

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

The Board of Directors proposes to the Annual General Meeting that the company will not pay a dividend for 2019.

5 February 2020
Board of Directors

Resolution on the remuneration of the members of the Board of Directors

The Board of Directors' Nomination Committee, representing over two thirds of the voting rights in HKScan Corporation, has prepared a proposal to the Board of Directors. The Board of Directors proposes to the Annual General Meeting that the amount of the annual remuneration payable to the members of the Board of Directors is increased as follows: to Board member EUR 30,000 (previously 27,625), to Vice Chairman of the Board EUR 37,500 (previously 33,875) and to Chairman of the Board EUR 70,000 (previously 67,750). An annual remuneration of EUR 15,000 (previously 13,810) is proposed to deputy member of the Board of Directors. The Board of Directors also proposes that the annual remuneration is paid in Company shares and cash so that 25% of the remuneration will be paid in the Company shares to be acquired on the market on the Board members' behalf, and the rest will be paid in cash. The shares will be acquired within two weeks after the publication of HKScan Corporation's interim report 1 January - 30 June 2020 provided that the acquisition of shares can be made according to applicable regulations. In case the acquisition of the shares cannot be made within the said period, the acquisition shall be made without unnecessary delay after the acquisition restriction has ended. If payment in shares cannot be carried out due to reasons related to either the Company or a Board member, annual remuneration shall be paid entirely in cash. The Company will pay any costs related to the transfer of the Company shares.

To Chairmen of the Board committees an annual remuneration is proposed as follows: to Chairman of the Audit Committee EUR 7,500 (previously 5,000) and to Chairmen of Compensation, Working and Special Committee EUR 5,000. The Board of Directors proposes a compensation of EUR 600 (previously 550) per a meeting to be paid for all the Board members for each attended Board and Board committee meeting, and a compensation of EUR 300 for a meeting or occasion, which requires participation as member of the Board of Directors. Travel expenses of the members of the Board of Directors will be compensated according to the Company's travel policy.

13 March 2020
Board of Directors

Resolution on the number of members of the Board of Directors

The Board of Directors' Nomination Committee, representing over two thirds of the voting rights in HKScan Corporation, has prepared a proposal to the Board of Directors. The Board of Directors proposes to the Annual General Meeting that the number of ordinary members of the Board of Directors be six (6). The number of deputy members of the Board of Directors is proposed to be two (2).

Election of the members of the Board of Directors

The Board of Directors' Nomination Committee, representing over two thirds of the voting rights in HKScan Corporation, has prepared a proposal to the Board of Directors. The Board of Directors proposes to the Annual General Meeting that the current Board members Reijo Kiskola, Anne Leskelä, Jari Mäkilä, Per Olof Nyman, Harri Suutari and Terhi Tuomi be re-elected, according to their consent, until the end of the Annual General Meeting 2021. In addition, it is proposed that as deputy Board members, according to their consent, be re-elected Carl-Peter Thorwid and Ilkka Uusitalo, until the end of the Annual General meeting 2021.

13 March 2020
Board of Directors

Resolution on the remuneration of the auditor

The Board of Directors' Audit Committee has prepared a proposal to the Board of Directors. The Board of Directors proposes to the Annual General Meeting that the remuneration of the auditor be paid according to the auditor's invoice accepted by the Company.

Election of auditor

The Board of Directors' Audit Committee has prepared a proposal to the Board of Directors. The Board of Directors proposes to the Annual General Meeting that auditing firm Ernst & Young Oy be elected as auditor of the Company until the end of the Annual General Meeting 2021. Auditing firm Ernst & Young has notified the Company that it will appoint Erkkä Talvinko, Authorized Public Accountant, as the lead audit partner.

The Board of Directors also proposes that the general meeting requests the auditor to give a statement in the auditor's report on the adoption of the financial statements, the granting of discharge from liability and the Board of Directors' proposal for distribution of funds.

13 March 2020
Board of Directors

Proposal of the Board of Directors on authorizing the Board of Directors to decide on share issue as well as option rights and other special rights entitling to shares

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors to decide on share issue as well as issue of option rights and other special rights entitling to shares, pursuant to Chapter 10 of the Companies Act as follows:

The shares issued under the authorization are those Series A shares that are in the company's possession. Under the authorization, a maximum of 2,000,000 Series A shares, which corresponds to approximately 2.00 percent of all the shares in the Company and approximately 2.14 percent of all the Series A shares in the Company, can be issued. The shares, option rights or other special rights entitling to shares can be issued in one or more tranches.

