

PROPOSALS OF THE BOARD OF DIRECTORS AND THE BOARD OF DIRECTORS' NOMINATION COMMITTEE TO THE ANNUAL GENERAL MEETING ON 2 APRIL 2012

Payment of dividend

The Board of Directors proposes to the General Meeting that a dividend of EUR 0.50 per share be paid for the financial year ended 31 December 2011. The dividend will be paid to shareholders who are registered on the record date for payment of dividend, i.e. on 4 April 2012, in the shareholders' register of the company held by Euroclear Finland Ltd. The Board of Directors proposes that the dividend be paid on 16 April 2012.

Remuneration of the members of the Board of Directors

The Board of Directors' Nomination Committee proposes to the General Meeting that the following remuneration be awarded to the members of the Board of Directors: EUR 10,000 per month for the Chairman and EUR 3,000 per month for each member, as well as an additional fee of EUR 500 for each meeting attended. In addition, the Nomination Committee proposes that the chairman of the Audit Committee be paid an attendance fee of EUR 1,000 and the members be paid an attendance fee of EUR 500 for each Audit Committee meeting. In addition to the above, it is proposed that travel expenses be reimbursed as invoiced.

Number of members of the Board of Directors and members of the Board of Directors

The Board of Directors' Nomination Committee proposes to the General Meeting that the number of members of the Board of Directors be six.

The Board of Directors' Nomination Committee proposes to the General Meeting that the current members of the Board of Directors, Berndt Brunow, Juhani Mäkinen, Mikael Mäkinen, Kristina Pentti-von Walzel and Heikki räty be re-elected to serve for the next term. From the current Board members, Teppo Taberman has not consented to be available for the election. The Committee proposes that Noora Forstén be elected to serve as new member of the Board. The person proposed has given her consent for the position. Information on the person proposed for Board membership is available on the company's website at www.lemminkainen.com.

Remuneration of the auditor

In accordance with the recommendation of the Audit Committee, the Board of Directors proposes to the General Meeting that the auditor's fees be paid as invoiced.

The auditor

In accordance with the recommendation of the Audit Committee, the Board of Directors proposes to the General Meeting that the Authorised Public Accounting firm PricewaterhouseCoopers Oy be re-elected as the company's auditor.

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

The Board of Directors proposes to the General Meeting that the General Meeting authorises the Board of Directors to resolve on the repurchase of the company's own shares, in one or several instalments, by using funds in the company's unrestricted shareholders' equity. The authorisation is proposed to cover a maximum of 1,000,000 own shares, subject to the

provisions of the Finnish Companies Act on the maximum amount of own shares in the possession of the company or its subsidiaries.

The Board of Directors may resolve to repurchase shares in another proportion than that of current shareholders. The shares shall be purchased in public trading at the prevailing market price. The purchases shall be carried out on NASDAQ OMX Helsinki Ltd. in accordance with its rules and regulations.

The authorisation includes also the right of the Board of Directors to resolve on all other terms and conditions of the repurchase of the shares. The authorisation is proposed to remain effective for a period of 18 months from the resolution of the General Meeting. The previous authorisation granted to the Board of Directors regarding repurchase of own shares shall expire simultaneously.

Sale of shares on joint book-entry account

The Board of Directors proposes to the General Meeting that the shares on a joint book-entry account, consisting of shares not transferred to the book-entry securities system, in total 10,685 shares, be sold for the account of their owners. The Board of Directors further proposes that the General Meeting authorises the Board of Directors to take all necessary measures required by the resolution.

In Helsinki, 9 February 2012

LEMMINKÄINEN CORPORATION

Board of Directors