

## **LEMMINKÄINEN CORPORATION, PROPOSALS OF THE BOARD OF DIRECTORS AND THE BOARD COMMITTEES TO THE ANNUAL GENERAL MEETING TO BE HELD ON 9 APRIL 2013**

### **Payment of dividend**

The Board of Directors proposes to the General Meeting that a dividend of EUR 0.60 per share shall be paid for the financial year ended on 31 December 2012. The dividend will be paid to a shareholder who is registered on the record date, i.e. on 12 April 2013, in the shareholders' register of the company held by Euroclear Finland Ltd. The Board of Directors proposes that the dividend be paid on 19 April 2013.

### **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 shall be paid an attendance fee of EUR 1,000 and the members of the Audit Committee shall be paid an attendance fee of EUR 500 for each Audit Committee meeting. Members residing abroad are proposed to be paid the attendance fee increased by EUR 1,000. In addition to the above, it is proposed that travel expenses are reimbursed as invoiced.

### **Number of members of the Board of Directors and members of the Board of Directors**

The Nomination Committee of the Board of Directors 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, Noora Forstén, Juhani Mäkinen, Kristina Pentti-von Walzel and Heikki Räty, be re-elected to serve for the next term. From the current Board members Mikael Mäkinen has not consented to be available for the election. The Committee proposes that Finn Johnsson be elected to serve as new member of the Board. Information on the persons proposed for Board membership is available on the company's website at [www.lemminkainen.com](http://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 LLC be 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 authorise the Board of Directors to resolve on the repurchase of the company's own shares, in one or several instalments, using the unrestricted shareholders' equity of the Company. The authorisation is proposed to cover a maximum of 1.000.000 own shares, however taking into account 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 also includes 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 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.

**Authorisation of the Board of Directors to resolve on a share issue and an issue of special rights**

The Board of Directors proposes to the Annual General Meeting that the General Meeting authorise the Board of Directors to resolve on a share issue and/or an issue of special rights entitling to shares referred to in Chapter 10, Section 1 of the Finnish Limited Liability Companies Act in one or several instalments, either against payment or without payment. The number of shares to be issued, including the shares to be received based on special rights, shall not exceed 3,900,000 shares. The proposed maximum number corresponds to approximately 20 per cent of all the current shares of the Company. The Board of Directors may resolve to issue either new shares or own shares possibly held by the Company.

The authorisation entitles the Board of Directors to resolve on all terms and conditions of the share issue and the issue of special rights entitling to shares, including the right to derogate from the pre-emptive right of the shareholders. The authorisation may be used for the financing or execution of any acquisitions or other business arrangements, to strengthen the balance sheet and financial position of the Company or for other purposes as determined by the Board of Directors. The authorisation is proposed to remain effective for period of 18 months from the resolution of General Meeting. The previous authorisation, granted to the Board of Directors by the Extraordinary General Meeting in 2009, regarding a share issue and an issue of special rights shall expire simultaneously.

**Amendment of the Articles of Association**

The Board of Directors proposes to the Annual General Meeting that the General Meeting resolve to amend section 9 of the Articles of Association.

It is proposed to amend section 9 in a way that the notice to the General Meeting be published on the Company's website. In addition to this, the Board of Directors could decide that the notice to the General Meeting be published in a newspaper.

The amended section 9 would read as follows:

The General Meeting is convened by publishing the notice to the meeting on the Company's website no earlier than three (3) months and no later than three (3) weeks prior to the General

Meeting and, however, always at least nine (9) days prior to the record date of the General Meeting. In addition, a summary of the notice may be published in one or more newspapers.

Helsinki, 27 February 2013

LEMMINKÄINEN CORPORATION

The Board of Directors