

PROPOSALS FOR THE ANNUAL GENERAL MEETING OF SUOMINEN CORPORATION TO BE HELD ON 26 MARCH 2014

Resolution on the use of the profit shown on the balance sheet and the payment of dividend

The Board of Directors proposes that no dividend be paid for the financial year 2013.

Resolution on the remuneration of the members of the Board of Directors

The Nomination Board of the shareholders of Suominen Corporation proposes to the Annual General Meeting that the remuneration of the Board of Directors remains unchanged, and the Chairman would be paid an annual fee of EUR 50,000, Vice Chairman of the Board an annual fee of EUR 37,500 and other Board members an annual fee of EUR 28,000. Further, the members of the Board will receive a fee of EUR 500 for each meeting of the Board of Directors held in the home country of the respective member and a fee of EUR 1,000 per each meeting of the Board of Directors held elsewhere than in the home country of the respective member. The Nomination Board proposes that 60% of the remuneration be paid in cash and 40% in Suominen Corporation's shares.

The number of shares forming the above remuneration portion which is payable in shares will be determined based on the share value in the stock exchange trading maintained by NASDAQ OMX Helsinki Ltd, calculated as the trade volume weighted average quotation of the share during the one month period immediately following the date on which the interim report of January-March 2014 of the company is published. The shares will be given out of the own shares held by the company by the decision of the Board of Directors by 6 June 2014 at the latest.

Compensation for expenses will be paid in accordance with the company's valid travel policy.

Resolution on the number of members of the Board of Directors

The Nomination Board of the shareholders of Suominen Corporation proposes to the Annual General Meeting that the number of board members remains unchanged and would be five (5).

Election of members of the Board of Directors

The Nomination Board of the shareholders of Suominen Corporation proposes that Mr Jorma Eloranta, Mr Risto Anttonen, Ms Suvi Hintsanen and Mr Hannu Kasurinen would be re-elected as members of Suominen Corporation's Board of Directors.

Further, the Nomination Board proposes that Ms Jaana Tuominen would be elected as a new member of the Board of Directors. Ms Tuominen has acted as the CEO of Paulig Group since 2008. Additionally, she is a member of the Board of Directors of Rautaruukki Corporation and a member of the Board of Directors in Finnish Food and Beverage Industries' Federation. Ms Tuominen, M Sc (Chemical Engineering), was born in 1960 and she is a Finnish citizen.

The Nomination Board recommends that the new Board of Directors elects Jorma Eloranta as Chairman of the Board and Risto Anttonen as Vice Chairman of the Board.

All candidates have given their consent to the election. All candidates are independent of the company and of its significant shareholders. The candidate information relevant considering their service for the Board of Directors is presented at the company website www.suominen.fi.

Resolution on the remuneration of the auditor

On the recommendation of the Audit Committee, the Board of Directors proposes to the General Meeting that the auditor's fee would be paid according to the invoice accepted by the company.

Election of auditor

On the recommendation of the Audit Committee, the Board of Directors proposes to the General Meeting that the present auditors, PricewaterhouseCoopers Oy, Authorised Public Accountants, would be re-elected for the next term of office in accordance with the Articles of Association. PricewaterhouseCoopers Oy has announced that it will appoint Mr Heikki Lassila, APA, as the principally responsible auditor of the company.

Authorizing the Board of Directors to decide on the repurchase of the company's own shares

The Board of Directors proposes to the General Meeting that the Board of Directors be authorized to decide on the repurchase of the company's own shares on the following terms and conditions:

1. Maximum number of shares to be repurchased

By virtue of authorization, the Board of Directors is entitled to decide on repurchasing a maximum of 3,000,000 company's own shares.

2. Directed repurchase and consideration to be paid for shares

The company's own shares shall be repurchased otherwise than in proportion to the holdings of the shareholders by using the non-restricted equity through trading on regulated market organized by NASDAQ OMX Helsinki Ltd at the market price prevailing at the time of acquisition.

The shares shall be repurchased and paid in accordance with the rules of NASDAQ OMX Helsinki Ltd and Euroclear Finland Ltd.

3. Holding, cancelling and conveying of shares

The shares shall be repurchased to be used in company's share-based incentive programs, in order to disburse the remuneration of the members of the Board of Directors, for use as consideration in acquisitions related to the company's business, or to be held by the company, to be conveyed by other means or to be cancelled.

4. Other terms and validity

The Board of Directors shall decide on other terms and conditions related to the repurchase of the company's own shares.

The repurchase authorization shall be valid until 30 June 2015.

Authorizing the Board of Directors to decide on the share issue and granting of options and other special rights entitling to shares referred to in Chapter 10, Section 1 of the Companies Act

The Board of Directors proposes to the General Meeting that the Board of Directors be authorized to decide on

- (i) issuing new shares and/or
- (ii) conveying the company's own shares held by the company and/or
- (iii) granting options and other special rights referred to in Chapter 10, Section 1 of the Finnish Companies Act on the following terms and conditions:

1. Right to shares

New shares may be issued and the company's own shares may be conveyed

- to the company's shareholders in proportion to their current shareholdings in the company; or
- by waiving the shareholder's pre-emption right, through a directed share issue if the company has a weighty financial reason to do so, such as using the shares as consideration in possible acquisitions or other arrangements related to the company's business, as financing for investments, using the shares as part of the company's incentive program or using the shares for disbursing the portion of the Board members' remuneration that is to be paid in shares.

The new shares may also be issued in a Free Share Issue to the company itself.

2. Share issue against payment and for free

New shares may be issued and the company's own shares held by the company may be conveyed either against payment ("Share Issue Against Payment") or for free ("Free Share Issue"). A directed share issue may be a Free Share Issue only if there is an especially weighty financial reason both for the company and with regard to the interests of all shareholders in the company.

3. Maximum number of shares

New shares may be issued and/or company's own shares held by the company or its group company may be conveyed at the maximum amount of 25,000,000 shares in aggregate.

4. Granting of options and other special rights

The Board of Directors may grant options and other special rights referred to in Chapter 10, Section 1 of the Finnish Companies Act, which carry the right to receive against payment new shares or own shares held by the company. The right may also be granted to the company's creditor in such a manner that the right is granted on condition that the creditor's receivable is used to set off the subscription price ("Convertible Bond"). However, options and other special rights referred to in Chapter 10, Section 1 of the Finnish Companies Act cannot be granted as part of the company's remuneration plan.

The maximum number of new shares that may be subscribed and own shares held by the company that may be conveyed by virtue of the options and other special rights granted by the company is 25,000,000 shares in total which number is included in the maximum number stated in section 3.

5. Recording of the subscription price

The subscription price of the new shares and the consideration payable for the company's own shares shall be recorded under the invested non-restricted equity fund.

6. Other terms and validity

The authorizations shall revoke the authorizations decided by the Annual General Meeting on 26 March 2013 regarding share issue and issuance of special rights entitling to shares, but the authorizations shall not revoke the authorization decided by the Extraordinary General Meeting on 31 January 2014 regarding granting of stock options and other special rights entitling to shares.

The Board of Directors shall decide on all other terms and conditions related to the authorizations.

The authorizations shall be valid until 30 June 2017.



Helsinki, 4 February 2014

SUOMINEN CORPORATION

Board of Directors