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## MERGER PLAN

The Boards of Directors of Ahlstrom Corporation and Munksjö Oyj propose that Ahlstrom Corporation shall be merged into Munksjö Oyj through an absorption merger, so that all assets and liabilities of Ahlstrom Corporation shall be transferred without a liquidation procedure to Munksjö Oyj, as set forth in this merger plan (the “**Merger Plan**”) (the “**Merger**”).

As merger consideration, the shareholders of Ahlstrom Corporation shall receive new shares of Munksjö Oyj, in proportion to their existing shareholdings. Ahlstrom Corporation shall automatically dissolve as a result of the Merger.

The Merger shall be carried out in accordance with Chapter 16 of the Finnish Companies Act (624/2006, as amended) (the “**Finnish Companies Act**”) and Section 52 a of the Finnish Business Income Tax Act (360/1968, as amended).

### 1 Companies Involved in the Merger

#### 1.1 Merging Company

Corporate name:	Ahlstrom Corporation (the “ <b>Merging Company</b> ”)
Business ID:	1670043-1
Address:	Alvar Aallon katu 3 C, FI-00100 Helsinki, Finland
Domicile:	Helsinki, Finland

The Merging Company is a public limited liability company, the shares of which are publicly traded on the official list of Nasdaq Helsinki Ltd (the “**Helsinki Stock Exchange**”).

#### 1.2 Recipient Company

Corporate name:	Munksjö Oyj (the “ <b>Recipient Company</b> ”)
Business ID:	2480661-5
Address:	Eteläesplanadi 14, FI-00130 Helsinki, Finland
Domicile:	Helsinki, Finland

The Recipient Company is a public limited liability company, the shares of which are publicly traded on the official lists of the Helsinki Stock Exchange and Nasdaq Stockholm AB (the “**Stockholm Stock Exchange**”).

The Merging Company and the Recipient Company are hereinafter jointly referred to as the “**Parties**” or the “**Companies Involved in the Merger**”.

### 2 Reasons for the Merger

The Companies Involved in the Merger have on 7 November 2016 entered into a business combination agreement concerning the combination of the business operations of the Companies Involved in the Merger through a statutory absorption merger of the Merging Company into the Recipient Company in accordance with the Finnish Companies Act (the “**Combination Agreement**”). The purpose of the Merger is to create a global leader in sustainable and innovative fiber-based solutions, with leading global positions in the main product areas decor, filtration and release liners. The combined company will be better positioned to serve customers and will have a strengthened position in the value chain through increased size. Through the Merger, a strong and well-established platform will be created with multiple growth opportunities through a broadened customer base, a widened geographical footprint and expanded product and service offerings. Together, the Companies Involved in the Merger will be able to serve a broad range of end-market segments with complementary product and

service offerings, which creates potential for innovation within new customer-focused solutions. The Companies Involved in the Merger have complementary geographical footprints inasmuch as the Recipient Company has strong market positions in Europe and South America and the Merging Company has strong market positions in Europe, North America and Asia, which opens up new geographical growth opportunities through coordination of the product portfolios and distribution and logistics networks. The combined company will have a more diversified revenue and earnings base through this wider geographic footprint and broader product offering and is expected to have a strong financial position and cash flow to support the combined company's strategic growth ambitions. The increased size and strengthened capital base also gives potential for increased financing options and lower cost of debt. Furthermore, the Merger offers employees enhanced career opportunities, supporting the combined company's ability to attract and retain top talent. The Merger is expected to create significant value for the stakeholders in the combined company through synergies resulting from the coordination of the operations of the Companies Involved in the Merger.

