



**PROPOSALS TO
THE ANNUAL GENERAL MEETING OF
ELEKTROBIT CORPORATION
April 10, 2014**

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1 PROPOSAL BY THE BOARD OF DIRECTORS REGARDING THE USE OF THE PROFIT SHOWN ON THE BALANCE SHEET AND THE PAYMENT OF DIVIDEND (ITEM 8 ON THE AGENDA OF THE GENERAL MEETING)

According to the parent company's balance sheet at December 31, 2013, the distributable assets of the parent company are EUR 94,291,974.00 of which the profit of the financial year is EUR 5,387,116.35.

The Board of Directors proposes that the Annual General Meeting to be held on April 10, 2014 resolve to pay EUR 0.02 per share, as dividend based on the adopted balance sheet for the financial period of January 1, 2013 – December 31, 2013. The dividend will be paid to the shareholders who are registered as shareholders in the company's register of shareholders as maintained by Euroclear Finland Ltd on the dividend record date, Thursday, April 15, 2014. The Board of Directors proposes that the dividend be paid on Thursday, April 24, 2014.

The Board of Directors emphasized the result of the continuing operations from the financial period ended on 31.12.2013 as a basis for its proposal for distribution of dividend. No significant changes have taken place in the company's financial position since the end of the financial year. The company's liquidity position is good and in the view of the Board, the proposed distribution does not jeopardize the company's ability to fulfill its obligations.

Oulu, 20 February 2014

The Board of Directors



2 PROPOSAL BY THE SHAREHOLDERS FOR REMUNERATION OF THE BOARD OF DIRECTORS (ITEM 10 ON THE AGENDA OF THE GENERAL MEETING)

Shareholders who represent approximately 43.9 per cent of the shares in the company propose to the General Meeting that to the members of the Board of Directors to be elected be paid the following monthly remuneration for the term of office ending at the end of the next Annual General Meeting: to the chairman of the Board of Directors EUR 3,500 and to the other members of the Board of Directors EUR 2,000 each. In addition, the members of the Board of Directors are entitled to compensation for attending Board Committee meetings as follows: the chairman of the Committee EUR 600 for each meeting and other Committee members EUR 400 for each meeting. The members of the Board of Directors, who also act as Board members of other companies belonging to the Elektrobit Group, are also entitled to compensation for attending Board meetings of such other group companies as follows: EUR 1,200 for each meeting.

The above-mentioned shareholders furthermore propose that the travel expenses of the members of the Board of Directors be compensated in accordance with the company's travel compensation policy.

Oulu, 20 February 2014



3 PROPOSAL BY THE SHAREHOLDERS FOR COMPOSITION OF THE BOARD OF DIRECTORS (ITEMS 11 AND 12 ON THE AGENDA OF THE GENERAL MEETING)

Shareholders who represent approximately 43.9 per cent of the shares in the company propose to the General Meeting that the number of members of the Board of Directors shall be five (5).

Shareholders who represent approximately 43.9 per cent of the shares in the company propose to the General Meeting that the following persons shall be re-elected members of the Board of Directors for a term of office ending at the end of the next Annual General Meeting following the election: Mr. Jorma Halonen, Mr. Juha Hulkko, Mr. Seppo Laine, Mr. Staffan Simberg and Mr. Erkki Veikkolainen.

Oulu, 20 February 2014



4 PROPOSAL BY THE BOARD OF DIRECTORS FOR THE REMUNERATION OF THE AUDITOR (ITEM 13 ON THE AGENDA OF THE GENERAL MEETING)

Based on the proposal of the Audit and Financial Committee the Board of Directors proposes to the General Meeting that the remuneration for the auditor to be elected will be paid against the auditor's reasonable invoice.

Oulu, 20 February 2014

The Board of Directors



5 PROPOSAL BY THE BOARD OF DIRECTORS FOR THE ELECTION OF AUDITOR (ITEM 14 ON THE AGENDA OF THE GENERAL MEETING)

Based on the proposal of the Audit and Financial Committee the Board of Directors proposes to the General Meeting that Ernst & Young Ltd, Authorized Public Accountants, be re-elected auditor of the company for a term of office ending at the end of the next Annual General Meeting. Ernst & Young Ltd has notified that Mr. Juhani Rönkkö, APA, would act as responsible auditor.

Oulu, 20 February 2014

The Board of Directors



6 PROPOSAL BY THE BOARD OF DIRECTORS REGARDING AUTHORIZATION OF THE BOARD OF DIRECTORS TO DECIDE ON THE REPURCHASE OF OWN SHARES (ITEM 15 ON THE AGENDA OF THE GENERAL MEETING)

The Board of Directors proposes to the General Meeting that the Board of Directors be authorized to decide on the repurchase of the company's own shares as follows:

The amount of own shares to be repurchased shall not exceed 12,500,000 shares, which based on the number of shares as of the date of the notice to General Meeting corresponds to approximately 9.57 per cent of all of the shares in the company. Only the unrestricted equity of the company can be used to repurchase own shares on the basis of the authorization.

Own shares can be repurchased at a price formed in public trading on the date of the repurchase or otherwise at a price formed on the market.

The Board of Directors decides how own shares will be repurchased. Own shares can be repurchased using, inter alia, derivatives. Own shares can be repurchased otherwise than in proportion to the shareholdings of the shareholders (directed repurchase).

The authorization cancels the authorization given by the General Meeting on 11 April 2013 to decide on the repurchase of the company's own shares.

The authorization is effective until 30 June 2015.

Oulu, 20 February 2014

The Board of Directors



7 PROPOSAL BY THE BOARD OF DIRECTORS REGARDING AUTHORIZATION OF THE BOARD OF DIRECTORS TO DECIDE ON THE ISSUANCE OF SHARES AS WELL AS THE ISSUANCE OF OPTIONS AND OTHER SPECIAL RIGHTS ENTITLING TO SHARES (ITEM 16 ON THE AGENDA OF THE GENERAL MEETING)

The Board of Directors proposes to the General Meeting that the Board of Directors be authorized to decide on the issuance of shares as well as the issuance of other special rights entitling to shares referred to in Chapter 10 Section 1 of the Companies Act as follows:

The amount of shares to be issued shall not exceed 25,000,000 shares, which based on the number of shares as of the date of the notice to General Meeting corresponds to approximately 19.14 per cent of all of the shares in the company.

The Board of Directors decides on all the conditions of the issuance of shares and of special rights entitling to shares. The authorization concerns both the issuance of new shares as well as the transfer of treasury shares. The issuance of shares and of special rights entitling to shares may be carried out in deviation from the shareholders' pre-emptive rights (directed issue).

The authorization cancels the authorization given by the General Meeting on 11 April 2013 to decide on the issuance of shares as well as the issuance of other special rights entitling to shares referred to in Chapter 10 Section 1 of the Companies Act.

The authorization is effective until 30 June 2015.

Oulu, 20 February 2014

The Board of Directors