

## ANNUAL GENERAL MEETING OF YIT CORPORATION ON MARCH 12, 2020

Time	March 12, 2020, at 10:00 a.m.–12:06 p.m.
Place	Siipi section of the Messukeskus Expo and Convention Centre, Room 101, Rautatieäisenkatu 3, Helsinki, Finland
Participants	At the start of the meeting, 405 shareholders were represented as evidenced by the voting list (Appendix 2), representing a total of 119,041,924 shares and votes.
Also present	Alexander Ehrnrooth Frank Hyldmar Harri-Pekka Kaukonen Kari Kauniskangas Olli-Petteri Lehtinen Kristina Pentti-von Walzel Ilkka Salonen Tiina Tuomela  Authorised Public Accountant Markku Katajisto, chief auditor

### **1 Opening of the meeting**

Harri-Pekka Kaukonen, chairman of the Board of Directors, opened the meeting and welcomed the participants.

### **2 Election of the chairman and calling the secretary of the meeting**

Attorney-at-law Pekka Jaatinen was elected as the chairman of the meeting.

The chairman invited Juha Jauhiainen, Corporate General Counsel, to act as the secretary to the AGM.

The chairman explained matters related to the discussion of items on the meeting's agenda.

It was noted that the meeting will be recorded.

It was noted that certain nominee registered shareholders and other shareholders had given their representatives voting

instructions and requested that these instructions be recorded in the minutes. The aforementioned nominee registered shareholders and other shareholders were presented at the AGM by Tarja Utriainen with a power of attorney from Nordea Bank Oyj and Suoma Pellikka with a power of attorney from Skandinaviska Enskilda Banken AB (publ.) Helsinki branch office.

The chairman of the meeting had been informed of the voting instructions beforehand. According to the voting instructions, the nominee registered shareholders and other shareholders will not demand a vote on the agenda where they are instructed to object to the proposed decision or to abstain from the discussion; a note in the minutes in the relevant section is sufficient.

It was noted that if the meeting votes, the voting instructions on a matter will not be taken into account as such; instead, the representatives of the nominee registered shareholders who had given voting instructions are required to take part in the voting in order to implement the instructions given to them.

Insofar as the voting instruction to oppose regards a matter in which the AGM is, under law or the Articles of Association, required to make a decision, and no counter-proposal referred to in law or the Articles of Association has been made, the voting instructions are interpreted as an opinion.

The voting instructions were appended to the minutes (Appendix 1).

### **3 Election of the examiners of the minutes and supervisors of the counting of votes**

Jukka Vähäpesola and Lauri Tynys were elected to check the minutes.

It was noted that Euroclear Finland Ltd will count the votes if any issues are voted on.

Petri Iljin and Tarja Utriainen were elected to supervise the counting of votes.

#### **4 Adoption of the list of votes**

A list of the participants at the beginning of the meeting and a voting list were presented, according to which 405 shareholders were present either in person or represented by a legal representative or proxy. It was entered in the minutes that, at the beginning of the meeting, 119,041,924 shares and votes were represented, in other words, approximately 56.39 per cent of all the shares and votes of the company.

The participants at the beginning of the meeting and the voting list were appended to the minutes (Appendix 2). It was noted that the voting list will be confirmed as corresponding to the participation situation at the beginning of any voting.

It was noted that the list of shareholders was available for viewing at the AGM.

It was noted that, in addition to shareholders, the chairman of the AGM, the chief auditor, meeting officials and members of company management were present at the meeting.

It was further noted that the company held 2,331,490 of the company's own shares on the record date March 2, 2020, and that under the Limited Liability Companies Act, they cannot be used for participation in a shareholders' meeting.

#### **5 Establishing the legality of the meeting**

It was noted that AGM had been convened in the manner and within the time limits prescribed by the Limited Liability Companies Act and the company's Articles of Association in a notice of meeting published on the company's website on February 7, 2020 (Appendix 3). The notice of meeting was also published in the Helsingin Sanomat newspaper on February 17, 2020.

It was also noted that the Board of Directors has not received any demands for matters to be discussed at the AGM by the given deadline of January 10, 2020.

It was noted that the AGM was legally valid.

**6 Presentation of the Financial Statements, the report of the Board of Directors, the Consolidated Financial Statements and the Auditor's Report for the year 2019**

It was noted that the information contained in the financial statement documents for 2019 was published in a stock exchange release on February 19, 2020, and that it had, since that date, been available for viewing on the company's website at [www.yitgroup.com](http://www.yitgroup.com). Documents pertaining to the financial statements were also included in the distributed AGM material, which had been available to the participants of the meeting at the beginning of the meeting.

