

PROPOSALS OF THE BOARD OF DIRECTORS AND THE NOMINATION COMMITTEE TO THE ANNUAL GENERAL MEETING OF CONSTI GROUP PLC TO BE HELD ON 2 APRIL 2019

Resolution on the use of the profit shown in the balance sheet and deciding on the payment of dividends

The distributable funds of Consti Group Plc on 31 December 2018 were EUR 49,737,721.73 including retained earnings of EUR 21,684,649.30. The Board of Directors proposes to the general meeting that no dividend shall be paid for the financial year 1 January – 31 December 2018.

Resolution on the remuneration of the members of the Board of Directors

The Board of Directors proposes, upon the proposal by the Nomination Committee, that the remunerations of the members of the Board of Directors remain unchanged and that the annual remuneration of the Board Members elected for the term of office lasting until the Annual General Meeting of 2020 is thus paid as follows: the Chairman of the Board of Directors is paid EUR 36,000 and members of the Board of Directors are each paid EUR 24,000. The travel expenses incurred from participating in the meetings of the Board of Directors are also compensated against an invoice. No separate remuneration is awarded for committee work.

Resolution on the number of members of the Board of Directors

The Nomination Committee proposes to the General Meeting that six (6) members be elected to the Board of Directors.

Election of members of the Board of Directors

The Nomination Committee proposes to the General Meeting that the following current Board Members be re-elected again for the following term of office: Tapio Hakakari, Antti Korkeela, Erkki Norvio, Petri Rignell and Pekka Salokangas and that Anne Westersund be elected as a new member to the Board of Directors. Current Board Member Niina Rajakoski has announced that she will not be available for re-election.

The Board Member candidates are introduced on Consti Group Plc's website at <https://investor.consti.fi>.

All of the proposed candidates are independent of the company and major shareholders in the company.

All nominated persons have given their consent to the position.

Resolution on the remuneration of the auditor

The Board of Directors proposes that the auditor be paid a remuneration according to a reasonable invoice approved by the company.

Election of auditor

The Board of Directors proposes that Authorised Public Accounting firm Ernst & Young Oy shall be elected as the Auditor of the Company for the following term of office. Ernst & Young Oy has informed that should it be elected as the Auditor of the Company, Mikko Ryttilähti, Authorised Public Accountant will act as the Responsible Auditor.

Authorising the Board of Directors to decide on the acquisition of the Company's own shares

The Board of Directors proposes that the General Meeting authorise the Board of Directors to decide on the acquisition of the Company's own shares in one or more tranches as follows:

The maximum number of own shares that may be purchased is 580,000 shares, corresponding to approximately seven (7) % of the aggregate number of shares in the company on the date of this notice. Based on the authorisation, own shares may be purchased using only the unrestricted shareholders' equity. Own shares may be acquired at a price formed on the date of purchase in public trading or at a price formed otherwise on the market. The acquisition of own shares may be made otherwise than in proportion to the share ownership of the shareholders (directed acquisition). Shares may be acquired e.g. for the purpose of the Company's share-based incentive systems. The Board of Directors proposes that this authorisation includes the right to decide on how own shares are acquired and on all other matters regarding the acquisition of shares.

The authorisation replaces the authorisation granted to the Board of Directors by the Annual General Meeting of 4 April 2018 regarding acquisition of own shares. The authorisation is proposed to be valid until the following Annual General Meeting, however not longer than until 30 June 2020.

Authorising the Board of Directors to decide on the issuance of shares and the transfer of special rights entitling to shares

The Board of Directors proposes that the Annual General Meeting authorise the Board of Directors to decide on the issuance of shares and on the transfer of special rights entitling to shares referred to in chapter 10, section 1 of the Limited Liability Companies Act, in one or more tranches, either against or without consideration. The number of shares to be issued, including shares transferred under special rights, may not exceed 780,000 shares. The Board of Directors may decide to issue either new shares or to transfer any treasury shares held by the Company.

The authorisation entitles the Board of Directors to decide on all terms of the share issue and transfer of special rights entitling to shares, including the right to deviate from the shareholders' pre-emptive right. This authorisation is used e.g. for the Company's share-based incentive systems or for other purposes as decided by the Board of Directors. The authorisation is proposed to include the Board of Directors' right to decide on all other matters related to the issuance of new shares and the transfer of special rights entitling to shares.

The authorisation replaces the authorisation granted to the Board of Directors by the Annual General Meeting of 4 April 2018 regarding the right to decide on the share issue and the transfer of special rights entitling to shares. The authorisation is proposed to be valid until the following Annual General Meeting, however not longer than until 30 June 2020.

Helsinki, on 1 March 2019

CONSTI GROUP PLC
Board of Directors