### **3 Amendments to the Recipient Company's Articles of Association**

Section 1, the first sentence of Section 2, Section 4 and Section 6 of the Articles of Association of the Recipient Company are proposed to be amended in connection with the registration of the execution of the Merger to read as follows:

"1 § The name of the Company is Ahlstrom-Munksjö Oyj. The domicile of the Company is Helsinki.";

"2 § The Company's field of business is to engage in the manufacture, converting and sale of fiber-based solutions and products and in other related or supporting activities.";

"4 § The Board of Directors of the Company shall comprise a minimum of four (4) and a maximum of twelve (12) ordinary members."; and

"6 § The Company shall have one (1) auditor, which shall be an audit firm authorised by the Finnish Patent and Registration Office."

The Articles of Association, including the above proposals, are attached to this Merger Plan in its entirety as Appendix 1.

### **4 Board of Directors of the Recipient Company**

According to the proposed Articles of Association of the Recipient Company, the Recipient Company shall have a Board of Directors consisting of a minimum of four (4) and a maximum of twelve (12) members. The number of the members of the Board of Directors of the Recipient Company shall be conditionally confirmed and the members of the Board of Directors shall be conditionally elected by the Extraordinary General Meeting of the Recipient Company resolving on the Merger. The term of such members of the Board of Directors shall commence on the date of registration of the execution of the Merger (the "**Effective Date**") and shall expire at the end of the next annual general meeting of the Recipient Company following the Effective Date.

The Board of Directors of the Recipient Company, after consultation with the Shareholders' Nomination Board of each of the Recipient Company and the Merging Company, proposes to the Extraordinary General Meeting of the Recipient Company resolving on the Merger that Peter Seligson, Elisabet Salander Björklund, Sebastian Bondestam, Alexander Ehrnrooth, Hannele Jakosuo-Jansson, Mats Lindstrand and Anna Ohlsson-Leijon, each a current member of the Board of Directors of the Recipient Company, be conditionally elected to continue to serve on the Board of Directors of the Recipient Company and that Hans Sohlström, Jan Inborr, Johannes Gullichsen and Harri-Pekka Kaukonen, each a current member of the Board of Directors of the Merging Company, be conditionally elected as members of the Board of Directors of the Recipient Company for the term

commencing on the Effective Date and expiring on the end of the next annual general meeting of the Recipient Company following the Effective Date.

The Board of Directors of the Recipient Company, after consultation with the Shareholders' Nomination Boards of each of the Recipient Company and the Merging Company, may amend the above-mentioned proposal concerning the election of members of the Board of Directors of the Recipient Company, in case one or more of the above-mentioned persons would not be available for election at the Extraordinary General Meeting of the Recipient Company resolving on the Merger.

The Board of Directors of the Recipient Company, after consultation with the Shareholders' Nomination Boards of each of the Recipient Company and the Merging Company, may as necessary convene a General Meeting of Shareholders after the Extraordinary General Meeting of the Recipient Company resolving on the Merger to resolve to supplement or amend the composition of the Board of Directors of the Recipient Company prior to the Effective Date, for example in case an elected member of the Board of Directors of the Recipient Company dies, resigns or has to be replaced by another person for some other reason.

## **5 Merger Consideration in shares**

The shareholders of the Merging Company shall receive as merger consideration 0.9738 new shares of the Recipient Company for each share owned in the Merging Company (the "**Merger Consideration**"), that is, the Merger Consideration shall be issued to the shareholders of the Merging Company in proportion to their existing shareholding with a ratio of 0.9738:1. There is only one share class in the Recipient Company, and the shares of the Recipient Company do not have a nominal value.

In case the number of shares received by a shareholder of the Merging Company as Merger Consideration would be a fractional number, the fractions shall be rounded down to the nearest whole number. Fractional entitlements to new shares of the Recipient Company shall be aggregated and sold in the market and the proceeds shall be distributed *pro rata* to the Merging Company's shareholders entitled to receive such fractional entitlements. Any costs related to the sale and distribution of fractional entitlements shall be borne by the Recipient Company.

