

Business ID 0116300-4

3 May 2016

Ordinary meeting of the Representative Council of Metsäliitto Cooperative

Time Tuesday, 3 May 2016, at 3:00 pm

Place Metsätapiola, Revontulenpuisto 2 C, Espoo, Finland

Participants

Anttila Juha	Nybacka Mika
Haikkonen Aila	Nylund Mats
Hanhimäki Jorma	Oinas-Panuma Eero
Hiekka Matti	Orjala Jari
Hiltunen Martti	Pekonen Kari
Häppölä Heikki	Pietilä Juho
Härkönen Matti J.	Purhonen Petri
Isomuotia Harri	Pylkkänen Ari
Jänkälä Aarne	Raininko Tuomo
Kallio Maarit	Ruusuvirta Jukka
Kankaanpää Antti	Savola Mikko
Karhunen Asko	Savolainen Jyrki
Ketola Jyrki	Sipola Atso
Kivenmäki Ari	Sirviö Antti
Kiviranta Esko	Soronen Mauno
Kontinen Kati	Säynätjoki Ilkka
Koskinen Jaakko	Tasanen Terho
Kurtti Aulis	Tikka Antti-Lassi
Laitinen Markku	Tolvanen Matti
Lauttia Petri	Tuominen Pasi
Lillandt Anders	Uotila Kirsi
Lunttila Tommi	Uusitalo Ilkka
Långgård Tomas	Vanhatalo Tuula
Minkkinen Timo	Virnala Jukka
Moilanen Heli	Wasberg Johan
Morri Tiina	Wasström Anders
Mäntylä Arto	Ylimartimo Aatto
Nevavuori Jari	Ylä-Outinen Päivi
Niemelä Henry	

Absent Könönen Katri
Rautiola Antti
Tanskanen Paavo

Also present Members of Metsäliitto Cooperative's Supervisory Board and Board of Directors, President and Chief Executive Officer of Metsä Group and officials of Metsä Group.

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Matters under consideration

- 1 Opening the meeting
- 2 Electing chairperson and secretary
- 3 Electing examiners of the minutes and vote counters
- 4 Legitimacy and quorum
- 5 Status reports
- 6 Financial statements 2015
 - 6.1 Financial statements of Metsäliitto Cooperative (income statement, balance sheet and annual report)
 - 6.2 Consolidated financial statements of Metsä Group
 - 6.3 Report of the Supervisory Board
 - 6.4 Auditors' report
- 7 Confirming the income statement and balance sheet, as well as confirming the consolidated income statement and balance sheet
- 8 Using the surplus and confirming payment date
 - 8.1 Paying interest on members' capital
- 9 Granting indemnity to the members of the Board of Directors, the members of the Supervisory Board and the CEO
- 10 Fees of the representatives and compensating travel expenses
- 11 Fees of the chairperson of the Supervisory Board, the vice chairperson of the Supervisory Board, members of the Supervisory Board and the auditor
- 12 Number of members in the Supervisory Board and their election
- 13 Electing the auditor
- 14 Closing the meeting

1 Opening the meeting

The chairperson of the Supervisory Board, Mr Hannu Järvinen, addressed the representatives and welcomed them and the other participants to the 2016 ordinary meeting of the Representative Council.

2 Electing chairperson and secretary

Mr Mats Nylund was *elected* as the chairperson of the meeting. He *summoned* Mr Miika Arola, Master of Laws, to act as the secretary.

3 Electing examiners of the minutes and vote counters

Mr Jorma Hanhimäki and Mr Matti Hiekka were *elected* as the examiners of the minutes. They were to also act as the vote counters, if necessary.

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4 Legitimacy and quorum

According to Clause 21 of the rules, an invitation to a meeting must be sent to each representative at the earliest two months and at the latest seven days prior to the meeting.

An invitation to the meeting was sent by regular mail to all the representatives on 31 March 2016 or 34 days prior to the meeting, and the invitation was also published in the newspapers *Helsingin Sanomat*, *Maaseudun Tulevaisuus* and *Landsbygdens Folk*.

After having completed a roll call, the secretary established that 57 members of the Representative Council were present at the meeting.

The chairperson stated that the meeting was lawfully summoned and had a quorum.

5 Status reports

Mr Kari Jordan, the President and Chief Executive Officer of Metsä Group, presented the Q1 result of the Group and prospects of the business areas ([Appendix 1.1](#)).

Mr Juha Mäntylä, EVP, Wood Supply, presented a status report of wood supply ([Appendix 1.2](#)).

The meeting took note of the reports and discussions.

6 Financial statements 2015

6.1 – 6.2 Financial statements of Metsäliitto Cooperative and consolidated financial statements of Metsä Group

It was noted that the representatives had received the 2015 financial statements of Metsä Group, including the financial statements of Metsäliitto Cooperative and the consolidated financial statements of the entire Metsä Group, prior to the meeting.

Mr Vesa-Pekka Takala, the CFO of Metsä Group, presented the 2015 financial statements of the Group and the parent company ([Appendix 2](#)). The meeting took note of the presentation.

Mr Mikael Silvennoinen, the chairperson of the audit committee of the Board of Directors, presented operations of the audit committee and focus areas of the committee.

