

## NOTICE TO NURMINEN LOGISTICS PLC'S ANNUAL GENERAL MEETING

Notice is given to the shareholders of Nurminen Logistics Plc to the Annual General Meeting to be held on Wednesday, 11 April 2018 at 1:00 p.m. at the address Pasilankatu 2, 00240 Helsinki, Finland. The reception of persons who have registered for the meeting and the distribution of voting tickets will commence at 12:30 p.m.

At the Annual General Meeting, the following matters will be considered:

- 1. Opening of the meeting**
- 2. Calling the meeting to order**
- 3. Election of persons to scrutinize the minutes and to supervise the counting of votes**
- 4. Recording the legality of the meeting**
- 5. Recording the attendance at the meeting and adoption of the list of votes**
- 6. Presentation of the Annual Accounts, including the consolidated Annual Accounts, the report of the Board of Directors and the Auditor's report for the year 2017**

Review by the Chief Executive Officer.

- 7. Adoption of the Annual Accounts including the Consolidated Annual Accounts**
- 8. 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.

- 9. Resolution on the discharge of the members of the Board of Directors and the CEO from liability**
- 10. Resolution on the remuneration of the members of the Board of Directors**

Shareholders of Nurminen Logistics Plc, who represent in total approximately 80.2% of the voting rights of the company's shares, propose to the General Meeting that the remuneration of the members of the Board of Directors elected at the Annual General Meeting for the term ending at the close of the Annual General Meeting in 2019 will be paid as follows: annual remuneration of EUR 40,000 for the Chairman and EUR 20,000 for the other members. In addition, a meeting fee of EUR 1,000 per meeting for the Board and Board Committee meetings shall be paid for each member of the Board living in Finland and EUR 1,500 per meeting for a member of the Board living outside Finland. The same shareholders propose that 50% of the annual remuneration will be paid in Nurminen Logistics Plc's shares and the rest in cash. A member of the Board of Directors may not dispose shares received as annual remuneration before a period of three years has elapsed from receiving shares. The same shareholders also propose that the Chairman of the Board will be paid, in addition, remuneration of EUR 7,500 per month as well as car benefit with a maximum value of EUR 1,600 per month and telephone benefit.

- 11. Resolution on the number of members of the Board of Directors**

Shareholders of Nurminen Logistics Plc, who represent in total of approximately 80.2% of the voting rights of the company's shares, propose to the General Meeting that the number of Board members shall be six.

- 12. Election of members of the Board of Directors**

Shareholders of Nurminen Logistics Plc, who represent in total of approximately 80.2% of the voting rights of the company's shares, propose to the General Meeting that Olli Pohjanvirta, Juha Nurminen, Jukka

Nurminen and Alexey Grom of the current members are re-elected and Irmeli Rytönen and Kari Savolainen are elected as new members, for the term ending at the close of the Annual General Meeting in 2019.

### **13. 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.

### **14. 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 2019. Ernst & Young Oy has notified that Antti Suominen, Authorised Public Accountant, would act as the principal auditor.

### **15. 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.

### **16. Closing of the meeting**

## **DOCUMENTS OF THE ANNUAL GENERAL MEETING**

The proposals of the shareholders and Board of Directors relating to the agenda of the Annual General Meeting, as well as this notice are available on Nurminen Logistics Plc's website at [www.nurminenlogistics.com](http://www.nurminenlogistics.com). The company's Financial Statements, the report of the Board of Directors and

the Auditor's report are available on the above-mentioned website. The proposals of the Board of Directors and the Financial Statements are also available at the General Meeting. Copies of these documents and of this notice will be sent to shareholders upon request. The minutes of the meeting will be available on the above-mentioned website as no later than Wednesday, 25 April 2018.