The allocation of the Merger Consideration is based on the shareholding in the Merging Company at the end of the last trading day preceding the Effective Date. The final total number of shares in the Recipient Company issued as Merger Consideration shall be determined on the basis of the number of shares in the Merging Company held by shareholders, other than the Merging Company itself, on the Effective Date. On the date of this Merger Plan, the Merging Company holds 72,752 treasury shares. Based on the situation on the date of this Merger Plan, the total number of shares in the Recipient Company to be issued as Merger Consideration would therefore be 45,376,992 shares.

## **6 Other consideration**

Apart from the Merger Consideration to be issued in the form of new shares of the Recipient Company and proceeds from the sale of fractional entitlements, all as set forth in Section 5 above, no other consideration shall be distributed to the shareholders of the Merging Company.

## **7 Distribution of the Merger Consideration, other terms and conditions concerning the Merger Consideration and the grounds for the determination of the Merger Consideration**

The Merger Consideration shall be distributed to the shareholders of the Merging Company on the Effective Date or as soon as reasonably possible thereafter.

The Merger Consideration shall be distributed in the book-entry securities system maintained by Euroclear Finland Ltd. The Merger Consideration payable to each shareholder of the Merging Company shall be calculated, using the exchange ratio set forth in Section 5 above, based on the number of shares in the Merging Company registered in the book-entry accounts of each such shareholder at the end of the last trading day preceding the Effective Date. The Merger Consideration shall be distributed automatically, and no actions are required from the shareholders of the Merging Company in relation thereto. The new shares of the Recipient Company distributed as Merger Consideration shall carry full shareholder rights as from the date of their registration.

The Merger Consideration has been determined based on the relative valuations of the Merging Company and the Recipient Company. The value determination has been made by applying generally used valuation methods. The value determination has primarily been based on the market value of the Companies Involved in the Merger on the Helsinki Stock Exchange.

Based on their respective relative value determination, which is supported by a fairness opinion received by each of the Merging Company and the Recipient Company from their respective financial advisors, the Board of Directors of the Merging Company and the Board of Directors of the Recipient Company have each concluded that the Merger and the Merger Consideration are in the best interest of the Merging Company and the Recipient Company, respectively, and in the best interest of their respective shareholders.

## **8 Option rights and other special rights entitling to shares**

The Merging Company has not issued any option rights or other special rights entitling to shares referred to in Chapter 10, Section 1 of the Finnish Companies Act.

## **9 Share capital of the Recipient Company**

The share capital of the Recipient Company shall be increased by EUR 70,000,000.00, in connection with the registration of the execution of the Merger in accordance with the preferred accounting treatment first described in Section 10.

## **10 Description of assets, liabilities and shareholders' equity of the Merging Company and of the circumstances relevant to their valuation, of the effect of the Merger on the balance sheet of the Recipient Company and of the accounting treatment to be applied in the Merger**

In the Merger, all (including known, unknown and conditional) assets, liabilities and responsibilities as well as agreements and commitments and the rights and obligations relating thereto of the Merging Company, and any items that replace or substitute any such item, shall be transferred to the Recipient Company.

The assets and liabilities of the Merging Company have been booked and valued in accordance with the Finnish Accounting Act (1336/1997, as amended). In the Merger, the Recipient Company shall enter the transferring assets and liabilities to its balance sheet at the book values of the Merging Company at the Effective Date in accordance with the provisions of the Finnish Accounting Act and the Finnish Accounting Standards Board Statement 1253/17.1.1994. The equity of the Recipient Company shall be formed in the Merger applying merger accounting so that the amount recorded to the share capital of the Recipient Company in accordance with Section 9 above shall equal the amount of share capital of the Merging Company, the amount entered to the retained earnings shall equal the amount of the retained earnings of the Merging Company and the amount entered to the reserve for invested unrestricted equity of the Recipient Company shall equal the reserve for invested unrestricted equity of the Merging Company and the merger result shall be recorded to the unrestricted equity of the Recipient Company or, alternatively, by using the acquisition method under which the amount of

the Merger Consideration exceeding the share capital increase shall be recorded to the reserve for invested unrestricted equity of the Recipient Company and the difference between the Merger Consideration and the net assets transferred will be capitalized.

