

ANNUAL GENERAL MEETING OF CONSTI GROUP PLC ON 6 APRIL 2016 AT 1 P.M.

TIME: 6 April 2016 at 1 p.m.

PLACE: Scandic Park hotel, Explore conference room, Mannerheimintie 46, 00260 Helsinki

PRESENT: The shareholders listed in the register of votes confirmed at the Meeting (Appendix 1) were present or represented at the Meeting.

In addition, all members of the Board of Directors besides Janne Näränen were present at the Meeting. The CEO of the Company, Marko Holopainen, the principal auditor of the Company's auditor, Authorised Public Accountant Mikko Ryttilähti, other members of the Company's management and technical meeting staff were present at the Meeting.

1 OPENING OF THE MEETING

Tapio Hakakari, the Chairman of the Board, opened the Meeting.

2 CALLING THE MEETING TO ORDER

Juha Koponen, attorney, was elected as Chairman of the Meeting and he called Janni Hiltunen, senior associate, as secretary of the Meeting.

The Agenda for the Meeting was adopted (Appendix 2). The Chairman of the Meeting explained the procedures for discussing the matters on the Meeting agenda.

It was noted that the Meeting shall be held in Finnish.

3 ELECTION OF PERSONS TO SCRUTINIZE THE MINUTES AND TO SUPERVISE THE COUNTING OF VOTES

Esa Korkeela and Maria Lindqvist were elected as Scrutinizers of the Minutes and as Supervisors of Counting of the Votes.

4 RECORDING THE LEGALITY OF THE MEETING

It was noted that the Notice for the Meeting had been published on the Company's website and as a stock exchange release on 14 March 2016. Shareholders who wished to participate in the Meeting were required to register for the Meeting no later than on 29 March 2016.

It was noted that the Meeting was duly convened in accordance with the Company's articles of association and the Companies Act and, thus, the Meeting constituted a quorum.

The Notice to the Meeting and the Proposals for the Meeting were attached to the Minutes (Appendix 3 and Appendix 6).

5 RECORDING THE ATTENDANCE AT THE MEETING AND ADOPTION OF THE LIST OF VOTES

The register of attendance and votes at the beginning of the Meeting was presented and, based on the record, 32 shareholders were represented at the Meeting either in person or by a proxy representative or a power of attorney ([Appendix 1](#)).

At the beginning of the Meeting, 3,648,416 shares representing as many votes were represented at the Meeting.

It was noted that the Register of Votes shall be re-confirmed to represent the current attendance in case of a vote.

6 PRESENTATION OF THE FINANCIAL STATEMENTS, THE REPORT OF THE BOARD OF DIRECTORS AND THE AUDITOR'S REPORT FOR THE YEAR 2015

Marko Holopainen, the Company's CEO gave a presentation on the Company's activities during the year 2015 and answered questions from the shareholders.

The Company's Financial Statements and the Report of the Board of Directors for the financial year 1 January – 31 December 2015 were presented to the Meeting.

It was noted that the documents concerning the Company's audit had been available on the Company's website for the time period leading up to the Meeting as required by the Companies Act.

The Financial Statements and the associated documentation were attached to the Minutes ([Appendix 4](#)).

The Auditor's Report was presented and attached to the Minutes ([Appendix 5](#)).

7 ADOPTION OF THE FINANCIAL STATEMENTS

The Meeting adopted the Financial Statements and the Consolidated Financial Statements for the financial year 1 January – 31 December 2015.

8 RESOLUTION ON THE USE OF THE PROFIT SHOWN ON THE BALANCE SHEET AND THE PAYMENT OF DIVIDEND

It was noted that the Board of Directors has proposed to the Annual General Meeting that a dividend of EUR 0.39 per share be paid for the financial year 1 January – 31 December 2015. 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. The dividend shall be paid on 15 April 2016.

It was resolved to pay the dividend from the distributable funds of Consti Group Plc in accordance with the proposal of the Board of Directors.

9 RESOLUTION ON THE DISCHARGE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE CEO FROM LIABILITY

It was resolved to discharge of the members of the Board of Directors and the CEO from liability for the financial year 1 January – 31 December 2015.

10 RESOLUTION ON THE REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS

It was noted that the Board of Directors has proposed, upon the proposal by the Nomination and Remuneration Committee, that the remuneration of the members of the Board of Directors shall remain the same and, accordingly, the annual remuneration of the members of the Board of Directors elected for the term of office lasting until the Annual General Meeting of 2017 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. Further, the travel expenses of the members of the Board of Directors arising from participation in the Board meetings are compensated according to invoice. Work in the committees is not separately compensated.