The authorization to issue new shares, option rights as well as other special rights entitling to shares is proposed to enable the Board of Directors to decide to implement share-based incentive arrangements and payment of the share-based remuneration directed to the management of the company and the group companies. The Board of Directors is authorized to resolve on all other terms for the share issue and granting of the special rights entitling to shares. Due to the purpose of use of the authorization the Board of Directors is authorized to resolve on a directed share issue and issue of the special rights entitling to shares in deviation from the shareholders' pre-emptive right. A directed share issue always requires a weighty economic reason for the Company and the authorization may not be utilized inconsistently with the principle of equal treatment of shareholders.

The authorization shall be effective until 30 June 2021.

13 March 2020
Board of Directors

Proposal of the Board of Directors on authorizing the Board of Directors to decide on the acquisition of the Company's own Series A shares and/or on the acceptance as pledge of the Company's own Series A shares

The Board of Directors proposes to the Annual General Meeting that the Board of Directors be authorized to decide on the purchase of the Company's own Series A shares and/or on the acceptance of the Company's own Series A shares as pledge as follows:

The aggregate number of own Series A shares to be acquired and/or accepted as pledge shall not exceed 4,700,000 Series A shares in total, which corresponds to approximately 4.70 percent of all the shares in the Company and approximately 5.00 percent of all the Series A shares in the Company. However, the Company, together with its subsidiaries, cannot at any moment own and/or hold as pledge more than 10 percent of all the shares in the Company.

The Company's own Series A shares may be purchased based on the authorization only by using non-restricted equity, which consequently reduces the amount of the funds available for distribution of profits. The Company's own Series A shares may be purchased for a price quoted in public trading on the purchase day or for a price otherwise determined by the market.

The shares may be purchased under the proposed authorization to develop the capital structure of the Company. In addition, the shares may be repurchased under the proposed authorization to finance or carry out acquisitions or other arrangements, as a part of incentive schemes and payment of share-based remuneration or to be transferred for other purposes, or to be cancelled.

The Board of Directors shall resolve upon the method of purchase. Among other means, derivatives may be utilized in purchasing the shares. The shares may be purchased in a proportion other than that of the shares held by the shareholders (directed purchase). A directed purchase of the Company's own shares always requires a weighty economic reason for the Company and the authorization may not be utilized inconsistently with the principle of equal treatment of shareholders.

The authorization is effective until 30 June 2021.

The authorization revokes that granted on 11 April 2019 by the Annual General Meeting to the Board of Directors to acquire and/or to accept as pledge the company's own Series A shares.

13 March 2020
Board of Directors

Proposal of the Board of Directors on establishing shareholders' nomination board

The Board of Directors proposes that the Annual General Meeting decides to establish Shareholders' Nomination Board, which will in future be responsible for preparing the proposals to the Annual General Meeting for the election and remuneration of the members and deputy members of the Board of Directors. In addition, the Board of Directors proposes that the Annual General Meeting accepts the attached proposal for charter of the Shareholders' Nomination Board.

According to the proposal, the Nomination Board consists of at most four members, of which three represent the Company's largest shareholders who, on the last business day of May preceding the next Annual General Meeting, hold the largest number of votes calculated of all shares in the Company. In addition, the Chairman or the Deputy Chairman of the Board is a member of the Nomination Board.

The largest shareholders of the Company on the last business day of May are determined based on the shareholders' register of the Company held by Euroclear Finland Ltd. Pursuant to this shareholding, the Chairman of the Board of Directors shall request the three largest shareholders of the Company each to nominate one member to the Nomination Board. Holders of nominee registered shares shall be taken into account in the appointment process to the extent possible. If a shareholder who has distributed his/her holdings, for example, into several funds and has an obligation under the Finnish Securities Markets Act to take these holdings into account when disclosing changes in share of ownership, makes a written request to such effect to the Chairman of the Board of Directors, such shareholder's holdings in several funds or registers will be combined when calculating the share of votes, which determines the nomination right.

Should a shareholder not wish to use its nomination right, the right may be transferred by the Chairman of the Board of Directors to the next largest shareholder, who would otherwise not have a nomination right.

The Chairman of the Board of Directors convenes the first meeting of the Nomination Board and acts as a Chairman of the Nomination Board until the Nomination Board has convened and elected a Chairman amongst its members. The representative of the largest shareholder shall be nominated as the Chairman of the Nomination Board, unless otherwise decided by the Nomination Board. The Chairman of the Nomination Board convenes the meetings thereafter.

The term of office of the members of the Nomination Board expires annually when the new Nomination Board has been appointed.

13 March 2020
Board of Directors