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6.3 Report of the Supervisory Board

The secretary read a report by the Supervisory Board, dated 22 March 2016, on the financial statements (Appendix 3). According to the report, the Supervisory Board agrees with the proposal of the Board of Directors on the use of the result shown on the balance sheet.

6.4 Auditors' report

The secretary read the auditors' report, dated 19 February 2016 (Appendix 4).

According to the auditors' report, the financial statements of Metsäliitto Cooperative and Metsä Group have been legally prepared and the proposal of the Board of Directors on the use of the surplus on the balance sheet complies with the Finnish Cooperatives Act. The auditors are in favour of confirming the financial statements and the consolidated financial statements and granting indemnity to the members of the cooperative's Supervisory Board and Board of Directors and the CEO for the 2015 accounting period.

7 Confirming the income statement and balance sheet, as well as confirming the consolidated income statement and balance sheet

The Representative Council *confirmed* the financial statements of Metsäliitto Cooperative and the consolidated financial statements of Metsä Group for the 2015 accounting period (Appendix 5).

8 Using the surplus and confirming payment date

The Representative Council *accepted* the proposal of the Board of Directors on how to use the surplus on the balance sheet and *decided* that interest on members' capital will be paid, according to Clause 14 of the rules, as follows for the 2015 accounting period:

- 6.0% for regular participation shares (EUR 12,347,823.62)
- 5.5% for additional A participation shares (EUR 33,819,300.03)
- 3.0% for additional B participation shares (EUR 4,275,142.26)

or a total of EUR 50,442,265.91.

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8.1 Paying interest on members' capital

10 May 2015 was confirmed as the payment date of the interest on members' capital for members whose participation shares have been fully paid. In the case of other members, the interest on members' capital will be primarily used to pay their basic participation share and only secondarily be paid to the member.

9 Granting indemnity to the members of the Board of Directors, the members of the Supervisory Board and the CEO

The Representative Council *granted* indemnity to the members of the Metsäliitto Cooperative Board of Directors, the Metsäliitto Cooperative Supervisory Board and the CEO for the 2015 accounting period.

10 Fees of the representatives and compensating travel expenses

It was noted that the attendance fee for representatives, ratified by the meeting of the Representative Council on 7 May 2015, is EUR 700 per meeting.

The Representative Council *decided* that the attendance fee will remain the same, i.e. EUR 700 per meeting, until the 2017 ordinary meeting of the Representative Council.

Furthermore, the Representative Council decided that travel expenses and daily allowances are to be paid in accordance with the currently valid travel rules of Metsäliitto and the fee for meetings of district committees is EUR 350 per meeting.

11 Fees of the chairperson of the Supervisory Board, the vice chairperson of the Supervisory Board, members of the Supervisory Board and the auditor

Mr Arola presented the issue.

The Representative Council *approved* the fees for the members of the Supervisory Board until the 2017 ordinary meeting of the Representative Council as follows:

- | | |
|---|---------------------|
| - Chairperson of the Supervisory Board | EUR 3,900 per month |
| - Vice chairperson of the Supervisory Board | EUR 1,700 per month |
| - Attendance fee for members of the Supervisory Board | EUR 700 per meeting |

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Travel expenses and daily allowances *are to be paid* in accordance with the currently valid travel rules of Metsäliitto and the fee for meetings of district committees is EUR 350 per meeting.

It was *approved* that the auditor is to be paid for work done against an invoice.

12 Number of members in the Supervisory Board and their election

Mr Juha Jumppanen, SVP, Member Services, presented the number of the cooperative's members by region in relation to the seats in the Supervisory Board (Appendix 6). The meeting took note of the presentation.

30 was *ratified* as the number of members in the Supervisory Board. In addition, the Supervisory Board includes four (4) representatives of employees.

It was proposed at the meeting that the new member of the Supervisory Board to replace the outgoing member, Mr Mårten Malmström, would be Ms Kirsi Uotila. A vote was taken. Mr Malmström received 44 votes and Ms Uotila 8 votes.

The Representative Council *re-elected* the following outgoing members of the Supervisory Board:

Antti Jäärni
Petri Kuutti
Timo Kässi
Jari Laineenoja
Jukka Lappalainen
Jussi Linnaranta
Mårten Malmström
Antti-Jussi Mikkola
Mikko Tolonen
Jukka Vanhatalo

The term of the above-mentioned elected members of the Supervisory Board is until the end of the 2019 ordinary meeting of the Representative Council, unless otherwise determined by the age clause in the rules.

To replace Mr Jukka-Pekka Vapaniemi, who retired from the Supervisory Board, the Representative Council *elected* – for the remainder of the term – Mr Anders Wasström. Mr Wasström's term is until the end of the 2017 ordinary meeting of the Representative Council.

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13 Electing the auditor

KPMG Oy Ab, authorised public accountants, was *chosen* as the principal auditor for the 2016 accounting period. Ms Raija-Leena Hankonen, Authorised Public Accountant, was named as the auditor in charge.

14 Next meeting and closing the meeting

The next meeting of the Representative Council will be held on a date to be announced later.

When all business was concluded, the chairperson closed the meeting at 5:45 pm.

In witness thereof

Mats Nylund
ChairpersonMiika Arola
SecretaryJorma Hanhimäki
ExaminerMatti Hiekka
Examiner">