It was resolved, in accordance with the proposal of the Board of Directors, that the annual remuneration of the members of the Board of Directors elected for the term of office lasting until the Annual General Meeting of 2017 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 further 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. Work in the committees is not separately compensated.

11 RESOLUTION ON THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS

It was noted that, pursuant to Company's articles of association, the Board of Directors consists of a minimum of three (3) and a maximum of nine (9) ordinary members.

It was noted that the Nomination and Remuneration Committee has proposed to the Meeting that seven (7) members be appointed to the Board of Directors.

It was resolved, in accordance with the proposal by the Nomination and Remuneration Committee, that seven (7) members shall be appointed to the Board of Directors.

12 ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS

It was noted that the Nomination and Remuneration Committee has proposed to the Meeting that Tapio Hakakari, Antti Korkeela, Erkki Norvio, Janne Näränen, Niina Rajakoski, Petri Rignell and Pekka Salokangas, all currently members of the Board of Directors, are re-elected to the Board of Directors for the following term of office.

It was noted that all nominated persons have given their consent to the position.

The Annual General Meeting resolved, in accordance with the proposal of the Nomination and Remuneration Committee, that Tapio Hakakari, Antti Korkeela, Erkki Norvio, Janne Näränen,

Niina Rajakoski, Petri Rignell and Pekka Salokangas, all currently members of the Board of Directors, are re-elected to the Board of Directors for the following term of office ending at the closing of the next Annual General Meeting following the election.

13 ELECTION OF THE AUDITOR

It was noted that the Board of Directors has proposed that Authorized Public Accounting firm Ernst & Young Ltd is elected as the Auditor of the Company for the following term of office. Ernst & Young Ltd has informed that Mikko Ryttilähti, Authorized Public Accountant, will act as the Principal Auditor should it be elected as the Auditor of the Company.

It was noted that the nominated auditor has given his consent to the position.

It was resolved, in accordance with the proposal by the Board of Directors, that Authorized Public Accounting firm Ernst & Young Ltd is elected as the Auditor of the Company for the following term of office ending at the closing of the next Annual General Meeting following the election. Mikko Ryttilähti, Authorized Public Accountant, will act as the Principal Auditor. Remuneration for the Auditor shall be paid according to the Auditor's reasonable invoice.

14 AUTHORISATION TO THE BOARD OF DIRECTORS TO DECIDE ON THE REPURCHASE OF OWN SHARES

It was noted that the Board of Directors has proposed to the General Meeting, that the Board of Directors is authorized to resolve on the repurchase of own shares in the Company in a manner as presented in the Notice for the Meeting.

It was resolved in accordance with the proposal of the Board of Directors that Board of Directors is authorized to resolve on the repurchase of own shares in the Company, in one or several tranches, as follows.

The number of repurchased shares shall not exceed 471 000 shares, which amount corresponds to approximately 6 per cent of the aggregate amount of the Company's shares on the date of the Notice for the Meeting. By virtue of the authorization, the repurchase of the shares may be conducted by using funds in the unrestricted shareholders' equity, only. The Company's own 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 the 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.

15 AUTHORIZATION OF THE BOARD OF DIRECTORS TO RESOLVE ON A SHARE ISSUE AND AN ISSUE OF SPECIAL RIGHTS ENTITLING TO SHARES

It was noted that the Board of Directors has proposed to the General Meeting that the Board of Directors is authorized to resolve on the issuance of shares and the issuance of special rights entitling to shares as referred to in Chapter 10 Section 1 of the Companies Act in the manner presented in the Notice for the Meeting.

It was resolved, in accordance with the proposal of the Board of Directors, that the Board of Directors is authorized to resolve on the issuance of shares 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.

16 CLOSING OF THE MEETING

It was recorded that all resolutions made at the Annual General Meeting were supported by all voting shareholders present at the Meeting.

The Chairman of the Meeting noted that all matters on the agenda had been discussed and that the Minutes will be available on the Company's website on 20 April 2016, at the latest.

The Chairman of the Meeting closed the Meeting at 1.45 p.m.

Chairman of the Annual General Meeting:

Name: _____
Position: Juha Koponen
Attorney

In fidem

Name: _____
Position: Janni Hiltunen
Senior Associate

The Minutes scrutinized and approved:

Name: _____
Position: Esa Korkeela
CFO

Name: _____
Position: Maria Lindqvist
Head of Marketing and Communications

Appendices

Appendix 1	Register of votes
Appendix 2	Agenda for the Meeting
Appendix 3	Notice for the Meeting
Appendix 4	Financial Statements and the associated documentation
Appendix 5	Auditor's Report
Appendix 6	Proposals for the Meeting