An account of the assets, liabilities and shareholders' equity of the Merging Company and the factors relevant to their valuation is attached to this Merger Plan as Appendix 2.

A proposal on (i) the planned effect of the Merger on the balance sheet of the Recipient Company and (ii) the accounting treatments applied in the Merger has been described in the preliminary presentation of the balance sheet of the Recipient Company attached to this Merger Plan as Appendix 2.

The final effects of the Merger on the balance sheet of the Recipient Company will, however, be determined according to the situation and the Finnish Accounting Standards in force as per the Effective Date.

## **11 Matters outside ordinary business operations**

From the date of this Merger Plan, each of the Parties shall continue to conduct their operations in the ordinary course of business and in a manner consistent with past practice of the relevant Party.

The Board of Directors of the Merging Company proposes to the Extraordinary General Meeting of the Merging Company resolving on the Merger that the Board of Directors of the Merging Company be authorized to resolve on the payment of a dividend in the maximum total amount of EUR 0.49 per each outstanding share in the Merging Company (representing a maximum total amount of approximately EUR 22,832,949 after excluding the treasury shares held by the Merging Company) to the shareholders of the Merging Company prior to the Effective Date. Further, the Board of Directors of the Merging Company proposes to the Extraordinary General Meeting of the Merging Company resolving on the Merger that the Board of Directors of the Merging Company would be authorized to resolve on the issuance of new shares to the Merging Company free of charge for the purpose that the Merging Company may dispose of such treasury shares pursuant to its Long Term Incentive Plan 2014-2018 (the "**LTIP Treasury Shares**"). Such LTIP Treasury Shares shall, however, not be disposed of in the event the Merger is executed in accordance with this Merger Plan.

The Board of Directors of the Recipient Company proposes to the Extraordinary General Meeting of the Recipient Company resolving on the Merger that the Board of Directors of the Recipient Company be authorized to resolve on the payment of funds from the reserve for invested unrestricted equity as return of equity in the total amount of maximum EUR 0.45 per each outstanding share in the Recipient Company (representing a maximum total amount of approximately EUR 22,842,711 after excluding the treasury shares held by the Recipient Company) to the shareholders of the Recipient Company prior to the Effective Date.

Except as set forth above and in the Combination Agreement, the Merging Company and the Recipient Company shall during the Merger process not resolve on any matters (regardless of whether such matters are ordinary or extraordinary) which would affect the shareholders' equity or number of outstanding shares in the relevant company, including but not limited to corporate acquisitions and divestments, share issues, acquisition or disposal of treasury shares, changes in share capital, or any comparable actions, or take or commit to take any such actions.

## **12 Capital loans**

Neither the Merging Company nor the Recipient Company has issued any capital loans, as defined in Chapter 12, Section 1 of the Finnish Companies Act.

### **13 Shareholdings between the Merging Company and the Recipient Company**

On the date of this Merger Plan, the Merging Company or its subsidiaries do not hold and the Merging Company agrees not to acquire (and to cause its subsidiaries not to acquire) any shares in the Recipient Company and the Recipient Company does not hold and agrees not to acquire any shares in the Merging Company.

On the date of this Merger Plan, the Merging Company holds 72,752 treasury shares.

### **14 Business mortgages**

On the date of this Merger Plan, there are no business mortgages as defined in the Finnish Act on Business Mortgages (634/1984, as amended) pertaining to the assets of either the Merging Company or the Recipient Company.

### **15 Special benefits or rights in connection with the Merger**

Except as set forth below, no special benefits or rights, each within the meaning of the Finnish Companies Act, shall be granted in connection with the Merger to any members of the Board of Directors, the Managing Director or the auditors of either the Merging Company or the Recipient Company, or to the auditors issuing statements on this Merger Plan to the Merging Company and the Recipient Company.

