

PROPOSALS OF THE BOARD OF DIRECTORS TO THE ANNUAL GENERAL MEETING TO BE HELD ON 16 MAY 2018

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 2018, no dividends will be paid.

The Board of Directors proposes that EUR 0,65 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 18 May 2018, 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 25 May 2018.

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.

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

(Notice of the Meeting Item 11)

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 EUR 4 300 per month (EUR 51 600 per year) and members EUR 2 800 per month (EUR 33 600 per year). It is proposed that additionally EUR 400 per month (EUR 4 800 per year) is paid to each chairman of the committees of the Board of Directors. Separate meeting remuneration would not be paid for meetings of the Board of Directors nor committee meetings.

Possible travel expenses are reimbursed in accordance with the principles related to remuneration of tax-exempt travel expenses approved by the Tax Administration.

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

(Notice of the Meeting Item 12)

The Board of Directors proposes to the Annual General Meeting that current members of the Board of Directors Kalle Ruuskanen, Minna Nissinen, Petri Parvinen, Kim Hanslin, Virpi Holmqvist and Dan Castillo are elected as members 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 Kalle Ruuskanen is elected as Chairman of the Board of Directors.

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 auditing firm BDO Oy is 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 the repurchase of the company's own shares

(Notice of the Meeting Item 15)

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors to decide on the repurchase, using the company's unrestricted equity with the following conditions:

1. A maximum of 635 000 shares can be repurchased and/or accepted as pledge.
2. The shares shall be repurchased at fair value at the date of repurchase, which shall be the prevailing market price in the trading at the regulated market organized by Nasdaq Helsinki Ltd. The shares may be repurchased other than pro rata to shareholders' existing holdings.
3. The share purchase will decrease the company's distributable unrestricted equity.
4. The authorization is proposed to be valid, until 31 July 2019.

Authorization of the Board of Directors to decide on share issues as well as the issue of options and other special rights

(Notice of the Meeting Item 16)

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors to decide, in one or more transactions, on the issuance of shares and the issuance of options and other special rights entitling to shares referred to in Chapter 10, Section 1 of the Companies under the following conditions:

1. The number of shares to be issued based on the authorization may in total amount to a maximum of 635 000 shares.
 2. The Board of Directors decides on all the terms and conditions of the issuances of shares, options and other special rights entitling to shares. The authorization concerns both the issuance of new shares as well as the transfer of treasury shares.
 3. The issuance of shares, options and other special rights entitling to shares may be carried out in deviation from the shareholders' pre-emptive rights (directed issue), 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 implement the company's incentive schemes.
1. 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.
 2. The authorization cancels the authorization to decide upon share issues given to the Board of Directors on 17 May 2017.
 3. The authorization is valid until 31 July 2019.

Helsinki 24 April 2018

Kotipizza Group Oyj

Board of Directors