

NURMINEN LOGISTICS PLC

## TERMS AND CONDITIONS FOR PERSONNEL SHARE ISSUE 2014

### The Board of Directors' Decision on Personnel Share Issue

Based on the authorization given by the Annual General Meeting of Shareholders of Nurminen Logistics Plc ("the Company") on 15 April 2013, the Board of Directors of the Company ("the Board of Directors") has on 13 January 2014 and on 9 March 2014 decided on a share issue in which the Company shall offer, in deviation from the shareholders' pre-emptive subscription rights, a maximum total of 200,000 new shares in the Company for subscription to the personnel of the Company and its subsidiaries ("the Group"), in accordance with the following terms and conditions ("the Share Issue"). The purpose of the Share Issue is to encourage the personnel to acquire and own the Company's shares. The Board of Directors sees that the directed Share Issue is in the best interests of the Company and that there is a weighty financial reason for the Company for the deviation from the shareholders' pre-emptive subscription rights.

### Subscription Right

A maximum total of 200,000 new shares shall be offered for subscription in the Share Issue. The Group personnel shall have subscription rights in the Share Issue, to the extent decided by the Board of Directors. The subscription rights shall not be registered on book-entry accounts, and they shall not be transferrable to third parties. Each person entitled to subscription shall be allowed to make only one subscription in the Share Issue.

The minimum subscription is 100 shares.

The Board of Directors shall decide who has the right to subscribe for any shares that were potentially not subscribed in the Share Issue. The Board of Directors shall decide on the procedure in the event of oversubscription.

### Subscription Period

The subscription period for new shares shall begin on 10 March 2014 and end on 20 March 2014. The subscription shall be made during the subscription period by returning the subscription form to the subscription place, in accordance with more detailed instructions given by the Company. The subscription place shall be the headquarters of the Company, Satamakaari 24, FI-00980 Helsinki, Finland.

### Subscription Price

The share subscription price is EUR 1.41 per share. The share subscription price is based on the trade volume weighted average quotation of the Company's share on NASDAQ OMX Helsinki Ltd between 1 February 2014

#### Nurminen Logistics Plc

Head office  
Satamakaari 24  
FI-00980 Helsinki, Finland

Tel +358 10 545 00  
Fax +358 10 545 2000  
info@nurminenlogistics.com  
www.nurminenlogistics.com

Business ID FI 0109707-8  
Domicile Helsinki

and 28 February 2014 and on a discount of 10 per cent calculated from such price. The subscription price shall be credited to the reserve for the Company's invested unrestricted equity.

### **Approval and Payment of Subscriptions**

The Board of Directors shall decide on the approval of subscriptions and on the amount of the Share Issue after the close of the Subscription Period. Subscribers shall be informed of the approval of subscriptions in writing. The notice shall be sent by e-mail if the e-mail address is stated in the subscription form.

The Board of Directors may approve a subscription as such, reduce the size of the subscription or reject the subscription outright. The Board of Directors intends to approve the subscriptions so that instead of big individual subscriptions, small subscriptions shall primarily be favored.

Approved subscriptions must be paid no later than 11 April 2014 in accordance with the instructions provided together with the notice of approval. The Board of Directors shall have the right to reject any subscription made, partly or in its entirety, and to reallocate the subscribed shares, unless the subscription price has been paid in accordance with these terms and conditions and with the given instructions.

### **Shareholder Rights**

The new shares shall produce a right to dividends and other shareholder rights after the shares have been fully paid and entered into the Trade Register.

The new shares shall produce the same rights as the Company's other shares from the time of their registration onwards. Each new share shall give entitlement to one vote in the General Meeting of Shareholders of the Company.

### **Registration of New Shares on Book-Entry Accounts**

The new shares subscribed in the Share Issue shall be issued as book-entry units in the book-entry securities system kept by Euroclear Finland Ltd. The new shares shall be registered on the subscriber's personal book-entry account after they have been fully paid and entered into the Trade Register. The shares shall be applied for public trading on NASDAQ OMX Helsinki Ltd.

The Company's shares' trading code is NLG1V and ISIN code is FI0009900187.

### **Governing Law and Settlement of Disputes**

This Share Issue shall be governed by Finnish law. Any disputes arising in respect of the Share Issue shall be resolved in a competent court in Finland.

### **Other Matters**

The documents referred to in Chapter 5 Section 21 of the Finnish Limited Liability Companies Act shall be available at the Company's headquarters.

The Board of Directors shall decide upon other matters related to the issue of the new shares and to the Share Issue and for practical measures arising thereof.