The CEO of the Merging Company is entitled to a success bonus in the amount equaling his six months' base salary and payable upon the execution of the Merger. The remuneration of the auditors issuing their statement on this Merger Plan is proposed to be paid in accordance with an invoice approved by the Board of Directors of the Recipient Company.

### **16 Planned registration of the execution of the Merger**

The planned Effective Date, meaning the planned date of registration of the execution of the Merger, shall be 1 April 2017 (effective registration time approximately at 00:01), however, subject to the fulfilment of the preconditions in accordance with the Finnish Companies Act and the conditions for executing the Merger set forth below in Section 18. The Effective Date may change if, among other things, the execution of measures described in this Merger Plan takes longer than what is currently estimated, or if circumstances related to the Merger otherwise necessitate a change in the time schedule or if the Boards of Directors of the Companies Involved in the Merger jointly resolve to file the Merger to be registered prior to, or after, the planned registration date.

### **17 Listing of the new shares of the Recipient Company and delisting of the shares of the Merging Company**

The Recipient Company shall apply for the listing of the new shares to be issued by the Recipient Company as Merger Consideration to public trading on the Helsinki Stock Exchange and the Stockholm Stock Exchange. The trading in the new shares shall begin on or about the first trading day following the Effective Date or as soon as reasonably possible thereafter.

The trading in the shares of the Merging Company on the Helsinki Stock Exchange is expected to end on the Effective Date, at the latest, and the shares in the Merging Company are expected to cease to be listed on the Helsinki Stock Exchange as of the Effective Date, at the latest.

## **18 Conditions for executing the Merger**

The execution of the Merger is conditional upon the satisfaction or, to the extent permitted by applicable law, waiver of each of the conditions set forth below:

- (i) the Merger having been duly approved by the Extraordinary General Meeting of shareholders of the Merging Company provided, however, that shareholders of the Merging Company representing no more than twenty (20) per cent of all shares and votes in the Merging Company having demanded the redemption of his/her/its shares in the Merging Company pursuant to Chapter 16, Section 13 of the Finnish Companies Act;
- (ii) the Merger, the proposed amendments to the Articles of Association and the election of the members of the Board of Directors as set forth in Sections 3 and 4 above, respectively, having been duly approved by the Extraordinary General Meeting of shareholders of the Recipient Company;
- (iii) the Extraordinary General Meeting of the Merging Company and the Recipient Company having resolved on the authorization regarding the distribution of funds as described in Section 11 and such distribution having been executed;
- (iv) the necessary competition clearances having been obtained for the Merger;
- (v) the Recipient Company having obtained from both the Helsinki Stock Exchange and the Stockholm Stock Exchange written confirmations that the listing of the Merger Consideration on the official lists of said stock exchanges will take place promptly upon the Effective Date;
- (vi) the sale by the Merging Company of its entire interest in the plant located at Osnabrück, Germany, having been completed in the manner consistent with the terms and conditions of the related share purchase agreement;
- (vii) the financing required in connection with the Merger being available materially in accordance with the new facilities agreements of the Recipient Company and the Merging Company;
- (viii) no default under any of the material finance arrangements of the Merging Company, as defined in the Combination Agreement, having occurred and being continuing if, in the opinion of either Company Involved in the Merger (in each case, acting reasonably and based on advice of legal counsel), such default would have a material adverse effect on the Merger or the combined company;
- (ix) no default under the material finance arrangements of the Recipient Company, as defined in the Combination Agreement, having occurred and being continuing if, in the opinion of either Company Involved in the Merger (in each case, acting reasonably and based on advice of legal counsel), such default would have a material adverse effect on the Merger or the combined company;
- (x) the repayment or securing by collateral of the total aggregate amount of the receivables required by creditors objecting to the Merger in accordance with Chapter 16, Section 15 of the Finnish Companies Act, if any, not resulting in a default by the Merging Company under any of the material finance arrangements of the Merging Company, as defined in the Combination Agreement, or, in the event of any such default, the necessary waivers and consents having been granted;
- (xi) the Combination Agreement not having been terminated in accordance with its provisions; and

- (xii) no event, circumstance or change having occurred on or after the date of the Combination Agreement that would have a material adverse effect as defined in the Combination Agreement in respect of the Merging Company or the Recipient Company.

