

PROPOSALS OF THE BOARD OF DIRECTORS TO THE ANNUAL GENERAL MEETING TO BE HELD ON 11 MAY 2016

Resolution on the use of the profit shown on the balance sheet the payment of distribution to shareholders

(Notice of the Meeting Item 8)

The Board of Directors proposes to the Annual General Meeting that, on the basis of the adopted balance sheet for financial period ending 31 January 2016, no dividends will be paid.

The Board of Directors proposes that EUR 0,35 per share is distributed from the reserves for invested unrestricted equity. According to the proposal the distribution will be paid to shareholders who on the distribution payment record date Friday 13 May 2016, are recorded in the company's shareholder register maintained by Euroclear Finland Ltd. The Board of Directors proposes that the distribution is paid on Friday 20 May 2016.

Resolution on the number of members of the Board of Directors

(Notice of the Meeting Item 10)

The Board of Directors proposes to the Annual General Meeting that the number of Board of Directors members would be six.

Election of the Members and the Chairman of the Board of Directors

(Notice of the Meeting Item 11)

The Board of Directors proposes to the Annual General Meeting that the current members of the Board of Directors Johan Wentzel, Minna Nissinen, Petri Parvinen, Kim Hanslin and Kalle Ruuskanen are re-elected as members of the Board of Directors and Marjatta Rytömaa is elected as a new member of the Board of Directors for a term continuing until the end of the next Annual General Meeting.

Furthermore, the Board of Directors proposes that Johan Wentzel is re-elected as Chairman of the Board of Directors.

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

(Notice of the Meeting Item 12)

The Board of Directors proposes to the Annual General Meeting that the following remuneration is paid to the members of the Board of Directors:

Chairman Johan Wentzel and member Marjatta Rytömaa EUR 500 per month (EUR 6 000 per year) and other members EUR 2 000 per month (EUR 24 000 per year). Separate meeting remuneration would not be paid.

Resolution on the remuneration of the Auditor

(Notice of the Meeting Item 13)

The Board of Directors proposes to the Annual General Meeting that the remuneration of the auditor is paid according to invoice approved by the company.

Election of the Auditor

(Notice of the Meeting Item 14)

The Board of Directors proposes to the Annual General Meeting that the current auditor, auditing firm Ernst & Young Oy is re-elected as the auditor for a term continuing until the end of the next Annual General Meeting.

Authorization of the Board of Directors to decide on share issues

(Notice of the Meeting Item 15)

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors to decide on share issues under the following conditions:

1. The authorization may be used in full or in part by issuing shares in Kotipizza Group Oyj in one or more issues so that the maximum number of shares issued is 635 000 shares.
2. The Board of Directors may also decide on a directed share issue in deviation from the shareholders' pre-emptive rights in case there is a weighty financial reason to do so, such as in order to finance or carry out acquisitions or other business transactions, develop the company's capital structure, or in order to use the shares for an incentive scheme. The Board of Directors would be authorized to decide to whom and in which order the shares will be issued. In the share issues shares may be issued for subscription against payment or without charge.
3. Based on the authorization, the Board of Directors is also authorized to decide on a share issue without payment directed to the company itself, provided that the number of shares held by the company after the issue would be a maximum of 10 per cent of all shares in the company. This amount includes shares held by the company and its subsidiaries in the manner provided for in Chapter 15, section 11 (1) of the Companies Act.
4. This authorization includes the right for the Board of Directors to decide on the terms and conditions of the share issues and measures related to the share issues in accordance with the Companies Act, including the right to decide whether the subscription price will be recognized in full or in part in the invested unrestricted equity reserve or as an increase to the share capital.
5. The authorization is valid until 31 July 2017.
6. The authorization will supersede the authorization to decide upon share issues given to the company's Board of Directors on 28 May 2015.

Helsinki 19 April 2016

Kotipizza Group Oyj

Board of Directors