President and CEO Kari Kauniskangas presented the financial statements and Board of Directors' report for 2019 (Appendix 4) as well as a status review of the company's operations.

The company's chief auditor Markku Katajisto, representative of the company's auditor PricewaterhouseCoopers Oy, presented the Auditor's Report and read out the Auditor's Opinion.

It was noted that the Auditor's Report can be found on pages 126–131 of the distributed AGM material (Appendix 5).

It was noted that the Auditor's Report did not contain any remarks.

The Financial Statements, the Consolidated Financial Statements and the Auditor's Report were noted as having been duly reviewed.

**7 Adoption of the financial statements and the consolidated financial statements**

A notification by Suoma Pellikka, who appeared using a power of attorney from Skandinaviska Enskilda Banken AB (publ.) Helsinki branch office, that three (3) shareholders represented by her, who represent 114,870 shares and votes, have announced that in a potential voting situation they will abstain from voting in the vote on the adoption of the Financial Statements and Consolidated Financial Statements was entered in the minutes. However, the shareholders have not made a counter-proposal or demanded a vote.

The company's Consolidated Financial Statements and the parent company's Financial Statements for 2019 were approved.

**8 Decision on the distribution of the profit shown on the balance sheet, dividend payout, the record date and payment date for dividends and authorisation of the Board of Directors to decide on an additional dividend payout**

It was noted that the distributable funds of the parent company YIT Corporation on December 31, 2019 amounted to EUR 781,766,242.75 and the profit for the financial year 2019 was EUR -12,713,920.87.

The proposal of the Board of Directors regarding the distribution of distributable funds was noted, according to which the shareholders are to be paid a dividend of 28 cents (EUR 0.28) per share from the company's unrestricted equity so that the dividend is paid in two instalments. The total dividend is EUR 58,455,141.64.

It was noted that the Board of Directors has proposed that the first 14 cent (EUR 0.14) instalment of the dividend be paid to shareholders who, by the dividend record date of the first instalment (March 16, 2020), has been entered as a shareholder in the company's shareholder register maintained by Euroclear Ltd. The Board of Directors proposes that the first instalment of the dividend be paid on April 7, 2020.

It was noted that the Board of Directors has proposed that the second 14 cent (EUR 0.14) instalment of the dividend be paid in October 2020 to shareholders who, by the dividend record date of the second instalment, has been entered as a shareholder in the company's shareholder register maintained by Euroclear Ltd. The Board of Directors will decide on the record date and payment date of the second instalment of the dividend in a meeting to be arranged on September 18, 2020. According to the current rules of the Finnish book-entry system, the dividend record date will then be September 22, 2020 and dividend payment date October 6, 2020.

It was noted that the Board of Directors had also proposed that the General Meeting, at its discretion, authorise the Board of Directors to decide on an additional dividend payout. In its discretion, the Board of Directors will consider the implementation and terms and conditions of the sale of the Nordic paving and mineral aggregates

business announced on July 4, 2019. On the basis of the authorisation, the maximum amount of the dividend paid from the company's unrestricted equity is 12 cents (EUR 0.12) per share. If the Board of Directors decides on an additional dividend payout, it will also decide on the record date and payment date of the additional dividend. The Board of Directors proposes that the authorisation be valid until the following Annual General Meeting.

It was noted that no dividend will be paid on the company's own shares held by the company. The number of the company's own shares held by the company on the date of the AGM is 2,331,490.

A notification by Tarja Utriainen, who appeared using a power of attorney from Nordea Bank Oyj, that one (1) shareholder represented by her, who represents 4,500 shares and votes, has announced that in a potential voting situation they will vote against the decision on the proposed distribution of the profit shown on the balance sheet, dividend payout, record date and dividend payment date as well as authorisation of the Board of Directors to decide on the additional dividend payout was entered in the minutes. However, the shareholder has not made a counter-proposal or demanded a vote.

Board of Directors' proposal for the distribution of distributable equity and the Board of Directors' authorisation to decide on an additional dividend payout was approved.

**9 Discharge of the members of the Board of Directors and the President and CEO from liability**

It was noted that the decision regarding discharge from liability for 2019 applies to the members of the Board of Directors and the company's President and CEO.

A notification by Suoma Pellikka, who appeared using a power of attorney from Skandinaviska Enskilda Banken AB (publ.) Helsinki branch office, that four (4) shareholders represented by her, who represent 168,253 shares and votes, have announced that in a potential voting situation they will abstain from voting in the vote on discharging the members of the Board of Directors and the President and CEO from liability was entered in the minutes. However, the shareholders have not made a counter-proposal or demanded a vote.

