

RAISIO PLC

THE BOARD OF DIRECTORS' PROPOSAL TO THE ANNUAL GENERAL MEETING ON 29 MARCH 2012 FOR AUTHORISING THE BOARD OF DIRECTORS TO DECIDE ON SHARE ISSUES BY ASSIGNING THE COMPANY'S OWN SHARES AND BY GIVING OUT NEW SHARES

The Board of Directors proposes that the General Meeting authorise the Board of Directors to decide on share issues (1) by assigning a total of no more than 15,386,123 Company's own shares that are in the Company's possession and (2) by giving out against payment a total of no more than 20,000,000 new free shares.

(1) The authorisation of share issue concerns firstly all the Company's own shares that were already in the Company's possession on 31 December 2011, in other words, 4,665,029 free shares and 208,511 restricted shares. Secondly, the authorisation concerns all the no more than 3,269,799 free shares and 992,784 restricted shares that can be acquired for the Company in 2012 before the Annual General Meeting on the basis of the authorisation granted to the Board of Directors in spring 2011. Thirdly, the authorisation concerns all shares that are received by the Company on the basis of the Board of Directors' authorisation to acquire the Company's own shares as proposed in the General Meeting on 29 March 2012, according to which the maximum total number of shares that could be acquired would be 6,250,000, and a maximum of 5,000,000 of them can be free shares and a maximum of 1,250,000 can be restricted shares. In accordance with the conversion clause of the Articles of Association, restricted shares can be converted into free shares, and consequently, this authorisation of share issue can concern a maximum of 15,386,123 free shares and a maximum of 2,451,295 restricted shares; however, no more than 15,386,123 shares of the Company in total.

(2) By virtue of the authorisation the Board of Directors could grant a maximum of 20,000,000 new free shares against payment, which is approximately 12.1% of the current number of shares.

The Board of Directors is authorised to decide to whom and in what order the Company's own shares are assigned and new shares given. Shares can be assigned and given in one or more instalments.

The Board of Directors can decide on the assignment of the Company's own shares and giving new shares otherwise than in a proportion where the shareholders have a primary right to the Company's shares, if there exists weighty financial reason for a deviation from the Company's point of view. Development of the Company's capital structure, financing or implementation of company acquisitions or other arrangements and realisation of share-based incentive systems can be considered weighty financial reasons from the Company's point of view.

The Board of Directors can also decide on assigning the Company's own shares in public trading organised by the NASDAQ OMX Helsinki Ltd. (Stock Exchange) for raising funds for the financing of investments and possible company acquisitions.

The amount of compensation payable for the shares is no less than their market value at the time of assignment, which is determined in the public trading organised by the Stock Exchange, but when implementing share-based incentive systems shares can be given gratuitously. The shares can also be assigned against a compensation other than money, against receipt or otherwise on certain terms and conditions.

The Board of Directors is entitled to decide on other terms and conditions of a share issue in the same way as the General Meeting could decide thereon.

The authorisation will be in force until the Annual General Meeting of 2017, however, no longer than five (5) years from the closing of the General Meeting of 29 March 2012.

Furthermore, the Board of Directors proposes that the authorisations to decide on share issues granted to the Board of Directors by the Annual General Meeting on 24 March 2011 cease to be in force as from 29 March 2012.

BOARD OF DIRECTORS