of shares to be issued or assigned

It is proposed that the authorisation covers a combined maximum of thirty million (30,000,000) of the company's own class B shares, representing currently approximately 19.83 per cent of all shares in the company.

Shareholders' pre-emptive rights and targeted issue

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, or to develop the capital structure. Pursuant to the authorisation, class B shares held by the company as treasury shares may also be sold through trading on regulated market organised by NASDAQ OMX Helsinki Ltd.

Other terms and validity

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 to the extent that they have not been exercised.

18. Authorising the Board of Directors to decide on the issuance of class B shares without payment to the company and on a directed share issue of class B shares in order to execute the new share-based incentive plan for the Oriola-KD Group's executives and the share savings plan for the Oriola-KD Group's key personnel

In addition to the authorisations presented above, the Board of Directors proposes that it be granted the following authorisations in order to execute the new share-based incentive plan for the Oriola-KD Group's executives and the share savings plan for the Oriola-KD Group's key personnel:

(i) Share issue without payment to the company

The Board of Directors is authorised to decide on a share issue without payment to the company in one or more instalments. The maximum number of the company's new class B shares to be issued under this authorisation is 1,715,000, which represents of 1.13 % of all shares in the company.

Other terms and purpose of the authorisation

The Board of Directors decides upon all other matters related to the issuing of class B shares.

The purpose of the authorisation is to enable the creation of own shares to be used in the new share-based incentive plan for the Oriola-KD Group's executives and the share savings plan for the Oriola-KD Group's key personnel as follows.

(ii) Targeted issue

In deviation from the shareholders' pre-emptive right, the Board of Directors is authorised to issue the company's class B shares in one or more instalments. The class B shares to be issued can be either new shares or own class B treasury shares. The total amount of the authorisation is 1,715,000 class B shares. The share issue may be without payment.

Purpose of the authorisation

The Board of Directors may exercise this authorisation in the share-based incentive plan for Oriola-KD Group's executives and in the planned share savings plan for the Oriola-KD Group's key personnel. The shares concerned represent approximately 1.13 % of all shares in the company.

Other terms and validity

The Board of Directors decides upon all other matters related to the shares issues, a new executives' incentive plan and a key personnel share savings plan. Deciding upon a directed share issue without payment requires that there is a particularly weighty financial reason for the deviation in respect of the company and taking into account the interest of all of its shareholders.

The proposed authorisation revokes all other share issue authorisations granted to the Board of Directors with the exception of those decided earlier during this Annual General Meeting.

The authorisations in accordance with this section shall be valid no longer than for five (5) years from the resolution of the Annual General Meeting.

19. Closing of the meeting

B. Documents of the General Meeting

The proposals of the Board of Directors to Annual General Meeting, the recommendation by the Nomination Committee 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 27 February 2013. The proposals for decisions and the other above-mentioned documents are also available at the Annual General Meeting. Oriola-KD's annual report is published on the company's website as of 27 February 2013. The minutes of the Annual General Meeting will be published on the company's website on 3 April 2013 at the latest.

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 Friday, 8 March 2013, 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 intends to participate in the Annual General Meeting, shall register for the meeting no later than on Tuesday, 12 March 2013 at 4.00 p.m. Finnish time by giving prior notice of participation to the company, which shall be received by the company no later than on the

above-mentioned date and time. Notice of participation is requested to be made starting on 21 February 2013:

- a) on the company's website www.oriola-kd.com by following the instructions given on the website;
- b) by telephone +358 20 770 6868 (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 details given to Oriola-KD Corporation are used only in connection with the Annual General Meeting and for processing registrations related to the meeting.

A shareholder, his/her authorised representative or proxy representative shall, where necessary, at the meeting 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 Friday, 8 March 2013, 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 Friday, 15 March 2013 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 temporary registration in the 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, temporarily into the 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 47,148,710 class A shares registered in the Trade Register, whose total number of votes is 942,974,200, and in total 104,109,118 class B shares, whose total number of votes is 104,109,118, making a combined total of 151,257,828 shares and 1,047,083,318 votes.

Espoo, 21 February 2013

Oriola-KD Corporation

Board of Directors

Eero Hautaniemi
President and CEO

Petter Sandström
General Counsel

Distribution:
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Key media

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Orionintie 5
FI-02200 Espoo, Finland
www.oriola-kd.com