

CHARTER OF ATRIA OYJ 'S NOMINATION BOARD

1. The Annual General Meeting of Aria Plc (hereinafter referred to as the “Company”) decided on 3 May 2012 to establish a Nomination Board consisting of the Company's shareholders or representatives of shareholders to prepare annually proposals for the election of the members of the Board of Directors and the remuneration of the members of the Board of Directors for the next Annual General Meeting. The Annual General Meeting held on 6 May 2014 decided to supplement the tasks of the Nomination Board so that the Nomination Board also prepares a proposal for the remuneration of the members of the Supervisory Board for the Annual General Meeting.
2. In accordance with the resolution of the Annual General Meeting, such shareholders or their representatives who own shares of the KII series as well as the largest series A shareholder who does not own shares of the KII series or a representative of such shareholder shall be elected to the Nomination Board. The right to appoint a representative to the Nomination Board is determined on the basis of the Company's shareholder register maintained by Euroclear Finland Oy in accordance with the situation on the 1st banking day of September preceding the Annual General Meeting. The committee also includes the chairman of the board as an expert member.
3. In accordance with the shareholding on the 1st banking day of September, the Chairman of the Board of Directors shall request the shareholders of the KII series (in principle, the Managing Directors of the cooperatives) and the largest shareholder of the A series that does not own the KII series shares to appoint one member to the Nomination Board. If the shareholder does not wish to exercise his/her right to nominate, the right to nominate is transferred, according to the shareholders' register, to the next largest Series A shareholder, who would otherwise not have the right to nominate. If a shareholder who would be obliged under the Securities Markets Act to notify certain changes in ownership (flagging obligation), if necessary, submits a written request to the Company's Board of Directors by the end of August, the shareholding of such an entity and foundation controlled by the shareholder, or the shareholder's holdings in several funds or registers, shall be added together when calculating the voting share. The owner of nominee registered shares will be taken into account when determining the composition of the Nomination Board, if the owner of nominee registered shares submits a relevant claim to the Board of Directors of the company no later than by the end of August preceding the Annual General Meeting.

A shareholder entitled to be appointed may also appoint a member of the Board of Directors or the Supervisory Board to the Nomination Board.

4. The Nomination Committee is convened by the Chairman of the Board, and the Committee elects a Chairman from among its members, at whose invitation the Committee will meet in the future. At its discretion, the Chairman shall convene additional meetings, if necessary, or within 14 days at the request of a member of the Nomination Board. In addition, the role of the Chairman is to steer the work of the Nomination Board so that the Nomination Board effectively achieves the goals set for it and takes into account the expectations of shareholders as well as the interests of the company.

The composition of the Nomination Board is announced in the stock exchange release of the market practice after the composition of the Board is clear.

A shareholder entitled to be appointed is entitled to change his/her representative on the Nomination Board until the proposals of the Nomination Board have been made public (no later than February

1). If the composition of the Nomination Board has already been informed to the market, a stock exchange release should also be issued on the change of representative.

The Nomination Board has been established for the time being. The term of office of the members of the Nomination Board ends at the end of the Annual General Meeting following the appointment.

5. In accordance with Recommendation 18b of the Finnish Corporate Governance Code (2015), the Annual General Meeting may intensify the preparation of the election of members with the help of the Nomination Board. If the Annual General Meeting or the Supervisory Board has established a nomination committee consisting of shareholders or representatives of shareholders instead of the Board of Directors' Nomination Committee for the preparation of the election of the members of the Board of Directors, the company must explain the selection process, composition and operation of the committee. The Nomination Board's proposal for the composition of the Board of Directors shall be announced in the notice of the Annual General Meeting.

The duties of the Nomination Board include the following tasks:

- a) prepare and present to the Annual General Meeting a proposal for the number of members of the Board of Directors;
- b) prepare and present to the Annual General Meeting a proposal for the members of the Board of Directors;
- c) prepare and present to the Annual General Meeting a proposal on the remuneration of the members of the Board of Directors; and
- d) search for candidates for succession to the Board of Directors.

In addition, the Nomination Board prepares and presents to the Annual General Meeting a proposal concerning the remuneration of the members of the Supervisory Board.

6. The Nomination Board has a quorum when more than half of its members are present. The committee may not make a decision unless all members have been given the opportunity to participate in the consideration of the matter and the meeting.

The Nomination Board must make decisions unanimously. The minutes must be dated, numbered and stored in a reliable manner. If consensus cannot be reached, the member may, if he or she so wishes, submit his or her own proposals to the general meeting.

However, each shareholder of the Company may make their own proposal directly to the Annual General Meeting in accordance with the Companies Act. The proposal of the Nomination Board is not legally binding on the shareholder. However, if the position of a significant shareholder changes after the publication of the proposal of the Nomination Board, it should be communicated to the market by means of a stock exchange release.

Minutes shall be drawn up of all decisions of the Nomination Board. The chairman of the committee and at least one member of the committee must sign the minutes.

In its operations, the Nomination Board must comply with current legislation, the rules of the stock exchange and the Finnish Corporate Governance Code.

7. According to the company's Articles of Association, the Annual General Meeting elects at least five (5) and at most nine (9) members to the Board of Directors for three years at a time. The members of the Board of Directors resign from one to four persons annually in turn, so that the continuous term of office of each member ends at the end of the third Annual General Meeting following the election. Divorced can be reelected. However, it is not possible to elect sixty-five (65) persons to the Board of Directors.
8. There is a shareholders' agreement between the Company's shareholders Lihakunta and Itikka Osuuskunta, according to which the distribution of board seats has been agreed so that the three ordinary members and their deputy members must be permanently appointed by Lihakunta and the three ordinary members and their deputy members by Itikka Osuuskunta. According to the shareholders' agreement, the parties may also agree that some of the members of the Board of Directors shall be elected from among the persons appointed by the other shareholders of the company. In accordance with Recommendation 14 of the Finnish Corporate Governance Code, the company's recent practice has also been to select persons independent of shareholders to the Board of Directors. When electing independent members of the Board of Directors from the main owners, the principle concerning the election of the members of the Board of Directors of the Shareholders' Agreement will be best fulfilled if Lihakunta and Itikka Cooperative have the same number of representatives on the Board of Directors.

The number of Board members proposed by the Nomination Board each year depends on the number of Board members to be appointed each year and the number of resigning or resigning members.

In the election of the Chairman of the Board of Directors, it should be noted that according to the shareholders' agreement, if the Chairman of the Supervisory Board and the Vice Chairman of the Board of Directors are appointed by another party to the shareholders' agreement that is the main shareholder, the Chairman of the Board of Directors and the Vice Chairman of the Supervisory Board are respectively appointed by another party.

In its work, the Nomination Board may take into account the evaluation of the Board of Directors' activities prepared in accordance with Recommendation 13 of the Finnish Corporate Governance Code. The committee may also use an external consultant to find suitable candidates.

9. The members of the Nomination Board and the shareholders they represent must keep the information concerning the proposals to be presented to the Annual General Meeting confidential until the Nomination Board has made its final decision and the Company has made the proposals public.
10. The Nomination Board shall submit its proposal to the Board of Directors of the Company no later than 1 February preceding the Annual General Meeting. The Committee's proposals will be published after their completion in a stock exchange release and included in the notice to the Annual General Meeting.
11. The Nomination Board annually reviews the content of the rules of procedure and, if necessary, proposes amendments to the Annual General Meeting. The Nomination Board is authorised to make technical updates and amendments to these Rules of Procedure itself. Material changes, such as changes to the number of members of the Nomination Board and the selection criteria, must be decided at the Annual General Meeting.