

**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 a dividend of EUR 0.10 be paid for each share. The dividend shall be paid to shareholders registered on the record date as a shareholder in the Company's shareholders' register maintained by Euroclear Finland Ltd. The Board of Directors proposes that the record date for the dividend payment be 29 April 2013 and the payment date be 7 May 2013.

14 February 2013  
Board of Directors

## Proposal of the Board of Directors on amending the Articles of Association

The Board of Directors proposes to the Annual General Meeting that the Annual General Meeting decide on amending the company's Article 8 and 9 of the Articles of Association so that the Board of Directors may include one to three deputy members when necessary and that the number of Board members can be increased to a maximum of eight actual members. In addition, concerning Article 12 of the Articles of Association, it is proposed that the number of auditors be changed so that the company has at least one and a maximum of two auditors who must be auditors accepted by the Central Chamber of Commerce (CPA) or auditing firms. If only one auditor is appointed for the Company, and it is not an auditing firm approved by the Central Chamber of Commerce, one deputy auditor must be appointed.

### 8 §

"The Annual General Meeting of Shareholders shall

be presented with

1. the accounts and report of activities;
2. the auditors' report;
3. an explanation by the Board of Directors warranted by any comments made by the auditors;

resolve on

1. the adoption of the accounts;
2. any measures warranted by the profit shown in the adopted balance sheet and on the distribution of dividend;
3. the discharge from liability of members of the Board of Directors and of the CEO;
4. the emoluments of members and deputy members of the Board of Directors and the auditors;
5. the number of members on the Board of Directors and deputy members, if needed;

be appointed

1. members of the Board of Directors and deputy members, if needed;
2. the auditors;

dealt with

any other business contained in the notice of meeting."

### 9 §

"The Company has a Board of Directors comprising between five and eight (5-8) members. In addition a maximum of three (3) deputy members may be elected to the Board of Directors. The Board of Directors elects a chairman and deputy chairman from among its members."

### 12 §

"The Company has at least one and a maximum of two auditors who must be auditors accepted by the Central Chamber of Commerce (CPA) or auditing firms. If only one auditor is appointed for the Company, and it is not an auditing firm approved by the Central Chamber of Commerce, one deputy auditor must be appointed. The term of office of the auditor shall end at the end of the Annual General Meeting following appointment."

21 March 2013

Board of Directors

## HKScan Corporation

(8 § at the moment:

"The Annual General Meeting of Shareholders shall

be presented with

1. the accounts and report of activities;
2. the auditors' report;
3. an explanation by the Board of Directors warranted by any comments made by the auditors;

resolve on

1. the adoption of the accounts;
2. any measures warranted by the profit shown in the adopted balance sheet and on the distribution of dividend;
3. the discharge from liability of members of the Board of Directors and of the CEO;
4. the emoluments of members of the Board of Directors and the auditors;
5. the number of members on the Board of Directors;

be appointed

1. members of the Board of Directors;
2. the auditors;

dealt with

any other business contained in the notice of meeting."

9 § at the moment:

"The Company has a Board of Directors comprising between five and seven (5-7) members. The Board of Directors elects a chairman and deputy chairman from among its members."

12 § at the moment:

"The Company shall have two (2) auditors and two (2) deputy auditors, one (1) of the auditors and one (1) of the deputy auditors or public accountants shall be authorized by the Central Chamber of Commerce. The term of office of the auditor shall end at the end of the Annual General Meeting following appointment.")

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

In accordance with the recommendation given by the Board of Directors' Nomination Committee, representing over two thirds of the voting rights in HKScan Corporation, 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 to be elected for the next term of office be as follows: EUR 21,700 per a year to Board member, EUR 26,600 per a year to Vice Chairman of the Board and EUR 53,200 per a year to Chairman of the Board.

In addition, an annual remuneration of EUR 7,300 per a year is proposed to be paid to possible deputy members of the Board of Directors.

To Chairmen of the Board committees (Audit, Nomination, Compensation and Working Committee) an annual remuneration of EUR 4,900 is proposed. In addition, a compensation of EUR 500 per a meeting is proposed to be paid for all the Board members for each attended Board and Board committee meeting. Travel expenses will be compensated according to the Company's travel policy.

