

Resolutions of the Annual General Meeting of Consti Group Plc on 6 April 2016

Adoption of the Financial Statements for the financial year 1 January – 31 December 2015 and booking of the result of the financial year

The Annual General Meeting of Shareholders of Consti Group Plc held on 6 April 2016 adopted the Financial Statements and discharged the Members of the Board of Directors and the CEO from liability for the financial year 1 January – 31 December 2015.

The Annual General Meeting resolved that dividend of EUR 0.39 per share for the financial year 2015 is paid. The dividend shall be paid to a shareholder who is registered in the Company's register of shareholders, maintained by Euroclear Finland Ltd, on the record date for payment, 8 April 2016. It was resolved that the dividend is paid on 15 April 2016.

The Board of Directors and the Auditor

The Annual General Meeting resolved that the Board of Directors consists of seven members. The current members of the Board of Directors, Tapio Hakakari, Antti Korkeela, Erkki Norvio, Janne Näränen, Niina Rajakoski, Petri Rignell and Pekka Salokangas were re-elected to the Board of Directors for the following term of office.

Authorised Public Accounting firm Ernst & Young Ltd was elected as the Auditor of the Company and Mikko Ryttilahti, Authorised Public Accountant, will act as the Principal Auditor.

It was resolved that the annual remuneration of the members of the Board of Directors is paid as follows: The Chairman of the Board of Directors is paid EUR 30,000 and members of the Board of Directors are each paid EUR 15,000. It was resolved that the travel expenses of the members of the Board of Directors arising from participation in the Board meetings are compensated according to invoice. It was resolved that the remuneration for the Auditor shall be paid according to the Auditor's reasonable invoice.

Authorisation of the Board of Directors to resolve on repurchase of own shares as well as on a share issue and an issue of special rights entitling to shares

The Board of Directors was authorised to resolve on the repurchase of a maximum of 471,000 shares in the Company in one or several tranches by using funds in the unrestricted shareholders' equity. The shares may be repurchased for the price formed at the moment of purchase on public trading or for the price otherwise formed on the markets. The own shares may be purchased by deviating from the shareholders' pre-emptive rights (directed repurchase). The shares may be repurchased in order to, for example, carry out the Company's share-based incentive plan. The Board of Directors is authorized to decide on how repurchase is carried out and on all other matters related to the repurchase of shares.

The authorization shall replace previous unused authorizations of the Board of Directors to resolve on the repurchase of the Company's shares. The authorization shall be valid until the closing of the next Annual General Meeting, however, no longer than until 30 June 2017.

The Board of Directors was authorised to resolve on the share issue and the issuance of special rights entitling to shares as referred to in Chapter 10 Section 1 of the Companies Act in one or several tranches, either against payment or without payment. The aggregate amount of shares to be issued, including the shares to be received based on special rights, shall not exceed 780,000 shares. The Board of the Directors may resolve to issue either new shares or to transfer treasury shares potentially held by the Company.

The Board of Directors is authorized to decide on all other matters related to the issuance of shares and special rights, including on a deviation from the shareholders' pre-emptive rights. The authorization is used,

for example, to carry out Company's share-based incentive plan or for other purposes resolved by the Board of Directors. The Board of Directors is authorized to decide on all other matters related to the issuance of shares and special rights entitling to shares.

The authorization replaces previous authorizations of the Board of Directors to resolve on the issuance of shares and issuance of other special rights entitling to shares. The authorization shall be valid until the closing of the next Annual General Meeting, however, no longer than until 30 June 2017.

The minutes of the General Meeting will be available on the website of Consti Group Plc at www.consti.fi as of 20 April 2016, at the latest.

CONSTI GROUP PLC