

Proposals for the Annual General Meeting of Suominen Corporation to be held on 19 March 2015

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

Distribution of funds from the invested non-restricted equity fund

The Board of Directors proposes that funds shall be distributed from the invested non-restricted equity fund in the amount of 0.01 euros per share. Calculated on the basis of the current total amount of shares a total of 2,461,306.03 euros would be distributed. The date of record for the distribution of the funds is 23 March 2015 and the funds shall be paid on 30 March 2015.

Payment of dividend

The Board of Directors proposes that no dividend shall be paid for the financial year 2014.

Covering losses from the invested non-restricted equity fund

The Board of Directors proposes that parent company's loss for the financial period, -9,618,929.34, and the losses from the previous financial periods, -17,828,766.04 euros, shall be covered from the invested non-restricted equity fund.

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 2015 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 5 June 2015 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 increases from the current five (5) to six (6).

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, Mr Hannu Kasurinen and Ms Jaana Tuominen would be re-elected as members of Suominen Corporation's Board of Directors.

Further, the Nomination Board proposes that Mr Andreas Ahlström and Ms Laura Raitio would be elected as new members of the Board of Directors.

Mr Ahlström has acted as Investment Manager at Ahlström Capital Oy since 2009. Additionally, he is currently a Chair of the Board of Directors at Frangible Safety Posts and a member of the Board of Directors of Ripasso Energy and Scandinavian Biogas. Mr Ahlström, M Sc (Economics and Administration), was born in 1976 and he is Finnish citizen.

Ms Laura Raitio has acted as CEO of Diacor terveyspalvelut Oy since 2014 and prior to that in several leadership and managerial positions in Ahlstrom Group since 1990's. Ms Raitio is a member of the Board of Directors of Neste Oil and Terveyspalvelualojen liitto ry (in Confederation of Finnish Industries EK). Ms Raitio was born in 1962 and she is Finnish citizen.

Ms Suvi Hintsanen, member of the Board of Directors of Suominen Corporation, has informed the Nomination Board that she is no longer available as a candidate to continue in the Board of Directors of Suominen.

All candidates have given their consent to the election. All candidates are independent of the company. The candidates are also independent of Suominen's significant shareholders, with the exception of Andreas Ahlström who acts currently as Investment Manager at Ahlström Capital Oy. The largest shareholder of Suominen, AC Invest Two B.V. is a group company of Ahlström Capital. 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 approved by the company.

Election of auditor

On the recommendation of the Audit Committee, the Board of Directors proposes to the General Meeting that Ernst & Young Oy, Authorised Public Accountants, would be elected as the auditor of the company for the next term of office in accordance with the Articles of Association. Ernst & Young Oy has announced that it will appoint Kristina Sandin, Authorised Public Accountant, as the principally responsible auditor of the company, if Ernst & Young Oy is elected as the company's auditor.

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 2,000,000 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 2016.

Helsinki, 30 January 2015

SUOMINEN CORPORATION
Board of Directors