

HUHTAMAKI OY J AGM Date: 2013-04-25

3 Election of persons to scrutinize the minutes and to supervise the counting of votes **For**

4 Recording the legality of the meeting **For**

5 Recording the attendance at the meeting and adoption of the list of votes **For**

7 Adoption of the Annual Accounts including the Consolidated Annual Accounts **For**

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

9 Resolution on the discharge of the members of the Board of Directors and the CEO from liability **For**

10 Approve fees payable to the Board of Directors **For**

11 Approve the number of board directors **For**

12 Re-/Election of Directors. **For**

It is common practice for board members in Finland to be elected to the board using a slate system. Slate elections are evaluated taking into consideration the balance of independent representation on the board. The Nomination Committee of the Board of Directors proposes that Ms. Eija Ailasmaa, Mr. Pekka Ala-Pietilä (Chairman), Mr. William R. Barker, Mr. Rolf Börjesson, Ms. Maria Mercedes Corrales, Mr. Jukka Suominen and Ms. Sandra Turner would be re-elected as members of the Board of Directors for a term ending at the end of the next Annual General Meeting. As Mr. Mikael Lilius is not standing for election, the Board of Directors will elect Mr. Pekka Ala-Pietilä as the Chairman of the Board of Directors and Mr. Jukka Suominen as the Vice-Chairman of the Board of Directors if they are elected. There is sufficient independent representation on the Board

13 Allow the board to determine the auditors remuneration **For**

14 Appoint the auditors **Oppose**

Ernst & Young Oy proposed. Non-audit fees amounted to approximately 50% of audit fees during the year under review. This level of non-audit fees gives rise to concerns over the independence of the auditor.