

DNA PLC ANNUAL GENERAL MEETING 2017

Proposals by the Board of Directors, and Shareholders' Nomination Committee's proposal concerning members and remuneration of the Board of Directors to the Annual General Meeting 2017



Appropriation of profit as shown on the balance sheet and resolution on the payment of dividends

The Board of Directors proposes to the Annual General Meeting that the profit for the financial year 2016, EUR 45 686 058.15 be added to retained earnings and that a dividend of EUR 0.55 per share be distributed.

According to the proposal, the dividend will be paid to shareholders registered in the company's shareholder register held by Euroclear Finland Ltd, on the dividend record date 24 March 2017. The dividend is proposed to be paid on 7 April 2017.

Helsinki, 31 January, 2017

DNA Plc
Board of Directors

Resolution on the remuneration of the auditor

The Board of Directors proposes to the Annual General Meeting that the auditor be reimbursed according to the auditor's invoice approved by the Company.

Helsinki, 31 January, 2017

DNA Plc
Board of Directors

Election of the auditor

The Board of Directors proposes to the Annual General Meeting that Authorized Public Accountants PricewaterhouseCoopers Oy be re-elected as the company's auditor for the financial year 2017.

PricewaterhouseCoopers Oy has notified that the principal auditor will be Authorized Public Accountant Mika Kaarisalo.

Helsinki, 31 January, 2017

DNA Plc
Board of Directors

Authorisation of the Board of Directors to decide on the repurchase of the company's own shares

The Board of Directors proposes to the Annual General Meeting that the Board be authorized to decide to repurchase or accept as pledge up to 2.500.000 own shares of the company using the company's unrestricted shareholders' equity. The repurchase can take place in one or several lots. The purchase price of the shares is the market price paid for the share at the time of the purchase in trading on a regulated market. Own shares may be repurchased through conventional derivatives, stock lending agreements or other agreements on capital markets, as permitted by law and regulations.

This authorisation grants the Board of Directors the right to decide on the repurchase of shares otherwise than in proportion to the shareholders' shareholdings (directed repurchase).

Own shares can be repurchased to implement acquisitions or other arrangements related to the company's business, to improve the company's capital structure, for the company's incentive schemes, for the payment of any share-based rewards to the Board members or to be otherwise held, disposed of or cancelled.

The authorisation will be effective until the end of the next Annual General Meeting. The authorisation cancels the previous authorisation granted by the Annual General Meeting of 31 March 2016 to the Board of Directors for the repurchase of own shares.

Helsinki, 31 January, 2017

DNA Plc
Board of Directors

Authorisation of the Board of Directors to decide on a share issue and on an issue of option rights and other special rights entitling to shares

The Board of Directors proposes to the Annual General Meeting that the Board be authorized to decide on a share issue and an issue of special rights entitling to shares as referred to in Chapter 10, Section 1, of the Companies Act.

Under the authorisation, the Board of Directors may issue up to 12,000,000 new shares or own shares held by the company in one or several lots. The proposed maximum number corresponds to approximately 9 per cent of all of the company's current shares.

The share issue may also occur as a directed issue in deviation from the shareholders' pre-emptive rights. The authorisation may be used to implement mergers and acquisitions, to develop the company's capital structure, for the company's incentive schemes, for the payment of any share-based rewards to the Board members and for other purposes determined by the Board. The Board of Directors is authorised to decide on all other terms and conditions of the share issue and the issue of special rights entitling to shares.

The authorisation will be effective until the end of the next Annual General Meeting. The authorisation cancels the authorisations granted to the Board of Directors by the Annual General Meeting of 31 March 2016 and the Extraordinary General Meeting of 25 October 2016 to decide on a share issue and an issue of special rights entitling to shares.

Helsinki, 31 January, 2017
DNA Plc
Board of Directors



DNA Shareholders' Nomination Committee's proposal concerning members and remuneration of the Board of Directors

Number of members on the Board of Directors

The Shareholders' Nomination Committee proposes to the Annual General Meeting of DNA Plc, to be held on 22 March 2017, that the Board of Directors has seven members. The term of office of the Board of Directors will continue until the end of the following Annual General Meeting.

Composition of the Board of Directors

The Shareholders' Nomination Committee proposes to the Annual General Meeting that, among current members of the Board Pertti Korhonen, Kirsi Sormunen, Anu Nissinen, Tero Ojanperä, Margus Schults and Jukka Ottela be reselected and Heikki Mäkijärvi be appointed as a new member of the Board of Directors. Current member Jarmo Leino has announced that he is unavailable as Board member. Each person proposed for nomination has given his or her consent for being nominated.

Heikki Mäkijärvi (b. 1959, Master of Science, Technology) has enjoyed a long career in international management positions in the telecommunications sector. In his career, he has specialised in business development and start-up investments in particular. He has for example worked for Deutsche Telekom, Accel Partners and Cisco. Heikki Mäkijärvi is independent from DNA Plc and its largest shareholders.

Further information about other proposed board members is available on the DNA website at www.dna.fi/board-of-directors.

The Nomination Committee also proposes that Pertti Korhonen continues as the Chairman of the Board of Directors.

Remuneration of the Board of Directors

The Shareholders' Nomination Committee proposes that the remuneration of the Board of Directors remain unchanged. The Nomination Committee proposes that the Chairman of the Board be paid annual remuneration of EUR 144,000 and the members EUR 48,000. The Nomination Committee also proposes that the Board be paid a meeting fee of EUR 1,050 per meeting. The fee for each Chairman of a permanent Committee is EUR 1,050 per meeting, and for each committee member, EUR 525 per meeting.

The Nomination Committee recommends that each member of the Board annually spend 40% of their annual remuneration, net of withholding tax, for the purchase of the company's shares until the value of their shareholding corresponds to the gross amount of the annual remuneration. The shares are purchased half-yearly on the stock market. All share purchase costs are paid by the company.

The decisions and guidelines of the tax administration apply to the remuneration of travel expenses.

Shareholders' Nomination Committee

The Nomination Committee consists of three members appointed by the shareholders. The members of the Nomination Committee are Esa Haavisto (Chairman, appointed by Finda Oy), Seppo Vikström (appointed by



PHP Holding Oy) and Esko Torstila (appointed by Ilmarinen Mutual Pension Insurance Company). In addition, the Chairman of the company's Board of Directors participates in committee work in the capacity of a specialist. The three shareholders entered in the company's shareholders' register maintained by Euroclear Finland Ltd, whose portion of the votes produced by all the shares in the company according to the shareholders' register are the greatest on 1 September each year, shall have the right to appoint members representing shareholders.

Further information:

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