

BOARD'S PROPOSALS TO THE ANNUAL GENERAL MEETING 2013

1. Resolution on the use of the profit shown on the balance sheet, proposal by the Board of Directors on the repayment of equity from the reserves for invested unrestricted equity

The Board of Directors proposes to the General Meeting that EUR 0.08 per share is distributed from the reserves for invested unrestricted equity as repayment of equity on the basis of the adopted balance sheet in respect of the financial year ending on 31 December 2012. The repayment of equity would be paid to shareholders registered in the company's shareholders' register held by Euroclear Finland Ltd on the record date 18 April 2012. The Board of Directors proposes that the payment date is 31 May 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 2014. 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. Proposal by the Board of Directors to amend Article 2 of the Articles of Association

The Board of Directors proposes to the General Meeting that Article 2 of the current Articles of Association would be amended as follows:

The following sentences shall be added: "In its capacity as the parent company, the company can attend to the administration, human resources management, financing, finances, information management, legal affairs and communications as well as other joint services and tasks of the Group. The company may engage in operations itself and through subsidiaries and associated companies and joint ventures."

After the amendment, Article 2 of the Articles of Association would read as follows:

"§2 The company's business area is to produce and provide logistics and forwarding services, engage in transport and in financing activities and other activities related to the above in Finland and abroad. With respect to the forwarding business the company may grant guarantees to parties levying customs duties, taxes and other public fees. To conduct its activities, the company may own and possess properties, hold shares in companies that support and complement its activities and engage in leasing of office and warehouse premises. In addition, the company may acquire, own and sell securities. In its capacity as the parent company, the company can attend to the administration, human resources management, financing, finances, information management, legal affairs and communications as well as other joint services and tasks of the Group. The company may engage in operations itself and through subsidiaries and associated companies and joint ventures."

4. 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 50,000 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 2014.

5. 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 2014.

Helsinki, 25 March 2013

Nurminen Logistics Plc
Board of Directors