## **INSTRUCTIONS FOR THE PARTICIPANTS IN THE GENERAL MEETING**

### **The right to participate and registration**

Each shareholder, who is registered on 28 March 2018 in the shareholders' register of the company held by Euroclear Finland Ltd, has the right to participate in the General Meeting. A shareholder, whose shares are registered on his/her personal Finnish book-entry account, is registered in the shareholders' register of the company.

A shareholder, who wants to participate in the General Meeting, shall register for the meeting no later than 6 April 2018 at 10:00 a.m. by giving a prior notice of participation. The notice must arrive at the company by the above mentioned deadline.

Such notice can be given:

- a) by e-mail: [yhtiokokous@nurminenlogistics.com](mailto:yhtiokokous@nurminenlogistics.com)
- b) by telephone: +358 10 545 2132 (on working days from 9:00 a.m. to 4:00 p.m.)
- c) by regular mail to Nurminen Logistics Plc, Annual General Meeting, Satamakaari 24, FI-00980 Helsinki, Finland.

In connection with the registration, a shareholder shall notify his/her name, personal identification number or business identity code, address, telephone number and the name and personal identification number of a possible assistant, proxy representative or legal representative. The personal data given to Nurminen Logistics Plc is used only in connection with the General Meeting and with the processing of related registrations.

### **Proxy representative and powers of attorney**

A shareholder may participate in the General Meeting and exercise his/her rights at the meeting by way of proxy representation.

A proxy representative shall produce a dated proxy document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder at the General Meeting. When a shareholder participates in the General Meeting by means of several proxy representatives representing the shareholder with shares at different securities accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the General Meeting.

Possible proxy documents should be delivered in originals to Nurminen Logistics Plc, AGM, Satamakaari 24, FI-00980 Helsinki, Finland, before the last date for registration.

### **Holders of nominee registered shares**

A holder of nominee registered shares has the right to participate in the General Meeting by virtue of such shares based on which he/she on the record date of the General Meeting, 28 March 2018, would be entitled to be registered in the shareholder register of the company maintained by Euroclear Finland Ltd. The right to participate in the General Meeting requires, in addition, that the shareholder on the basis of such shares has been temporarily registered in the shareholder register maintained by Euroclear Finland Ltd at the latest by 6 April 2018 at 10:00 a.m. A holder of nominee registered shares is considered to be registered for the General Meeting, when he/she is notified for temporary registration in the shareholder register as described above.

A holder of nominee registered shares is advised to request necessary instructions regarding the temporary registration in the Company's shareholder register, the issuing of proxy documents and registration for the

General Meeting from his/her custodian bank well in advance. The account management organisation of the custodian bank shall notify a holder of nominee registered shares, who wants to participate in the Annual General Meeting, for temporary registration in the Company's shareholder register at the latest by the time stated above.

#### **Other instructions and information**

Pursuant to chapter 5, section 25 of the Finnish Companies Act, a shareholder who is present at the General Meeting has the right to request information with respect to the matters to be considered at the meeting.

On the date of this notice, 19 March 2018, the total number of shares and votes in Nurminen Logistics Plc is 44,254,174.

In Helsinki, 19 March 2018

NURMINEN LOGISTICS PLC  
Board of Directors

## **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**

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Helsinki, 19 March 2018

Nurminen Logistics Plc  
Board of Directors

## **PROPOSALS TO THE ANNUAL GENERAL MEETING 2018**

Nurminen Logistics has received the following requests from shareholders to be included on the agenda of 2018 Annual General Meeting:

### **1. Resolution on the remuneration of the members of the Board of Directors**

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### **3. Election of members of the Board of Directors**

Shareholders of Nurminen Logistics Plc, who represent in total of approximately 80.2 % of the voting rights of the company's shares, propose to the General Meeting that Olli Pohjanvirta, Juha Nurminen, Jukka Nurminen and Alexey Grom of the current members are re-elected and Irmeli Rytkönen and Kari Savolainen are elected as new members, for the term ending at the close of the Annual General Meeting in 2019.

Helsinki, 19 March 2018

Nurminen Logistics Plc  
Board of Directors