

PROPOSALS OF THE BOARD OF DIRECTORS TO THE ANNUAL GENERAL MEETING OF 4 APRIL 2017

1 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 2016 were EUR 53,689,223 including retained earnings of EUR 26,482,807. The Board of Directors proposes to the general meeting that a dividend of EUR 0.54 per share is paid for the financial year 1 January – 31 December 2016. 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, 6 April 2017. The Board of Directors proposes that the dividend be paid on 13 April 2017.

2 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 annual remuneration of the Board Members elected for the term of office lasting until the Annual General Meeting of 2018 is 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.

3 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.

4 ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS

The Nomination Committee proposes to the General Meeting that the current Board Members Tapio Hakari, Antti Korkeela, Erkki Norvio, Niina Rajakoski, Petri Rignell and Pekka Salokangas be re-elected for the following term of office. Current Board Member Janne Näränen has announced that he will not be available for re-election.

5 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.

6 ELECTION OF THE AUDITOR

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

7 AUTHORIZING 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 550,000 shares, corresponding to approximately 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 6 April 2016 regarding acquisition of own shares. The authorisation is valid until the following Annual General Meeting, however not longer than until 30 June 2018.

8 AUTHORIZING THE BOARD OF DIRECTORS TO DECIDE ON THE ISSUANCE OF SHARES AND 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 is proposed to be valid until the following Annual General Meeting, however not longer than until 30 June 2018.

The authorisation replaces the authorisation granted to the Board of Directors by the Annual General Meeting of 6 April 2016 regarding the right to decide on the share issue and the transfer of special rights entitling to shares.

Helsinki, on 16 February 2017

CONSTI YHTIÖT PLC
Board of Directors