



PROPOSAL OF THE BOARD OF DIRECTORS TO APPOINT A SHAREHOLDERS' NOMINATION BOARD

The Board of Directors proposes that the Annual General Meeting resolves to appoint a Shareholders' Nomination Board to prepare proposals on the composition and remuneration of the Board of Directors to the next Annual General Meeting.

The Shareholders' Nomination Board would consist of representatives appointed by each of the four largest shareholders. In addition, the Chairman of the Board of Directors would serve as an expert member.

The right to appoint a representative belongs to the four shareholders who hold the largest share of voting rights in the company based on their shareholdings registered in the shareholders' register maintained by Euroclear Finland Ltd on the first working day of September preceding the Annual General Meeting. The Chairman of the Board of Directors invites the four largest shareholders thus determined to appoint one member each to the Shareholders' Nomination Board. If a shareholder does not wish to use their appointment right, the right passes on to the next largest shareholder who would otherwise not have the right to appoint a representative. If a shareholder who is obliged to notify certain changes in its holdings in accordance with the Finnish Securities Markets Act (flagging obligation) so requests in writing from the company's Board of Directors at the latest on the last working day of August preceding the Annual General Meeting, the shareholder's holdings under several funds or registers are combined in determining the share of voting rights.

The Shareholders' Nomination Board will be convened by the Chairman of the Board of Directors and it will elect a chairman from among its members. When the Shareholders' Nomination Board has been appointed, the company publishes its composition by a stock exchange release.

The duties of the Shareholders' Nomination Board are to

1. prepare proposals on the composition of the Board of Directors to the General Meeting;
2. prepare proposals on the remuneration of the Board of Directors to the General Meeting;
3. seek successor candidates for the members of the Board of Directors; and
4. present the proposals on the composition and remuneration of the Board of Directors to the General Meeting.

The Shareholders' Nomination Board shall present its proposal to the company's Board of Directors at the latest on the last working day of January preceding the Annual General Meeting. The Shareholders' Nomination Board shall treat the proposals as confidential until the company has published them. Provisions of the Finnish Securities Markets Act are applicable to the insider information potentially received by the members of the Shareholders' Nomination Board.

Members of the Shareholders' Nomination Board are not remunerated for their membership in the Nomination Board. Travel expenses of the members are reimbursed in accordance with the company's travel policy. The Nomination Board may, when necessary, use external experts in connection with the performance of its duties in accordance with costs approved by the company.

In Helsinki on 12 February 2015

STOCKMANN PLC
Board of Directors