

Proposals of Kojamo plc's Board of Directors and the Shareholders' Nomination Board to the Annual General Meeting to be held on 14 March 2019

The Board of Directors' proposal of the use of the profit shown on the balance sheet and the payment of dividend

Hallitus ehdottaa varsinaiselle yhtiökokoukselle, että tilikaudelta 2018 vahvistettavan taseen The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0.29 per share be paid from the distributable profits of Kojamo plc based on the balance sheet to be adopted for the financial year 2018. Dividend shall be paid to shareholders who on the record date of the dividend payment 18 March 2019 are recorded in the company's shareholders' register held by Euro-clear Finland Ltd. The dividend will be paid on 2 April 2019.

The Shareholders' Nomination Board's proposal of the remuneration of the members of the Board of Directors

The Shareholders' Nomination Board proposes that the fees remain the same as for the ending term and that the Members of the Board will be paid the following annual fees for the term ending at the conclusion of the Annual General Meeting in 2020:

- Chairman of the Board EUR 60,000
- Vice Chairman of the Board EUR 36,000
- Other Members of the Board EUR 30,000
- Chairman of the Audit Committee EUR 36,000

The Members of the Board are paid only one annual fee according to their role so that no overlapping fees will be paid. In addition, the Nomination Board has proposed that an attendance allowance of EUR 600 be paid for each meeting and an attendance allowance of EUR 600 be paid for Committee meetings as well.

As a new remuneration practice, the Nomination Board proposes the annual fee to be paid as company's shares and cash so that approximately 40 per cent of the annual fee will be paid as Kojamo plc's shares and the rest will be paid in cash. The shares will be purchased directly on behalf of the Members of the Board. The company will pay any transaction costs and transfer tax related to the purchase of the company shares. The shares in question can't be transferred earlier than two years from the transaction or before the term of the Member of the Board has ended, depending which date is earlier. The shares shall be purchased within two weeks of the publication of Kojamo plc's Interim Report for 1 January – 31 March 2019.

The Shareholders' Nomination Board's proposal of the number of members of the Board of Directors

The Shareholders' Nomination Board proposes that for the term ending at the close of the Annual General Meeting in 2020, the number of the members of the Board of Directors to remain the same and to be seven (7).

The Shareholders' Nomination Board's proposal of members of the Board of Directors

The Nomination Board proposes Mikael Aro to be elected as Chairman of the Board as a new member, and as members of the Board of Directors, Heli Puura to be elected as a new member and the current members Mikko Mursula, Matti Harjuniemi, Anne Leskelä, Minna Metsälä and Reima Rytsölä to be elected as members of the Board of Directors.

All candidates have consented to being elected and are independent of the company. The candidates are also independent of the company's major shareholders, except for Mikko Mursula, Heli Puura and Reima Rytsölä who are employed by shareholders owning over 10 per cent of Kojamo plc's share stock.

The Board of Directors' proposal of the remuneration of the Auditor

On the recommendation of the Audit Committee, the Board of Directors proposes to the Annual General Meeting that the Auditor's fees be paid according to the Auditor's reasonable invoice approved by the company.

The Board of Directors' proposal of Auditor

Based on the recommendation of the Audit Committee, the Board of Directors proposes to the Annual General Meeting that KPMG Oy Ab, authorised public accountants, be re-elected as the company's Auditor for the term ending at the closing of the next Annual General Meeting. KPMG Oy Ab has announced that it will appoint Esa Kailiala, APA, as the principally responsible auditor.

The Board of Directors' proposal of authorizing the Board of Directors to decide on the repurchase and/or on the acceptance as pledge of the company's own shares

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors to decide on the repurchase and/or on the acceptance as pledge of an aggregate maximum of 24,714,439 of the company's own shares. The proposed amount of shares corresponds to approximately 10 per cent of all the shares of the company.

Own shares may be repurchased on the basis of this authorization only by using unrestricted equity. Own shares can be repurchased at a price formed in trading on a regulated market on the date of the repurchase or otherwise at a price formed on the market. The Board of Directors is entitled to decide how shares are repurchased and/or accepted as pledge. Own shares may be repurchased otherwise than in proportion to the shares held by the shareholders (directed repurchase).

The authorization shall be in force until the closing of the next Annual General Meeting, however no longer than until 30 June 2020.

The authorization cancels the authorization given to the Board of Directors by the Extraordinary General Meeting on 25 May 2018 to decide on the repurchase of the company's own shares.

The Board of Directors' proposal of authorizing the Board of Directors to decide on the issuance of shares and the issuance of special rights entitling to shares

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors to decide on the issuance of shares and the issuance of special rights entitling to shares referred to in Chapter 10, Section 1 of the Companies Act as follows:

The number of shares to be issued on the basis of this authorization shall not exceed an aggregate maximum of 24,714,439 shares, which corresponds to approximately 10 per cent of all the shares of the company. This authorization applies to both the issuance of new shares and the conveyance of own shares held by the Company.

The Board of Directors is entitled to decide on all terms of the issuance of shares and of special rights entitling to shares. The issuance of shares and of special rights entitling to shares may be carried out in deviation from the shareholders' pre-emptive rights (directed issue).

The authorization shall be in force until the closing of the next Annual General Meeting, however no longer than until 30 June 2020.

The authorization cancels the authorisation given to the Board of Directors by the General Meeting on 15 March 2018 to decide on the issuance of shares as well as special rights entitling to shares as well as the authorization given to the Board of Directors by the Extraordinary General Meeting on 25 May 2018 to decide on the issuance of shares without payment and a directed share issue.

In Helsinki, 14 February 2019

Kojamo plc

The Board of Directors