

BOARD'S PROPOSALS TO THE ANNUAL GENERAL MEETING 2019**1. Resolution on the use of the profit shown on the balance sheet and distribution of funds**

The Board of Directors proposes to the Annual General Meeting that no dividend shall be paid for the financial year 1 January - 31 December 2018.

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 approved by the company.

3. Election of the 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 2020. 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 of Directors to decide on an 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 transfer, 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 the 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 of Directors to decide on the share issuance with or without payment. The authorisation for deciding on a share issuance without payment would also include the right to decide on the share issuance 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 issuances and the issuances of special rights. The authorisation would entitle the Board of Directors to decide on share issuances, 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 issuances and/or issuance of special rights.

It is proposed that the authorisation be valid until 30 April 2020 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.

In Helsinki, 21 March 2019

NURMINEN LOGISTICS PLC
Board of Directors