

Raisio plc

## NOTICE OF GENERAL MEETING

The shareholders of Raisio plc are hereby invited to the Annual General Meeting which will be held on Wednesday 27 March 2013 at 14.00 (2 p.m.) at Turku Fair and Congress Center, address Messukentänkatu 9-13, FI-20210 Turku, Finland.

Reception of the participants who have registered to the meeting commences at 13.00 (1 p.m.).

### **The following issues will be handled in the meeting:**

- 1 Opening of the meeting
- 2 Getting the meeting organized
- 3 Election of examiners of the minutes and supervisors of counting of votes
- 4 Noting that the meeting has been legally convened
- 5 Ascertainment of those present and confirmation of the list of votes
- 6 Presentation of the Financial Statements, Consolidated Financial Statements and Board of Directors' Report, and Auditor's Report and statement given by the Supervisory Board
- 7 Confirmation of the Financial Statements and Consolidated Financial Statements
- 8 Using the profits shown in the balance sheet and deciding on the payment of dividend

The Board of Directors proposes to the General Meeting that a dividend of € 0.12 be paid per each restricted share and each free share. Dividend will be paid on 10 April 2013 to the shareholders entered in the list of owners kept by Euroclear Finland Ltd. on the record date 3 April 2013.

- 9 Deciding on discharge from personal liability to members of the Board of Directors and members of the Supervisory Board and the CEO
- 10 Deciding on the remuneration of the Chairman and members of the Supervisory Board and on the compensation of the costs they incur due to the meetings

Shareholders who hold 6.8 % of the shares and 15.4 % of the votes propose that (1) the Chairman of the Supervisory Board be paid a yearly remuneration of € 12,000, that (2) the Chairman of the Supervisory Board be paid for each Board Meeting attended a remuneration equal to the meeting fee paid for each meeting of the Supervisory Board, and that (3) the Chairman and members of the Supervisory Board be paid a fee of € 300 for each meeting of the Supervisory Board, in addition to which their travel expenses will be compensated and they will receive per diem allowance for meeting days according to the company's travelling rules.

- 11 Deciding on the number of the members of the Supervisory Board

Shareholders who hold 6.8 % of the shares and 15.4 % of the votes propose that the number of members of the Supervisory Board be 25.

- 12 Election of the members of the Supervisory Board

Shareholders who hold 6.8 % of the shares and 15.4 % of the votes propose that for the term commencing at the closing of the General Meeting Mervi Soupas be elected to the Supervisory Board to replace Tuula Tallskog and that the rest of the members whose term ends in 2013 – Risto Ervelä, Hans Langh, Juha Salonen, Urban Silén, Johan Taube ja Arto Vuorela – be re-elected.

As Michael Hornborg has announced that he resigns from the Supervisory Board on 27 March 2013, the aforementioned shareholders propose that for the remaining term of Hornborg and to replace him Juha Marttila be elected to the Supervisory Board for the term commencing at the closing of the General Meeting.

13 Deciding on the remuneration of the Chairman and members of the Board of Directors and on the compensation of the costs they incur due to the meetings

14 Deciding on the number of the members of the Board of Directors

15 Election of the members of the Board of Directors

16 Deciding on the remuneration of the Auditors

17 Deciding on the number of Auditors and Deputy Auditors

The Board of Directors proposes that the General Meeting elect two auditors and two deputy auditors for the term commencing at the closing of the General Meeting and ending with the closing of the following Annual General Meeting.

18 Election of the Auditors and Deputy Auditors

The Board of Directors proposes to the General Meeting that Mika Kaarisalo, APA, and Kalle Laaksonen, APA, be elected auditors and PricewaterhouseCoopers Oy, auditing company approved by the Central Chamber of Commerce, and Vesa Halme, APA, be elected deputy auditors for the term commencing at the closing of the General Meeting and ending with the closing of the following Annual General Meeting.

19 Authorising the Board of Directors to decide on the acquisition of the company's own shares and/or accepting them as pledge

The Board of Directors proposes that the General Meeting authorise the Board of Directors to decide on the acquisition of the Company's own shares by using funds included in the Company's non-restricted equity and/or accepting them as pledge on the following terms and conditions:

The shares can be acquired for the purpose of developing the Company's capital structure, for use in the financing or implementing of company acquisitions and other arrangements, and for realising share-based incentive systems or otherwise to be assigned further or to be annulled.

Shares can be acquired and/or accepted as pledge in one or more lots, a maximum of 6,250,000 shares at a time; a maximum of 5,000,000 of them can be free shares and a maximum of 1,250,000 can be restricted shares. The shares must be acquired or accepted as pledge so that the total number of shares in the Company's or its subsidiary's possession or held as a pledge by them will not exceed ten (10) per cent of all the Company's shares after the acquisition or accepting as pledge. The Board of Directors is entitled to acquire Company's own shares in a proportion other than according to the proportions of the different types of shares and to decide on the order in which the shares are acquired.

