

Nurminen Logistics Plc (the “Company”)

BOARD’S PROPOSALS TO THE EXTRAORDINARY GENERAL MEETING 2017

Authorizing the Board of Directors to decide on the issuance of shares as well as the issuance of options and other special rights entitling to shares

The Board of Directors proposes to the Extraordinary General Meeting that the Extraordinary General Meeting authorizes the Board to resolve on issuance of shares and/or special rights entitling to shares pursuant to Chapter 10, Section 1 of the Finnish Companies Act.

Based on the aforesaid authorization, the Board of Directors would be entitled to issue or assign, either by one or several resolutions, shares and/or special rights up to a maximum equivalent of 5,330,000 new shares so that aforesaid shares and/or special rights could be used, e.g., for the financing of company and business acquisitions or for other business arrangements and investments, for diversifying the shareholder base, financing arrangement, paying of remuneration of the Board members and/or for the creating incentives for, or encouraging commitment in, personnel.

The authorization would give the Board the right to resolve on share issue with or without consideration. The authorization for resolving on a share issue without consideration would also include the right to resolve on the issuance of the shares to the company itself, so that the authorization may be used in such a way that in total no more than one tenth (1/10) of all shares in the company may from time to time be in the possession of the company and its subsidiaries.

It is proposed that the authorization includes the right whereby the Board of Directors would be entitled to resolve on all the terms and conditions of the issue of shares and special rights entitling to the shares. Furthermore, the Board of Directors would be entitled to resolve, in all respects, on share issues, option rights and other special rights the same way as the General Meeting could resolve on the aforesaid matters. The authorization would also include right to resolve on directed issues of shares and/or special rights.

The authorization could be used for the issuance of the convertible equity hybrid bond (the “Convertible Hybrid Bond”), announced on 26 June 2017, for which the Company and Ilmarinen Mutual Pension Company (“Ilmarinen”) have agreed that Ilmarinen fully subscribes the Convertible Hybrid Bond by setting off the Company’s payment obligations to Ilmarinen pertaining to the repurchase of certain real estate properties for the amount of EUR 1,500,000.00. The Convertible Hybrid Bond may be converted to the shares in the Company in accordance with the terms and conditions of the Convertible Hybrid Bond.

It is proposed that the authorization be effective until 17 July 2022 and it shall not revoke the authorization granted to the Board by the Annual General Meeting held on 21 April 2017, which is effective until 30 April 2018 and pursuant to which a maximum of 30,000,000 new shares in the Company may be issued.

Helsinki, 26 June 2017

Nurminen Logistics Plc
Board of Directors