

## **Draft Resolutions of the Extraordinary General Meeting of Skano Group AS to be held on the 6th of January 2015**

### **1. Changes in supervisory board**

Proposal of the supervisory board: to remove Heiti Riisberg, personal ID code 38003142759, from the position of a member of the supervisory board since the making of a decision of the general meeting in connection with submission of a request of resignation.

### **2. Approval of conditions of share options**

Proposal of the supervisory board: Pursuant to § 298 (2) and § 345 (1) of the Commercial Code to approve the conditions of share options of the members of the management board of Skano Group AS as follows:

2.1. Skano Group AS shall be entitled to issue up to 450 000 (four hundred and fifty thousand) share options until 31.03.2015. Every share option grants the entitled subject the right to buy 1 (one) share of Skano Group AS.

2.2. The members of the management board of Skano Group AS shall be the entitled subjects of the option. The maximum of 150 000 share options may be issued to one member of the management board of Skano Group AS. The specific division of share options to members of the management board shall be decided by the supervisory board of Skano Group AS taking into account the contribution of the members of the management board.

2.3. If the entitled subject wishes to acquire the share options appointed thereto, he or she shall enter into a written option agreement with Skano Group AS no later than on 31.03.2015. If the entitled subject does not enter into the option agreement within the specified term, he or she loses the right to acquire the share options appointed thereto.

2.4. Application of the conditions of the share option programme and the procedure for the sale of share options shall be provided for in the option agreement entered into between Skano Group AS and the entitled subject. The representative of Skano Group AS upon signing the option agreement shall be the member of the supervisory board Joakim Johan Helenius.

2.5. The entitled subject of a share option shall be entitled to use the issued option starting from the thirty-seventh calendar month after issue of the option. The entitled subject shall lose the right to use the share option if he or she leaves from the management board of Skano Group AS upon own initiative prior to the thirty-seventh calendar month after the issue of the option or if his or her board member contract is terminated upon the initiative of the supervisory board within 12 months after the issue of the option. The entitled subject shall have the right to use the share option to the extent of 1/3 if his or her board member contract is terminated within 13-24 months after the issue of the option and to the extent of

2/3 if his or her board member contract is terminated within 25-36 months after the issue of the option.

2.6. The entitled subject of a share option shall not have the right to transfer the share options issued thereto.

2.7. Up to 450 000 (four hundred and fifty thousand) shares of Skano Group AS shall be emitted to fulfil the conditions of the share option. The new emitted shares shall grant the shareholder the right to receive dividends in the financial year that the shares were emitted.

2.8. The strike price of one share option is 1.10 EUR (one euro and ten cents).

2.9. The final term of the share programme is 31.12.2018. The specific schedule of the share programme and the procedure for sale shall be determined by the supervisory board.

2.10. The pre-emptive right of shareholders to note new shares emitted to fulfil the conditions of the share option shall be precluded.