This Merger Plan has been executed in two (2) identical counterparts, one for the Merging Company and one for the Recipient Company.

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*(Signatures to follow)*



In Helsinki, 7 November 2016

AHLSTROM CORPORATION

/s/ HANS SOHLSTRÖM

Hans Sohlström

Chairman of the Board of Directors

In Helsinki, 7 November 2016

MUNKSJÖ OYJ

/s/ ELISABET SALANDER BJÖRKLUND

Elisabet Salander Björklund

Deputy Chairman of the Board

/s/ JAN ÅSTRÖM

Jan Åström

President and CEO

## **APPENDICES TO THE MERGER PLAN**

<u>Appendix 1</u>	Amended Articles of Association of the Recipient Company
<u>Appendix 2</u>	Description of assets, liabilities and shareholders' equity and valuation of the Merging Company and the preliminary presentation of the balance sheet of the Recipient Company
<u>Appendix 3</u>	Auditors' statement in accordance with Chapter 16, Section 4 of the Finnish Companies Act

**Amended Articles of Association of the Recipient Company**

MUNKSJÖ OYJ

ARTICLES OF ASSOCIATION

- 1 § The name of the Company is Ahlstrom-Munksjö Oyj. The domicile of the Company is Helsinki.
- 2 § The Company's field of business is to engage in the manufacture, converting and sale of fiber-based solutions and products and in other related or supporting activities. The Company may operate either directly or through subsidiaries and associated companies. The Company may also as the parent company take care of the Group companies' common tasks such as administrative services and financing, and own real estate, shares and other securities.
- 3 § The shares of the Company belong to the book-entry securities system.
- 4 § The Board of Directors of the Company shall comprise a minimum of four (4) and a maximum of twelve (12) ordinary members.
- 5 § The Company is represented by the chairman of the Board of Directors and the President and CEO, each alone, as well as by two members of the Board of Directors together.
- The Board of Directors may grant the right to represent the Company to a named person.
- 6 § The Company shall have one (1) auditor, which shall be an audit firm authorised by the Finnish Patent and Registration Office.
- 7 § The Company's financial period shall be the calendar year.
- 8 § General meetings shall be convened by a notice published on the website of the Company, no earlier than three (3) months and no later than three (3) weeks prior to the General Meeting. The notice shall in any event be published no later than nine (9) days before the record date of the General Meeting. In addition, the Board of Directors may decide to publish the notice of meeting, in whole or in part, in a manner it considers appropriate.
- 9 § In order to attend a General Meeting, a shareholder must notify the Company by the date stated in the notice of meeting, which date may be no earlier than ten (10) days prior to the meeting.

## APPENDIX 2

### Description of assets, liabilities and shareholders' equity and valuation of the Merging Company and the preliminary presentation of the balance sheet of the Recipient Company

The balance sheets of the Recipient Company and Merging Company before the Merger as at 30 September 2016 and the illustrative Merger Balance Sheet of the Recipient Company after the Merger at that date calculated under the merger accounting method are presented below. The final effects of the Merger on the balance sheet of the Recipient Company will be determined according to the situation and the Finnish Accounting Standards in force as per the Effective Date.

