Triodos @ Investment Management

HUHTAMAKI OYJ CHECK MEETING DETAILS

	PROPOSALS	ADVICE
1	Opening of the Meeting Non-voting agenda item.	Non-Voting
2	Calling the meeting order Non-voting agenda item.	Non-Voting
3	Election of persons to scrutinize the minutes and to supervise the counting of votes Standard proposal.	For
4	Recording the legality of the meeting Standard proposal.	For
5	Recording the attendance at the meeting and adoption of the list of votes Standard proposal.	For
6	Presentation of the annual accounts, the report of the board of directors and the auditor's report for the year 2013 Standard proposal.	For
7	Adoption of the Annual Accounts including the consolidated annual accounts The report has been made available to shareholders with sufficient time prior to AGM. No major governance concerns have been identified. Acceptable proposal.	For
8	Resolution on the use of the profit shown on the balance sheet and the payment of dividend The board proposes dividend of EUR 0.57 per share. The dividend is covered by earnings. Acceptable proposal.	For
9	Resolution on the discharge of the members of the board of directors and the CEO from liability	For
10	Standard proposal. No major governance concerns have been identified. Acceptable proposal. Resolution on the remuneration and expense compensation of the members of the board of directors	For
	The nomination committee is proposing the following annual remuneration be paid to the members of the Board of Directors to be elected at the Annual General Meeting for the term until the close of the Annual General Meeting in 2014: EUR 100,000 for the Chairman of the Board, EUR 60,000 for the Vice Chairman of the Board, and EUR 50,000 for the other members. In addition, the Nomination Committee proposes that additional compensation of EUR 600 shall be paid to all members of the Board of Directors for the meetings attended, including the meetings of the committees of the Board of Directors with the exception that a meeting fee of EUR 2,000 per meeting is paid to the Chairman of the Audit Committee and a meeting fee of EUR 1,000 per meeting is paid to the other members of the Audit Committee for the Audit Committee meetings they attend. Fees remain unchanged. Triodos supports this resolution.	
11	Approve the number of board directors The Nomination Committee of the Board of Directors proposes that the number of members of the Board of Directors would be seven. Acceptable proposal.	For
12	Re-election of Directors. It is common practice for board members in Finland to be elected using a slate system. Slate elections are evaluated taking into consideration the balance of independent representation on the board. An for vote is recommended where a sufficient number of independent directors are included.	For
	Ms. Eija Ailasmaa, Mr. Pekka Ala-Pietilä, Mr. William R. Barker, Mr. Rolf Börjesson, Ms. Maria Mercedes Corrales, Mr. Jukka Suominen and Ms. Sandra Turner shall be re-elected as members of the Board of Directors. Mr. Pekka Ala-Pietilä shall be elected has Chairman of the Board of Directors and Mr. Jukka Suominen as the Vice-Chairman of the Board of Directors. There is sufficient independent representation on the Board. Triodos supports this resolution.	

13 Allow the board to determine the auditors remuneration

It is proposed that the Auditor's remuneration would be paid against an invoice approved by the Audit Committee of the Board of Directors. Acceptable proposal.

14 Appoint the auditors

Oppose

For

Ernst & Young Oy are proposed. Non-audit fees on the year under review were approximately 93.3% of audit fees. On a three year aggregate basis non-audit fees were approximately 63.4% of audit fees. This level of non-audit fees raises concerns over the independence of the auditors. Triodos does not support this resolution.

15 Authorise Share Repurchase

For

The Board seeks for approval to repurchase 10,760,875 of the Company's own shares which amount to less of 10% of total shares issued. Acceptable proposal.

16 Authorising the board of directors to decide on the issuance of shares as well as the issuance of special rights entitling to shares

For

The Board seeks for approval to issue 10,760,875 shares, which corresponds to approximately to 10% of total shares issued by the Company. Acceptable proposal.

17 Closing of the meeting

Non-Voting

Non-voting agenda item.

* = Special resolution

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