It was decided to discharge them from liability.

**10 Processing and approving the remuneration policy of bodies**

It was noted that the remuneration policy of the company's bodies was published in a stock exchange release, in addition to the General Meeting invitation, on February 7, 2020 and has thereafter been available on the company's website at [www.yitgroup.com](http://www.yitgroup.com).

Chairman of the Board of Directors Harri-Pekka Kaukonen introduced the company's remuneration policy concerning the bodies (Appendix 6).

A notification by Suoma Pellikka, who appeared using a power of attorney from Skandinaviska Enskilda Banken AB (publ.) Helsinki branch office, that seventy-nine (79) shareholders represented by her, who represent 5,579,645 shares and votes, have announced that in a potential voting situation they will vote against the decision on the processing and approving the remuneration policy of the bodies was entered in the minutes. However, the shareholders have not made a counter-proposal or demanded a vote.

A notification by Tarja Utriainen, who appeared using a power of attorney from Nordea Bank Oyj, that forty-six (46) shareholders represented by her, who represent 8,125,290 shares and votes, have announced that in a potential voting situation they will vote against the decision on the processing and approving the remuneration policy of the bodies was entered in the minutes. However, the shareholders have not made a counter-proposal or demanded a vote.

The proposed pay policy of the bodies was supported.

**11 Resolution on the remuneration for the Chairman, Vice Chairman and members of the Board of Directors and on the remuneration of the Nomination Board**

Shareholders' Nomination Board member Risto Murto gave a report on the Nomination Board's work and presented the Nomination Board's resolution proposals, which had been published in a stock exchange release on January 13, 2020.

It was noted that the Shareholders' Nomination Board had proposed that the members of the Board of Directors be paid the following fixed annual fees for the term of office ending at the conclusion of the next Annual General Meeting:

- Chairman of the Board: EUR 100,000,
- Vice Chairman and Chairmen of the permanent Committees: EUR 70,000, unless the same person is Chairman of the Board or Vice Chairman of the Board, and
- members EUR 50,000.

It was noted that the Shareholders' Nomination Board had proposed that the award and payment of the fixed annual fee be contingent on the Board members committing to purchasing directly, based on the resolution of the Annual General Meeting, YIT Corporation shares amounting to 40% of the fixed annual fee from a regulated market (Nasdaq Helsinki Ltd) at a price determined by public trading, and that the shares in question be purchased within two weeks of the publication of the interim statement for January 1-March 31, 2020.

It was noted that the Shareholders' Nomination Board had further proposed that, in addition to the fixed annual fee, Board members living in Finland be paid a meeting fee of EUR 800 per meeting and members living elsewhere in Europe be paid EUR 2,000. It had also been proposed that EUR 800 be paid per committee meeting to permanent and temporarily appointed committee members living in Finland and committee members living elsewhere in Europe be paid EUR 2,000. Per diems had been proposed to be paid for trips in Finland and abroad in accordance with YIT Group's travel policy and the tax authorities' guidelines.

In addition, the Nomination Board had proposed that the members of the Shareholders' Nomination Board, including the expert member, be paid a meeting fee of EUR 800 per Board meeting and the Chairman be paid EUR 1,600 per Board meeting.

It was decided that the annual and meeting fees of the members of the Board of Directors and the Nomination Board will be paid in accordance with the Shareholders' Nomination Board's proposal.



**12 Decision on the number of members of the Board of Directors**

It was noted that, according to the Articles of Association, the company's administration and proper organisation of operations are the responsibility of the Board of Directors, comprising a Chairman and Vice Chairman as well as a minimum of three (3) and a maximum of seven (7) members, all elected by the AGM.

It was noted that the company's Board of Directors currently comprises a Chairman, a Vice Chairman and six (6) members.

It was noted that the Shareholders' Nomination Board had proposed that a Chairman, a Vice Chairman and six (6) ordinary members be elected to the Board of Directors.

It was decided that a Chairman, a Vice Chairman and six (6) ordinary members will be elected to the Board of Directors for a term ending at the close of the next AGM.

**13 Election of the Chairman, Vice Chairman and members of the Board of Directors**

It was noted that, under the Articles of Association, the AGM shall elect a Chairman, Vice Chairman and members to the Board of Directors.

It was noted that the meeting has resolved to elect six (6) members to the Board of Directors in addition to the Chairman and Vice Chairman.