The acquisition of the shares will be implemented on the basis of the market price formed in the public trading organised by the NASDAQ OMX Helsinki Ltd. (Stock Exchange) so that the share-specific minimum price of the shares to be acquired during the validity of the authorisation is the lowest and similarly, the maximum price is the highest market price quoted in public trading. The purchase price of the shares shall be paid to the sellers within a payment term determined in accordance with the rules of the Stock Exchange and Euroclear Finland Ltd.

As the acquisition is implemented in public trading, the shares are acquired in a proportion other than according to the proportions of the shares in the shareholders' possession.

The acquisition of shares decreases the distributable non-restricted equity of the Company.

The Board of Directors shall decide on other terms and conditions related to the acquisition of the Company's own shares and accepting them as pledge.

The authorisation will be valid until 30 April 2014.

Furthermore, the Board of Directors proposes that the authorisation concerning the acquisition of the Company's own shares granted by the Annual General Meeting on 29 March 2012 ceases to be in force as from 27 March 2013.

## 20 Authorising the Board of Directors to decide on share issues

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 11,521,929 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 2012, in other words, 5,059,233 free shares and 212,696 restricted shares. Secondly, 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 27 March 2013, 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 11,521,929 free shares and a maximum of 1,462,696 restricted shares; however, no more than 11,521,929 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 2018, however, no longer than five (5) years from the closing of the General Meeting of 27 March 2013.

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 29 March 2012 cease to be in force as from 27 March 2013.

## 21 Closing of the meeting

### **Display of the documents for public inspection**

The abovementioned proposals of the Board of Directors under items 19 and 20 of the Agenda of the General Meeting, this Notice of the Meeting and the Company's Financial Statements, Board of Directors' report and auditors' report are available on the Company's website ([www.raisio.com](http://www.raisio.com)) no later than 6 March 2013. The Annual Report of Raisio plc which includes the company's financial statements, Board of Directors' report and auditors' report is expected to be available on the Company's website ([www.raisio.com](http://www.raisio.com)) no later than 14 March 2013. The Board of Directors' proposals and financial statements documents will also be available at the General Meeting, and copies of them and this Notice of the Meeting will be sent to the shareholders on request.

### **The right to participate**

A shareholder who, no later than 15 March 2013, has been entered as a shareholder in the Company's shareholders register kept by Euroclear Finland Ltd. and has registered to the Company no later than 20 March 2013 at 15.00 (3 p.m.), has the right to participate in the Annual General Meeting.

A shareholder present in the General Meeting has the right to enquire about the issues handled at the meeting as referred to in section 5:25 of the Companies Act.

### **Registration**

A shareholder who wishes to participate in the General Meeting shall inform the Company about his/her participation no later than Wednesday 20 March 2013 at 15.00 (3 p.m.), either by e-mail to [eeva.hellsten@raisio.com](mailto:eeva.hellsten@raisio.com) or by telephone +358 50 386 4350 (from Monday to Friday from 9.00 a.m. to 4 p.m.) or by fax +358 2 443 2315 or by a letter addressed to Raisio plc, Osakeasiat (Shareholder matters), P.O. Box 101, FI-21201 Raisio, Finland.

In connection with registration, the following information shall be given: shareholder's name, identity number or Business ID, address and telephone number, name of possible assistant, and whether the shareholder will use a representative, and his/her name and identity number.

### **Using a representative and the powers of attorney**

A shareholder may participate in the General Meeting and exercise his/her rights via a representative. The representative must present a dated power of attorney or otherwise reliably prove that he/she is entitled to represent the shareholder. If a shareholder participates in the General Meeting through several representatives, who represent the shareholder by shares in different book-entry accounts, the shares by which each representative represents the shareholder must be given in connection with the registration. Any powers of attorney should be submitted as originals to the Company before the expiration of the registration time to the following address Raisio plc, Osakeasiat (Shareholder matters), P.O. Box 101, FI-21201 Raisio, Finland.

### **Owners of shares under a name of a nominee**

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 15 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 temporarily registered into the shareholders' register held by Euroclear Finland Ltd. at the latest by 22 March 2013, by 10.00 a.m. As regards nominee registered shares this constitutes due registration for the General Meeting.

Shareholders who hold their shares under a name of a nominee are requested to contact their fiduciary in time for the necessary instructions concerning registration into the shareholders register, submitting of powers of attorney and registration to the General Meeting. The account manager of the fiduciary has to report the owner of a share under a name of a nominee, wishing to participate in the General Meeting, to be entered temporarily in the shareholders register of the Company no later than 22 March 2013 by 10.00 a.m.

**Number of shares and votes**

On the date of the notice of General Meeting, the share capital of Raisio plc is divided into 131.120.902 free shares that give 131.120.902 votes, and 34.028.128 restricted shares that give 680.562.560 votes.

Raisio, 12 February 2013

BOARD OF DIRECTORS