

**BOARD'S PROPOSALS TO THE ANNUAL GENERAL MEETING 2014**

**1. Resolution on the use of the profit shown on the balance sheet and payment of dividend**

The Board of Directors proposes to the Annual General Meeting that no dividend shall be paid for the financial year 1 January - 31 December 2013.

**2. Resolution on the remuneration of the Auditor and election of Auditor**

The Board of Directors proposes to the General Meeting that KPMG Oy Ab be re-elected as the auditor for the company for the term ending at the close of the Annual General Meeting 2015. KPMG Oy Ab has announced that Lasse Holopainen, APA, would act as the principal auditor. The Board of Directors proposes to the General Meeting that the elected auditor shall be reimbursed in accordance with the auditor's invoice accepted by the company.

**3. Authorising the Board of Directors to decide on the acquisition of the company's own shares**

The Board of Directors proposes to the General Meeting that the General Meeting authorises the Board to decide on the acquisition of a maximum of 100,000 of the company's own shares. The authorisation would be used for the paying of remuneration of the members of the Board of Directors. The own shares may be acquired pursuant to the authorisation only by using unrestricted equity. The price payable for the shares shall be based on the price of the company's shares in public trading at the time of the acquisition. The own shares may be acquired in deviation from the proportional shareholdings of the shareholders (directed repurchase). It's proposed that the authorisation includes the right whereby the Board of Directors would be authorised to decide on all other matters related to the acquisition of own shares.

It is proposed that the authorisation shall remain in force until 30 April 2015.

**4. Authorising 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 General Meeting that the General Meeting authorises the Board to decide 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 authorisation the Board of Directors would be entitled to release or assign, either by one or several resolutions, shares and/or special rights up to a maximum equivalent of 20,000,000 new shares so that aforesaid shares and/or special rights could be used, e.g., for the financing of company and business acquisitions corporate and business trading or for other business arrangements and investments, for the expansion of owner structure, paying of remuneration of the Board members and/or for the creating incentives for, or encouraging commitment in, personnel.

The authorisation would give the Board the right to decide on share issue with or without payment. The authorisation for deciding on a share issue without payment would also include the right to decide on the issue for the company itself, so that the authorisation 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's proposed that the authorisation includes the right whereby the Board of Directors would be entitled to decide of all other issues of shares and special rights. Furthermore, the Board of Directors would be entitled to decide on share issues, option rights and other special rights, in every way, as the same as General Meeting could decide. The authorisation would also include right to decide on directed issues of shares and/or special rights.

It is proposed that the authorisation shall remain in force until 30 April 2015.

Helsinki, 18 March 2014

Nurminen Logistics Plc  
Board of Directors