

BOARD'S PROPOSALS TO THE ANNUAL GENERAL MEETING 2018**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 2017.

2. Resolution on the remuneration of the Auditor

The Board of Directors proposes to the General Meeting that the remuneration of the auditor to be elected shall be paid as per an invoice accepted by the company.

3. Election of Auditor

The Board of Directors proposes to the General Meeting that Ernst & Young Oy be elected as the auditor for the company for the term ending at the close of the Annual General Meeting 2019. Ernst & Young Oy has notified that Antti Suominen, Authorised Public Accountant, would act as the principal auditor.

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 as referred to in Chapter 10, Section 1 of the Finnish Companies Act.

Based on the aforesaid authorisation, 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 20,000,000 new shares so that aforesaid shares and/or special rights could be used, e.g., for financing of company and business acquisitions or for financing of other business arrangements and investments, for the expansion of ownership structure, paying of remuneration of the Board members and/or for the creating incentives for, or encouraging commitment in, personnel.

The authorisation would entitle the Board 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 share 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 is proposed that the authorisation includes the Board of Director's right to decide on all other terms and conditions of the share issues and the issuances of special rights. The authorisation would entitle the Board of Directors to decide on share issues, issuances of option rights and other special rights entitling to shares in every way to the same extent as could be decided by the General Meeting, including the Board of Director's right to decide on directed share issues and/or issuance of special rights. In case of issuances of shares and/or special rights entitling to shares in deviation of the pre-emptive rights of shareholders and in issuance of shares without payment, the subscription price per share shall not be lower than the volume weighted average price of the company's share during the three months period preceding the decision of the Board of Directors. However, this restriction regarding the subscription price is not applied in case the Board of Directors decides on the directed share issue or share issue without payment or directed issuance of special rights entitling to shares relating to paying of remuneration of the Board members and/or creating incentives for, or encouraging commitment in, personnel.

It is proposed that the authorisation be valid until 30 April 2019 and the proposed authorisation does not revoke the authorisation granted to the Board of Directors by the Extraordinary General Meeting on 17 July 2017 on the issuance of shares as well as the issuance of options and other special rights entitling to shares.

Helsinki, 19 March 2018

Nurminen Logistics Plc
Board of Directors