

# MUNKSJÖ OYJ'S SHAREHOLDERS' NOMINATION BOARD'S PROPOSALS TO THE ANNUAL GENERAL MEETING 2014 FOR THE COMPOSITION AND REMUNERATION OF THE BOARD OF DIRECTORS AND THE REMUNERATION OF THE NOMINATION BOARD

#### **Number of Board Members**

The Nomination Board proposes that the number of Board members be seven.

### **Composition of the Board of Directors**

The Nomination Board proposes that Sebastian Bondestam, Fredrik Cappelen, Hannele Jakosuo-Jansson, Elisabet Salander Björklund and Peter Seligson be reelected. The current member Jarkko Murtoaro, who has been a member of the Board of Directors of Munksjö Oyj since 2013, has informed the Company that he is no longer available for re-election. Therefore it is proposed that Caspar Callerström, and Alexander Ehrnrooth be elected as new members of the Board.

Caspar Callerström, born 1973, is a Swedish citizen and M.Sc (Econ.). He joined EQT Partners in 1996 and is currently Partner in the company. From October 2007 to December 2013, he was Head of EQT Equity in Stockholm. He has held and currently holds several positions of trust. He currently serves as a member of the Board at Sanitec Corporation and Scandic AB.

Alexander Ehrnrooth, born 1974, is a Finnish citizen; M.Sc. (Econ) and MBA. He is the Vice Chairman of the Board of Directors of Fiskars Corporation and member of the Board of Directors of Fiskars Corporation since 2000. He is the CEO of Virala Oy Ab since 1995. In addition, he is the Chairman of the Board of Directors of Aleba Corporation since 2003, a member of the Board of Directors of Belgrano Investments Oy since 1999 and a member of the Board of Directors of Wärtsilä Corporation since 2010.

The Board members are elected for the period ending at the close of the next Annual General Meeting. All the nominees are considered independent of the Company and of the significant shareholders of the Company, except Peter Seligson and Caspar Callerstöm, who at the date of the notice of the Annual General Meeting are not independent of the of the company's significant shareholders.

The nominees have given their consent to the election. CVs of the proposed Board members are available on the website of the Company (www.munksjo.com).



#### **Board and Nomination Board Remuneration**

The Nomination Board proposes that the remuneration of the Board members remains unchanged.

The remunerations proposed are as follows:

Chairman EUR 70,000 per year Members EUR 35,000 per year

As regards the permanent Board committees, the proposed remunerations are as follows:

## **Audit Committee**

Chairman EUR 9,000 per year Members EUR 6,000 per year

#### Remuneration Committee

Chairman EUR 6,000 per year Members EUR 3,000 per year

Travel expenses are reimbursed in accordance with the Company's travel policy.

The Nomination Board members are not proposed to receive any remuneration.

Helsinki, January 20, 2014

Shareholders' Nomination Board