21 March 2013

**Board of Directors**

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

In accordance with the recommendation given by the Board of Directors' Nomination Committee, representing over two thirds of the voting rights in HKScan Corporation, the Board of Directors proposes to the Annual General Meeting that the number of members of the Board of Directors be six (6). If a decision is made to amend Article 8 and 9 of the Articles of Association according to Section 10 above, the Board of Directors proposes to the Annual General Meeting, as recommended by the Nomination Committee, that also two (2) deputy members be elected to the Board of Directors.

### Election of members of the Board of Directors

In accordance with the recommendation given by the Board of Directors' Nomination Committee, representing over two thirds of the voting rights in HKScan Corporation, the Board of Directors proposes to the Annual General Meeting that the current Board members Juha Kylämäki, Niels Borup, Tero Hemmilä, Teija Andersen, Gunilla Aschan and Henrik Treschow be re-elected for a further term of office. If a decision is made to amend Article 8 and 9 of the Articles of Association according to Section 10 above, the Board of Directors proposes to the Annual General Meeting, as recommended by the Nomination Committee, that Mikko Nikula and Per Nilsson be elected as deputy members of the Board of Directors.

- Mikko Nikula (M.Sc., Physics) is a farm entrepreneur and a broiler meat producer from Rusko in Southwest Finland. He has also worked as director of operative operations at Privanet Securities in 2012, as managing director of TUTO Hockey Oy in 2011 and at Nokia Corporation in international marketing and sales between 1998 and 2009.

- Per Nilsson is farm entrepreneur and pork and beef producer from Esplunda in Central Sweden. He has studied at the Agriculture University of St. Paul in Minnesota (USA) and the Swedish University of Agricultural Sciences.

21 March 2013

Board of Directors

## Resolution on the remuneration of the auditor

In accordance with the recommendation given by the Board of Directors' Audit Committee, 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

In accordance with the recommendation given by the Board of Directors' Audit Committee, the Board of Directors proposes to the Annual General Meeting that PricewaterhouseCoopers Oy, an audit firm chartered by the Central Chamber of Commerce, with APA Johan Kronberg as main auditor, and APA Kalle Laaksonen be elected as the Company's auditors until the end of the next Annual General Meeting, and that APA Mika Kaarisalo and APA Jari Viljanen be elected as deputy auditors. If a decision is made to amend Article 12 of the Articles of Association according to Section 10 above, the Board of Directors proposes to the Annual General Meeting, as recommended by the Audit Committee, that PricewaterhouseCoopers Oy, an audit firm chartered by the Central Chamber of Commerce, with APA Johan Kronberg as the main auditor is appointed as the actual auditor until the end of the next Annual General Meeting.

21 March 2013

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 new or those in the company's possession Series A shares of the Company. Under the authorization, a maximum of 2,500,000 Series A shares, which corresponds to approximately 4.50 percent of all of the shares in the Company and approximately 5.00 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.

Under the authorization, the Board of Directors may resolve upon issuing new Series A shares to the Company itself without consideration. However, the Company, together with its subsidiaries, cannot at any time own more than 10 percent of all its registered shares.

The Board of Directors is authorized to resolve on all terms for the share issue and granting of the special rights entitling to shares. 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' preemptive 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 to issue new shares, options as well as other instruments entitling to shares is proposed in order to enable the Board of Directors to decide flexibly on capital markets transactions that are beneficial for the Company, such as securing the financing needs of the Company or implementing acquisitions. In addition the authorization may be used in order to implement share based incentive arrangements directed to the management of the company and the group companies, including possible share-based remuneration to Board members.

The authorization shall be effective until 30 June 2014.

The authorization revokes authorization granted on 25 April 2012 by the Annual General Meeting to the Board of Directors to resolve on an issue of shares, options as well as other instruments entitling to shares. The authorization also revokes authorization granted on 25 April 2012 by the Annual General Meeting to the Board of Directors to resolve on transfer of the Company's own shares.

21 March 2013

Board of Directors

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

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 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 2,500,000 Series A shares in total, which corresponds to approximately 4.50 percent of all of 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 on the basis of 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 in order to develop the capital structure of the Company. In addition, the shares may be repurchased under the proposed authorization in order to finance or carry out acquisitions or other arrangements, as a part of incentive schemes 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 2014.

The authorization revokes that granted on 25 April 2012 by the Annual General Meeting to the Board of Directors to acquire the company's own Series A shares and/or to accept as pledge.

21 March 2013

Board of Directors