

## **Lemminkäinen Corporation, proposals of the Board of Directors and the Board Committees to the Annual General Meeting to be held on 28 March 2017**

### **Payment of dividend**

The Board resolved to propose to the Annual General Meeting that a EUR 0.66 dividend per share, i.e. EUR 15,325,134.00 in total, will be paid for the financial year ended on 31 December 2016.

### **Remuneration of the members of the Board of Directors**

The Board of Directors' Nomination Committee proposes to the General Meeting that the members of the Board of Directors are paid the following fixed annual fee for the term of office ending at the conclusion of the next Annual General Meeting:

- Chairman of the Board: EUR 120,000
- Vice Chairman of the Board and the Chairman of the Audit Committee: EUR 54,000
- Members: EUR 42,000

In addition, the Board members shall be paid an attendance fee of EUR 500 per Board meeting and the Audit Committee members shall be paid an attendance fee of EUR 500 per 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 Board of Directors' Nomination Committee proposes to the General Meeting that the number of members of the Board of Directors be eight.

The Board of Directors' Nomination Committee proposes to the General Meeting that the current members of the Board of Directors, Berndt Brunow, Noora Forstén, Finn Johnsson, Juhani Mäkinen, Kristina Pentti-von Walzel, Heppu Pentti and Heikki Räty, be re-elected to serve for the next term. The Board of Directors' Nomination Committee proposes that Harri-Pekka Kaukonen 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 and approved.

### **The auditor**

In accordance with the recommendation of the Audit Committee, the Board of Directors proposes to the General Meeting that the Authorised Public Accountants PricewaterhouseCoopers Oy 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 2,321,990 own shares, which corresponds to 10 per cent of all the current shares of the company, however taking into account the provisions of the Finnish Limited Liability 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 existing shareholdings of the shareholders. The shares shall be purchased in public trading at the prevailing market price. The purchases shall be carried out on Nasdaq 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 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.

**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 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 4,643,980 shares. The proposed maximum number corresponds to 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 a period of 18 months from the resolution of General Meeting. The previous authorisation regarding a share issue and an issue of special rights shall expire simultaneously.

Helsinki, 9 February 2017

LEMMINKÄINEN CORPORATION  
The Board of Directors