

CHARTER OF THE SHAREHOLDERS' NOMINATION BOARD 2019

1 Purpose of the Nomination Board

Taaleri Plc's (hereinafter the "Company") Shareholders' Nomination Board (hereinafter the "Nomination Board") is a body of the Company's shareholders which main duty is to prepare and present proposals to the Annual General Meeting, or to the Extraordinary General Meeting if needed, for election and remuneration of the members of the Board of Directors as well as identify successors for existing members of the Board. The purpose of the Nomination Board is to ensure that the composition of Board of Directors is sufficiently multiform and that the members of the Board of Directors and the Board committees maintain and represent a sufficient level of expertise, knowledge and competence for the needs of the Company.

This charter regulates the nomination and composition of the Nomination Board as well as defines the tasks and duties of the Nomination Board. In addition to this Charter, the Nomination Board shall comply with applicable laws and regulations, such as stock exchange rules and the Finnish Corporate Governance Code, as amended from time to time.

2 Nomination and composition of the Nomination Board

The Nomination Board shall consist of three members that represent the company's biggest shareholders. Nomination right belongs to the three shareholders who hold the largest number of votes calculated of all shares in the company on the basis of the registered holdings in the company's shareholders' register held by Euroclear Finland Ltd or based on information represented by the nominee registered shareholders as of the last weekday in August in the year preceding the next annual general meeting. In case of individuals, both direct and indirect holdings by entities controlled by such individual are taken into account when calculating the voting right.

If a shareholder who has distributed his/her holdings e.g. into several funds and has an obligation under the Finnish Securities Markets Act to take these holdings into account when disclosing changes in share of ownership (obligation to notify holdings) makes a written request to such effect to the chairman of the Board of Directors no later than on the weekday prior to the last weekday in August such shareholder's holdings in several funds or registers will be combined when calculating the shares which determine the nomination right. The holders of nominee-registered shares shall issue an adequate clarification on the holdings of such nominee registered shareholder to the chairman of the Board of Directors within the same time limit and request those to be taken into account when determining the nomination right.

Should a shareholder not wish to use his/her nomination right, the right is transferred to the next largest shareholder who would otherwise not have a nomination right. In case two shareholders have an equal number of votes and the representatives of both such shareholders cannot be appointed to the Nomination Board, the decision between them shall be made by drawing lots.

The chairman of the company's Board of Directors shall request each of the three largest shareholders to appoint one member to the Nomination Board. The chairman of the Board of Directors shall convene the first meeting of the Nomination Board and act as the chairman of the Nomination Board until the Nomination Board has elected a chairman from among its members who shall be responsible for convening subsequent meetings. The chairman of the Board of Directors can act as the Nomination Board's expert member upon request of the Nomination Board.

The composition of the Nomination Board shall be published by the Company through a stock exchange release once the members of the Nomination Board have been appointed and the Chairman has been elected.

The Nomination Board shall serve until further notice unless otherwise decided by the General Meeting. Its members shall be elected annually and their term of office shall end when new members are elected to replace them.

A member nominated by a shareholder has to resign from the Nomination Board if the shareholder who has nominated such member assigns half of its holdings which were taken into account when calculating the shareholders' share of votes as of the last weekday in August if such shareholder does not belong to the Company's ten biggest shareholders following the assignment. The Nomination Board has to offer such places to the Company's shareholders who have not yet nominated a member to the Nomination Board in the order of the number of votes held by the shareholders. The order of the number of votes is determined on the basis of the registered holdings in the company's shareholders' register on the date of the request for nomination.

3 Duties of the Nomination Board

The duties of the Nomination Board shall include:

- A. to prepare and present to the Annual General Meeting a proposal on the number of the members of the Board of Directors;
- B. to prepare and present to the Annual General Meeting a proposal on the members of the Board of Directors;
- C. to prepare and present to the Annual General Meeting a proposal on the chairman and deputy chairman of the Board of Directors;
- D. to prepare and present to the Annual General Meeting a proposal on the remuneration of the members of the Board of Directors for their work both at the Board of Directors and at the Board committees; and
- E. identify successors for existing members of the Board.

4 Decision-making

The Nomination Board shall constitute a quorum when more than two members are present. No decision shall be made unless all members have been reserved the possibility to consider the matter and to participate in the meeting.

Decisions of the Nomination Board shall be made by a majority vote and the Chairman of the Nomination Board shall have the casting vote in case the votes are divided equally.

All decisions of the Nomination Board shall be recorded in minutes which shall be signed by the Chairman of the Nomination Board together with at least one member of the Nomination Board. The minutes shall be dated, numbered and retained in a safe manner.

5 Duties of the chairman of the Nomination Board

The Chairman of the Nomination Board shall direct the activities of the Nomination Board in order for the Nomination Board to achieve its objectives efficiently and take duly into account the interests of the shareholders and the Company.

The Chairman of the Nomination Board shall:

- A. convene the meetings, prepare the agenda and material for the meetings and chair the meetings of the Nomination Board;
- B. supervise that the scheduled meetings of the Nomination Board are duly convened; and
- C. convene unscheduled meetings in case necessary and in any event, within 14 days from a request by a Nomination Board member to that effect.

6 Preparation of the proposal on the board composition

The Nomination Board shall prepare a proposal to be presented to the Annual General Meeting, or to the Extraordinary General Meeting if needed, on the composition of the Board of Directors. However, any shareholder of the Company may also make a proposal directly to the General Meeting in accordance with the Finnish Companies' Act.

The Nomination Board is provided with the results of the annual performance assessment of the Board of Directors conducted according to the Corporate Governance Code which it shall take into account when preparing its proposal on the composition of the Board of Directors. The Nomination Board shall also take into consideration the independence and other applicable requirements under applicable laws and regulations, such as stock exchange rules and the Finnish Corporate Governance Code.

The Nomination Board may, at cost approved by the Company, also employ the services of an external expert in order to identify and evaluate suitable candidates.

7 Proposals to the Annual General Meeting

The Nomination Board shall submit its proposals to the Board of Directors well in advance before the Board of Directors resolves to convene the Annual General Meeting. The proposals to be made to the Extraordinary General Meeting shall be provided to the Company's Board of Directors well in advance so that those can be included in the notice to the General Meeting.

The proposals of the Nomination Board will be published through a stock exchange release and included in the notice to the Annual General Meeting. The Nomination Board shall also present and explain its proposals and report on its activities to the Annual General Meeting.

8 Confidentiality

The members of the Nomination Board and the shareholders they represent shall keep the information regarding the proposals to the Annual General Meeting confidential until it has made the final proposals and said proposals have been published by the Company.

The obligation of confidentiality of the Nomination Board members and of the shareholders represented by them covers also other confidential information received in connection with the work of the Nomination Board and remains in force with respect to each piece of information until the Company has published it.

The Chairman of the Nomination Board may, when he/she considers it necessary, propose to the Board of Directors of the Company that the Company should enter into separate non-disclosure agreements with the shareholders or their representatives in the Nomination Board.

9 Amendments to the charter and authorisation

The Nomination Board shall review this charter annually and propose possible changes to the next Annual General Meeting for adoption. The Nomination Board is authorised to make technical updates and amendments to this Charter if necessary. Material amendments, such as amendments to the number or election criterion of the members of the Nomination Board shall however always be resolved by the Annual General Meeting.