

PROPOSALS OF YIT CORPORATION'S BOARD OF DIRECTORS AND THE NOMINATION BOARD TO THE ANNUAL GENERAL MEETING TO BE HELD ON MARCH 16, 2017

The distribution of profits

The Board of Directors proposes that dividends of 22 cents (EUR 0.22) per share be paid from the unrestricted equity and that the rest of the profit be carried forward to the distributable equity. The right to a dividend payable on April 4, 2017, rests with a shareholder who, by the record date of March 20, 2017, has been entered as a shareholder in the Company's shareholder register that is maintained by Euroclear Finland Ltd.

The rest of the profit after the dividend payout will be carried forward to the distributable equity. No dividend will be paid on treasury shares.

Fees to the members of the Board of Directors

The Nomination Board proposes 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 79,200
- Vice Chairman and the Chairman of the Audit Committee: EUR 60,000, and
- members EUR 46,800

In addition, the Nomination Board proposes 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 directly on behalf of the Board members. The shares shall be purchased within two weeks of the publication of the interim report for the period January 1–March 31, 2017.

The Nomination Board further proposes that Board members be paid a meeting fee of EUR 550 per meeting in addition to the fixed annual fee. In addition, it is proposed that EUR 550 be paid to the members of the committees of the Board of Directors for each committee meeting. Per diems are proposed to be paid for trips in Finland and abroad in accordance with the State's travelling compensation regulations.

The number of members and the members of the Board of Directors

The Nomination Board proposes that a Chairman, a Vice Chairman and four (4) ordinary members be elected to the Board of Directors.

The Nomination Board proposes that Matti Vuoria be elected as Chairman, Juhani Pitkääkoski as Vice Chairman and Satu Huber, Erkki Järvinen, Inka Mero and Tiina Tuomela (new member) as members for a term ending at the close of the next Annual General Meeting following their election.

The auditor's fees

The Board of Directors proposes on recommendation of the Audit Committee that the auditor's fees be paid according to their invoices approved by the Company.

Proposal for an auditor

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 Juha Wahlroos, Authorised Public Accountant, as the chief auditor.

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

The Board of Directors proposes that the Annual General Meeting authorises the Board of Directors to decide on the repurchase of the Company's own shares using the Company's unrestricted equity under the following terms and conditions:

1. A maximum of 10,760,000 Company shares may be purchased. However, the number of shares held by the Company may not represent more than 10% of all shares in the Company. This number includes all the treasury shares held by the Company and its subsidiaries pursuant to Chapter 15, section 11(1) of the Limited Liability Companies Act.
2. The shares will be purchased in disproportion to the shareholders' holdings. The trading will take place on a regulated market operated by Nasdaq Helsinki Ltd.
3. The shares will be purchased at their market value formed in public trading on Nasdaq Helsinki Ltd at the time of the purchase.
4. The share purchase will decrease the Company's distributable unrestricted equity.

The Board of Directors proposes that the authorisation shall reverse the authorisation to purchase the Company's own shares issued by the Annual General Meeting on March 15, 2016. The Board of Directors proposes that the authorisation be valid until March 31, 2018.

Authorisation of the Board of Directors to decide on share issues

The Board of Directors proposes that the Annual General Meeting authorises the Board of Directors to decide on share issues under the following terms and conditions:

1. The authorisation may be used in full or in part by issuing shares in the company in one or more issues so that the maximum number of shares issued is a total of 25,000,000.
2. The Board of Directors may also decide on the conveyance of the shares issued in deviation from the shareholders' pre-emptive rights. The Board of Directors is authorised to decide on to whom and in which order the shares will be issued. In the share issue, shares can be issued for subscription with or without consideration.
3. Based on the authorisation, the Board of Directors may also decide on a free share issue to the Company itself so that the number of shares held by the Company after the share issue represents a maximum of 10% of all shares in the Company. This number includes all the treasury shares held by the Company and its subsidiaries pursuant to Chapter 15, Section 11(1) of the Limited Liability Companies Act.
4. The authorisation includes the right of the Board of Directors to decide on the terms and conditions of share issues and matters related to measures in accordance with the Limited Liability Companies Act, including the right to decide whether any subscription price be recognised in full or in part under invested unrestricted equity reserve or as an increase in share capital.
5. The share issue authorisation pursuant to this item also includes the Board of Directors' authorisation to decide on the transfer of own shares held by the Company and own shares to be purchased based on the authorisation described above. The authorisation concerns a maximum of 12,400,000 own shares to be purchased and held by the Company. The Board of Directors is authorised to decide on the purpose of assignment of the shares and on all terms and conditions associated with the assignment, irrespective of the purpose for which the treasury shares held by the Company were originally acquired.

The Board of Directors proposes that the authorisation shall reverse the authorisation to decide on share issues by the Annual General Meeting on March 15, 2016. The Board of Directors proposes that the authorisation be valid until March 31, 2018.

Helsinki, February 2, 2017

YIT Corporation

Board of Directors