EUR in million	Recipient Company before Merger	Merging Company before Merger <sup>1</sup>	Merger accounting <sup>2</sup>	Recipient Company Merger Balance Sheet <sup>3</sup>
<b>ASSETS</b>				
Intangible assets	16.7	4.2	-	20.9
Tangible assets		0.5	-	0.5
Investments	374.7	724.7	-	1,099.4
Loan receivables from group companies	248.0	50.0	-	298.0
Other receivables		0.3	-	0.3
Deferred tax asset	2.0	0.7	-	2.8
<b>Total non-current assets</b>	<b>641.5</b>	<b>780.5</b>	<b>-</b>	<b>1,422.0</b>
<b>Current assets</b>				
Receivables from group companies	33.6	12.8	-	46.3
Other receivables	0.1	2.2	-	2.3
<b>Total current assets</b>	<b>33.7</b>	<b>15.0</b>	<b>-</b>	<b>48.7</b>
Cash and cash equivalents	98.1	15.2	-	113.3
<b>Total assets</b>	<b>773.3</b>	<b>810.6</b>	<b>-</b>	<b>1,584.0</b>

<b>EUR in million</b>	<b>Recipient Company before Merger</b>	<b>Merging Company before Merger<sup>1</sup></b>	<b>Merger accounting<sup>2</sup></b>	<b>Recipient Company Merger Balance Sheet<sup>3</sup></b>
<b>EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
Share capital	15.0	70.0	-	85.0
Reserve for invested unrestricted equity	286.2	61.1	61.8	409.1
Retained earnings	(27.7)	335.6	(61.8)	246.1
<b>Total equity</b>	<b>273.5</b>	<b>466.7</b>	<b>-</b>	<b>740.2</b>
Provisions	0.7	3.6	-	4.3
Cumulative accelerated depreciation		0.5	-	0.5
<b>Non-current liabilities</b>				
Borrowings	286.2	199.6	-	485.9
Borrowings from group companies	13.0		-	13.0
Borrowings from joint ventures and associated companies	1.8	0.7	-	2.5
<b>Total non-current liabilities</b>	<b>301.0</b>	<b>200.3</b>	<b>-</b>	<b>501.4</b>
<b>Current liabilities</b>				
Borrowings	16.0	35.0	-	51.0
Borrowings from group companies	179.6	90.4	-	270.0
Accounts payable to group companies	0.0	0.3	-	0.3
Other short-term liabilities	2.5	13.8	-	16.3
<b>Total current liabilities</b>	<b>198.1</b>	<b>139.5</b>	<b>-</b>	<b>337.6</b>
<b>Total liabilities</b>	<b>499.9</b>	<b>343.9</b>	<b>-</b>	<b>843.8</b>
<b>Total equity and liabilities</b>	<b>773.3</b>	<b>810.6</b>	<b>-</b>	<b>1,584.0</b>

<sup>1</sup> As announced by the Merging Company on 7 November 2016, the Merging Company has signed an agreement to divest its Osnabrück plant in Germany to Kämmerer GmbH. The balance sheet of the Merging Company has not been adjusted for the sale of the Osnabrück plant in Germany in this illustrative Recipient Company Merger Balance Sheet.

<sup>2</sup> The equity of the Recipient Company shall be formed in the Merger applying merger accounting so that the amount recorded to the share capital of the Recipient Company shall equal the amount of share capital of the Merging Company, the amount entered to the retained earnings shall equal the amount of the retained earnings of the Merging Company and the amount entered to the reserve for invested unrestricted equity of the Recipient Company shall equal the reserve for invested unrestricted equity of the Merging Company. The difference between the Merger Consideration and the net assets of the Merging Company shall be recorded to the unrestricted equity of the Recipient Company. The Merger Consideration shall be calculated in accordance with the Finnish Accounting Standards using the share price of the Recipient Company and final total number of shares to be issued as Merger Consideration on the Effective Date. For the purpose of the Merger Consideration used for the illustrative Recipient Company Merger balance sheet, the last trading price of the Recipient Company's shares on 2 November 2016 of EUR 12.76 and the number of new shares of the Recipient Company of 45,376,992 has been used.

<sup>3</sup> The Board of Directors of the Merging Company and the Recipient Company propose to distribute funds in the total amount of approximately EUR 23 million (as further set out in Section 11 of the Merger Plan) each to their respective shareholders prior to the Effective Date. The illustrative Recipient Company's Merger Balance Sheet presented herein has not been adjusted for the proposed distributions.