

## RAISIO PLC

### THE BOARD OF DIRECTORS' PROPOSAL TO THE ANNUAL GENERAL MEETING ON 27 MARCH 2014 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 11,500,000 free shares that are in the Company's possession and a total of no more than 1,460,000 restricted shares that are in the Company's possession and (2) by giving out a total of no more than 20,000,000 new free 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 shares can also be assigned against a compensation other than money, against set-off 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 2019, however, no longer than five (5) years from the closing of the General Meeting of 27 March 2014.

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 27 March 2013 cease to be in force as from 27 March 2014.

## BOARD OF DIRECTORS