It was noted that under Article 4 of the Articles of Association, the members' term of office begins at the Annual General Meeting that elected them and ends at the close of the next Annual General Meeting.

The Board's current composition was noted.

It was noted that the Shareholders' Nomination Board had proposed to the AGM that the following members be re-elected to the Board of Directors for a term ending at the close of the next AGM following the election: Harri-Pekka Kaukonen as Chairman and Eero Heliövaara as Vice Chairman and Alexander Ehrnrooth,

Frank Hyldmar, Olli-Petteri Lehtinen, Kristina Pentti-von Walzel, Barbara Topolska and Tiina Tuomela as members.

It was noted that all persons proposed for election to the Board of Directors have been presented on the company's website in conjunction with the notice of meeting and the Board of Directors' proposals and the distributed meeting materials.

It was noted that all members proposed to be elected to the Board of Directors had agreed to accept their positions and all of them were present, with the exception of Eero Heliövaara and Barbara Topolska who were prevented from participating in the meeting.

A notification by Suoma Pellikka, who appeared using a power of attorney from Skandinaviska Enskilda Banken AB (publ.), Helsinki branch, that thirty-nine (39) shareholder represented by her, who represent 2,885,333 shares and votes, have announced that in a potential voting situation they will vote against the decision on the election of the Chairman, Vice Chairman and members of the Board of Directors was entered in the minutes. However, the shareholders have not made a counter-proposal or demanded a vote.

A notification by Tarja Utriainen, who appeared using a power of attorney from Nordea Bank Oyj, that twenty-two (22) shareholders represented by her, who represent 640,476 shares and votes, have announced that in a potential voting situation they will vote against the decision on the election of the Chairman, Vice Chairman and members of the Board of Directors was entered in the minutes. However, the shareholders have not made a counter-proposal or demanded a vote.

Harri-Pekka Kaukonen was elected as Chairman, Eero Heliövaara as Vice Chairman and Alexander Ehrnrooth, Frank Hyldmar, Olli-Petteri Lehtinen, Kristiina Pentti-von Walzel, Barbara Topolska and Tiina Tuomela as members of the Board of Directors for a term ending, as prescribed by the Articles of Association, at the close of the next AGM following the election.

It was noted that the Board of Directors had proposed on the recommendation of the Audit Committee that the auditor's fee be paid as per invoices approved by the company.

A notification by Suoma Pellikka, who appeared using a power of attorney from Skandinaviska Enskilda Banken AB (publ.) Helsinki branch, that eight (8) shareholder represented by her, who represent 238,688 shares and votes, have announced that in a potential voting situation they will vote against the decision on the remuneration of the auditor was entered in the minutes. However, the shareholders have not made a counter-proposal or demanded a vote.

A notification by Tarja Utriainen, who appeared using a power of attorney from Nordea Bank Oyj, that eight (8) shareholders represented by her, who represent 100,895 shares and votes, have announced that in a potential voting situation they will vote against the decision on the remuneration of the auditor was entered in the minutes. However, the shareholders have not made a counter-proposal or demanded a vote.

It was decided that the auditor's fees will be paid as per their invoices approved by the company.

## **15 Election of the auditor**

It was noted that, under Article 7 of the Articles of Association, the company shall have one auditor, which must be an authorised firm of auditors. The auditor's term of office is the financial period in progress at the time of election and ends at the close of the next Annual General Meeting following the election.

The company's current auditor, whose term of office ended at the close of the AGM, was noted.

It was noted that the Board of Directors proposes, on recommendation of the Audit Committee, that PricewaterhouseCoopers Oy, Authorised Public Accountants, be elected as the company's auditor. PricewaterhouseCoopers has nominated Markku Katajisto, Authorised Public Accountant, as the chief auditor.

A notification by Suoma Pellikka, who appeared using a power of attorney from Skandinaviska Enskilda Banken AB (publ.) Helsinki branch, that eight (8) shareholder represented by her, who represent 264,387 shares and votes, have announced that in a

potential voting situation they will vote against the decision on the election of the auditor was entered in the minutes. However, the shareholders have not made a counter-proposal or demanded a vote.

A notification by Tarja Utriainen, who appeared using a power of attorney from Nordea Bank Oyj, that eight (8) shareholders represented by her, who represent 199,919 shares and votes, have announced that in a potential voting situation they will vote against the decision on the election of the auditor was entered in the minutes. However, the shareholders have not made a counter-proposal or demanded a vote.

In line with the proposal of the Board of Directors, PricewaterhouseCoopers Oy, Authorised Public Accountants, was elected as the company's auditor.

