

**PROPOSALS FOR RESOLUTIONS TO ANNUAL GENERAL MEETING OF EFORE PLC  
ON APRIL 5, 2017**

**Resolution on the use of the result shown on the balance sheet and  
resolution on the payment of dividend**

The Board of Directors proposes to the Annual General Meeting that the loss of the parent company for the financial period of EUR 9,513,799.89 shall be transferred to the accrued earnings account, and that the Annual General Meeting would resolve not to distribute any dividend to the shareholders for the financial period 1 January 2016 through 31 December 2016.

**Resolution on the remuneration and principles of compensation of travel costs  
of the members of the Board of Directors**

The Board of Directors proposes to the Annual General Meeting that for the term beginning at the end of the Annual General Meeting and ending at the end of the Annual General Meeting 2018 the following monthly remuneration be paid to the members of the Board of Directors to be elected:

Chairman of the Board of Directors	3,500 euro per month
Other members of the Board of Directors	1,750 euro per month

Travel and accommodation expenses are payable against receipt.

**Resolution on the number of members of the Board of Directors**

Shareholders who together represent more than 30 % of the votes in the company propose to the Annual General Meeting that the number of Board members be set at four (4).

**Election of the members of the Board of Directors**

Shareholders who together represent more than 30 % of the votes in the company propose to the Annual General Meeting that, for the period beginning at the end of the Annual General Meeting and ending at the end of the Annual General Meeting 2018, Marjo Miettinen, Tuomo Lähdesmäki, Jarmo Simola and Antti Sivula shall be re-elected as members of the Board of Directors. All candidates have given their consent to the election. All information relevant to the nominated candidates' work on the Board of Directors is presented on the company website, [www.efore.com](http://www.efore.com).

**Resolution on the remuneration of the auditor**

The Board of Directors proposes to the Annual General Meeting that the elected auditor shall be reimbursed according to the reasonable invoice of the auditor.

**Election of auditor**

The Board of Directors proposes to the Annual General Meeting the re-election of the Authorized Public Accountants KPMG Oy Ab as the company's auditor for the period ending at the end of the Annual General Meeting 2018. KPMG Oy Ab has informed that Authorized Public Accountant Henrik Holbom will be the responsible auditor. The candidates have given their consent to election.

### **Authorizing the Board of Directors to resolve on the acquisition of the company's own shares**

The Board of Directors proposes to the Annual General Meeting that it authorizes the Board of Directors to resolve on the acquisition of the company's own shares or on their acceptance as a pledge, in one or several instalments, on the following terms and conditions:

An aggregate maximum of 4,000,000 own shares corresponding to approximately 7,2 % of all the shares in the company may be acquired. Shares in the company may be acquired only by using the company's unrestricted equity.

The shares may be acquired in public trading arranged by the Nasdaq Helsinki Ltd at the prevailing market price on the date of acquisition, or at a price otherwise formed on the market.

The Board of Directors resolves the manner in which own shares are acquired or accepted as a pledge. The acquisition may be made using, inter alia, derivatives. Shares may be acquired otherwise than in proportion to the holdings of the shareholders (directed acquisition).

The authorization cancels the authorization given by the Annual General Meeting on 30 March 2016 to resolve on the acquisition of the company's own shares.

The authorization is valid until 30 June 2018.

### **Authorizing the Board of Directors to decide on the issue of shares as well as the issue of options and other special rights**

The Board of Directors proposes to the Annual General Meeting that the Board of Directors be authorized to, in one or more transactions, decide on the issuance of shares and the issuance of options and other 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 based on the authorization may in total amount to a maximum of 5,000,000 shares, corresponding to approximately 9 % of all the shares in the company.

The Board of Directors decides on all the terms and conditions of the issuances of shares, options and other special rights entitling to shares. The authorization concerns both the issuance of new shares as well as the transfer of treasury shares. The issuance of shares, options and other special rights entitling to shares may be carried out in deviation from the shareholders' pre-emptive rights (directed issue).

The authorization cancels the authorization given by the Annual General Meeting on 30 March 2016 to decide on the issuance of shares and special rights entitling to shares.

The authorization is valid until 30 June 2018.

### **Establishment of a Shareholders' Nomination Board**

The Board of Directors proposes to the Annual General Meeting that the meeting resolves to establish a Shareholders' Nomination Board to prepare future proposals concerning the election and remuneration of the members of the Board of Directors to the General Meetings. In addition, the Board of Directors proposes that the Annual General Meeting adopts the charter of the Shareholders' Nomination Board set out as Appendix 1 to the notice.

According to the proposal, the Shareholders' Nomination Board shall consist of four (4) members, three (3) of which shall be appointed by the company's three (3) largest shareholders, who shall be entitled to nominate one member each. The Chairman of the Board of Directors of the company shall serve as the fourth member. The company itself cannot be a member of the Shareholders' Nomination Board.

The company's largest shareholders shall be determined on the basis of the registered holdings in the company's shareholder register held by Euroclear Finland Ltd as of the first working day in September in the year concerned. If a shareholder makes a written request to such effect to the Board of Directors no later than on the last working day of August, such shareholder's holdings in several funds or registers will be combined when calculating the share of votes which determines the nomination right. As regards individual persons as shareholders, their direct ownership and ownership of corporations over which he/she exercises control as well as ownership of his/her spouse and children, will be taken into account in the determination. In case two shareholders own an equal number of shares and votes and the representatives of both such shareholders cannot be appointed to the Nomination Board, the decision shall be made by drawing lots.

If a holder of nominee registered shares wishes to use his/her right to nominate, they shall present a reliable account of the number of shares in their ownership by the last working day of August in the year preceding the Annual General Meeting. The account shall be submitted to the Chairman of the Board of Directors on the fourth working day of September, at the latest.

The Chairman of the Board of Directors shall request each of the three largest shareholders, as defined above, to appoint one member to the Nomination Board. In the event that a shareholder does not wish to exercise his or her right to appoint a representative, it shall pass to the next largest shareholder who would not otherwise be entitled to appoint a member to the Nomination Board. The Chairman of the Board of Directors convenes the first meeting of the Nomination Board and the Nomination Board shall elect a chairman from among its members. The Nomination Board convenes thereafter at the notice of the Chairman of the Nomination Board. When the Nomination Board has been appointed, the company will publish the composition by a release.

The members shall be nominated annually and their term of office shall end when new members are nominated to replace them.