

## **NOTICE TO THE ANNUAL GENERAL MEETING OF CONSTI YHTIÖT PLC**

The shareholders of Consti Group Oyj are hereby invited to the Annual General Meeting to be held on Wednesday **6 April 2016** at 1.00 p.m. conference room Explore of Hotel Scandic Park, address Mannerheimintie 46, FI-00260 Helsinki, Finland.

### **A. MATTERS ON THE AGENDA OF THE GENERAL MEETING**

**The following matters shall be considered at the General Meeting:**

1. Opening of the meeting
2. Calling the meeting to order
3. Election of persons to scrutinise the minutes and to supervise the counting of votes
4. Recording the legality of the meeting
5. Recording the attendance at the meeting and adoption of the list of votes
6. Presentation of the Financial Statements, the report of the Board of Directors and the auditor's report for the year 2015
  - Review by the CEO.
7. Adoption of the Financial Statements
8. Resolution on the use of the profit shown in the balance sheet and deciding on the payment of dividends

The Board of Directors proposes to the general meeting that a dividend of EUR 0.39 per share is 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 Board of Directors proposes that the dividend be paid on 15 April 2016.

9. Resolution on the discharge of the members of the Board of Directors and the CEO from liability
10. 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 2017 is thus 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. 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.

11. Resolution on the number of members of the Board of Directors

The Nomination Committee proposes to the General Meeting that seven (7) members be elected to the Board of Directors.

12. Election of members of the Board of Directors

The Nomination Committee proposes to the General Meeting that the current Board Members Tapio Hakakari, Antti Korkeela, Erkki Norvio, Janne Näränen, Niina Rajakoski, Petri Rignell and Pekka Salokangas be re-elected for the following term of office.

The Board Member candidates are introduced on Consti Group Plc's website at [www.investor.consti.fi](http://www.investor.consti.fi).

Of the proposed candidates, the following are independent of the company: Tapio Hakakari, Erkki Norvio, Janne Näränen, Niina Rajakoski, Petri Rignell and Pekka Salokangas. The following are independent of the major shareholders in the company: Tapio Hakakari, Antti Korkeela, Niina Rajakoski, Petri Rignell and Pekka Salokangas.

All nominated persons have given their consent to the position.

### 13. Election of auditor

The Board of Directors proposes, upon the proposal of the Audit Committee, 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.

### 14. 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 471 000 shares, corresponding to approximately 6% 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 cancels any previous unused authorisations for the acquisition of own shares. The authorisation is valid until the following Annual General Meeting, however not longer than until 30 June 2017.

### 15. 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 is proposed to be valid until the following Annual General Meeting, however not longer than until 30 June 2017.

The authorisation replaces the authorisation granted to the Board of Directors by the Annual General Meeting of 11 March 2015 regarding the right to decide on the share issue and the transfer of special rights entitling to shares.

## 16. Closing of the Meeting

### **B. DOCUMENTS OF THE GENERAL MEETING**

The proposal for the General Meeting's resolution on the distribution of profit as well and the other proposals on the matters on the agenda of the General Meeting as well as this notice are available on Consti Group Plc's website at [www.investor.consti.fi](http://www.investor.consti.fi). The financial statements, annual report and auditor's report will be available on the same website by 16 March 2016, at the latest. The proposals and other documents referred to above are available also at the meeting, and copies of them and this notice will be sent to shareholders upon request.

The minutes of the General Meeting will be available on the above-mentioned website on 20 April 2016, at the latest.

### **C. INSTRUCTIONS FOR THE PARTICIPANTS TO THE GENERAL MEETING**

#### **1. Shareholders registered in the shareholders' register**

The right to attend to the Shareholders' Meeting is restricted to those shareholders who, on **23 March 2016** (record date of the General Meeting), are recorded as shareholders in the company's shareholders' register held by Euroclear Finland Ltd. Shareholders whose shares are registered on their personal Finnish book-entry account are registered in the shareholders' register of the company.

Changes that take place in shareholdings after the record date set for the Shareholders' Meeting will not affect shareholders' right to attend the Shareholders' Meeting or exercise their voting rights.

Shareholders wishing to attend the General Meeting shall give prior notice of their attendance to the company by 29 March 2016 at 4.00 p.m. Such notice can be given:

- a) on Consti Group Plc's website: [www.consti.fi](http://www.consti.fi)
- b) by email to [IR\(at\)consti.fi](mailto:IR(at)consti.fi);
- c) by telephone on +358 10 288 6440 from Monday to Friday between 9.00 a.m. and 4.00 p.m.; or
- d) by regular mail to Consti Yhtiöt Plc, "Annual General Meeting", Hopeatie 2, 00440 Helsinki.

Personal data given to Consti Group Plc is used only in connection with the General Meeting and with the processing of related registrations.

Shareholders and their representatives or proxies shall be able to prove their identity and/or right to represent the shareholder upon request at the meeting.

#### **2. Holders of a nominee registered shares**

Holders of nominee registered shares have the right to participate in the General Meeting by virtue of such shares based on which he/she on 23 March 2013 (record date of the General Meeting) would be entitled to be registered in the shareholders' register of the company held by Euroclear Finland Ltd. In addition, the right to participate in the General Meeting requires that the shareholder on the basis of such shares has been registered into the temporary shareholders' register held by Euroclear Finland Ltd at the latest by 29 March 2016 at 4.00 p.m. As regards nominee registered shares, this constitutes due registration for the General Meeting.

Holders of nominee registered shares are advised to request in good time necessary instructions regarding the temporary registration in the shareholders' register of the company, the issuing of proxy documents and registration for the General Meeting from their custodian bank. The account operator of the custodian bank shall register the holder of nominee registered shares who wishes to participate in the General Meeting to be temporarily entered into the shareholders' register of the company at the latest by the time stated above.

### 3. Proxy representative and powers of attorney

Shareholders may participate in the General Meeting and exercise their rights at the meeting by way of proxy representation.

Proxy representatives shall produce a dated power of attorney or otherwise prove in a reliable manner their right to represent the shareholder at the General Meeting. When shareholders participate in the General Meeting by means of several proxy representatives representing the shareholder with shares at different securities accounts, the shares represented by each proxy representative shall be identified in connection with the registration for the General Meeting.

Possible proxy documents are requested to be delivered in originals to Consti Group Plc, Hopeatie 2, 00440 Helsinki, Finland, before the last date for registration.

### 5. Other instructions and information

Pursuant to Chapter 5, section 25 of the Limited Liability Companies Act, a shareholder who is present at the General Meeting has the right to request information with respect to the matters to be considered at the meeting.

On the date of this notice 14 March 2016, Consti Yhtiöt Plc has a total of 7,858,267 shares entitling to an equal number of votes.

#### CONSTI GROUP PLC

Board of Directors

#### ADDITIONAL INFORMATION

Marko Holopainen, CEO, Consti Group Plc, Tel. +358 400 458 158  
Esa Korkeela, CFO, Consti Group Plc, Tel. +358 40 730 8568

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*Consti is a leading Finnish company concentrating on renovation and technical services. Consti offers comprehensive building technology, pipeline renovation, renovation contracting, façade renovation and other demanding construction and maintenance services for residential and commercial buildings. In 2015, Consti Group's net sales amounted to 256 million euro. It employs about 900 professionals in renovation construction and building technology.*

*Consti Group Plc is listed on Nasdaq Helsinki. The trading code is CONSTI. [www.consti.fi](http://www.consti.fi)*