It was noted that PricewaterhouseCoopers Oy had announced that Authorised Public Accountant Markku Katajisto will act as the chief auditor.

It was noted that PricewaterhouseCoopers Oy and Markku Katajisto, Authorised Public Accountant, have agreed to accept their position.

**16 Authorisation of the Board of Directors to decide on the repurchase of own shares**

The Board's proposal on authorising the Board to decide on the repurchase of the company's own shares was presented (Appendix 7).

It was noted that the Board's proposal regarding its authorisation to repurchase a maximum of 21,000,000 of the company's own shares by using funds included in the company's unrestricted equity has been available for viewing by shareholders on the company's website since February 7, 2020.

It was noted that, on the basis of the authorisation granted by the company's previous General Meeting held on March 12, 2019, a total of 1,500,000 of the company's own shares were purchased to be used as part of the incentive scheme.

A notification by Suoma Pellikka, who appeared using a power of attorney from Skandinaviska Enskilda Banken AB (publ.) Helsinki branch office, that one (1) shareholder represented by her, who represents 18,956 shares and votes, has announced that in a potential voting situation they will abstain from voting in the vote on authorising the Board of Directors to decide on the repurchase of the company's own shares was entered in the minutes. However, the shareholder has not made a counter-proposal or demanded a vote.

A notification by Tarja Utriainen, who appeared using a power of attorney from Nordea Bank Oyj, that one (1) shareholder represented by her, who represents 6,551 shares and votes, has announced abstaining from voting and that one (1) shareholder represented by her, who represents 4,500 shares and votes will, in a potential voting situation, vote against the decision on the authorisation of the Board of Directors on the repurchase of own shares was entered in the minutes. However, the shareholders have not made a counter-proposal or demanded a vote.

A decision was made to authorise the Board of Directors to repurchase a maximum of 21,000,000 of the company's own shares in accordance with the information presented in Appendix 7.

A decision was made to cancel the authorisation granted on March 12, 2019 to decide on the repurchase of the company's own shares, and it was decided that the authorisation now granted will remain in effect until June 30, 2021.

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### **Authorisation of the Board of Directors to decide on share issues**

The Board of Director's proposal for authorisation to be given to the Board to decide on share issues was presented ([Appendix 8](#)).

It was noted that the Board of Director's proposal to authorise the Board of Directors to decide on share issues limited to a maximum of 42,000,000 shares has been available for viewing by shareholders on the company's website since February 7, 2020.

It was noted that, on the basis of the authorisation granted by the company's previous General Meeting held on March 12, 2019, a total of 220,353 of the shares possessed by the company were transferred as part of the incentive scheme. New shares have not been issued on the basis of the authorisation.

A notification by Suoma Pellikka, who appeared using a power of attorney from Skandinaviska Enskilda Banken AB (publ.) Helsinki branch, that fifty-eight (58) shareholder represented by her, who represent 1,645,506 shares and votes, have announced that in a potential voting situation they will vote against the decision on the authorisation of the Board of Directors to decide on share issues was entered in the minutes. However, the shareholders have not made a counter-proposal or demanded a vote.

A notification by Tarja Utriainen, who appeared using a power of attorney from Nordea Bank Oyj, that thirty-eight (38) shareholders represented by her, who represent 5,339,513 shares and votes, have announced that in a potential voting situation they will vote against the decision on the authorisation of the Board of Directors to decide on share issues was entered in the minutes. However, the shareholders have not made a counter-proposal or demanded a vote.

It was decided to authorise the Board of Directors to decide on share issues, and that the maximum number of shares to be issued in the share issues is 42,000,000, in accordance with the information presented in Appendix 8.

A decision was made to cancel the authorisation granted on March 12, 2019 to decide on share issues, and it was decided that the authorisation now granted will remain in effect until June 30, 2020.

## 18 **Closing of the meeting**

It was noted that the items listed in the notice of meeting had been discussed.

It was noted that the minutes of the meeting will be available for viewing by shareholders on March 26, 2020 at the latest on the company's website [www.yitgroup.com/](http://www.yitgroup.com/).

The chairman thanked the participants and declared the meeting closed at 12:06 p.m.



The minutes of the meeting are confirmed by:

*PEKKA JAATINEN*  
Pekka Jaatinen  
Chairman

*JUHA JAUHAINEN*  
Juha Jauhiainen  
Secretary

We have inspected the above minutes and found them to be a true and accurate account of the meeting.

*JUKKA VÄHÄPESOLA*  
Jukka Vähäpesola

*LAURI TYNYS*  
Lauri Tynys