

# NOTICE CONVENING YIT CORPORATION'S ANNUAL GENERAL MEETING

The shareholders of YIT Corporation are invited to attend the Annual General Meeting to be held on Thursday, April 3, 2025, starting at 11:00 a.m. Finnish time (GMT+2) in Little Finlandia, located at the address Karamzininranta 4, 00100 Helsinki, Finland.

Check-in for those who have registered for the meeting, the distribution of voting tickets and coffee service will start at the meeting venue at 10:00 a.m. Finnish time.

Shareholders may also exercise their voting rights by voting in advance. Further information on advance voting is presented in section C. 2. of this notice.

Shareholders can follow the Annual General Meeting via a video stream in Finnish. It is not possible to pose questions, make counterproposals, speak, or vote in the meeting through the online video stream. Following the meeting via the video stream shall not be regarded as participation in the meeting or exercising the shareholder rights. Instructions on how to register for the video stream <a href="https://www.vitgroup.com/agm2025">www.vitgroup.com/agm2025</a>.

# A. Matters to be considered at the Annual General Meeting

- 1. Opening of the meeting
- 2. Election of the chair and calling the secretary of the meeting
- 3. Election of the persons to scrutinize the minutes and to supervise the counting of votes
- 4. Adoption of the list of votes
- 5. Recording the legality of the meeting
- 6. Presentation of the financial statements, the report of the Board of Directors, the consolidated financial statements, the auditor's report and the assurance report on the Sustainability Statement for the year 2024

The President and CEO reviews the year 2024 and presents the outlook for 2025.

YIT Corporation's Annual Review, which includes the parent company's financial statements, the report of the Board of Directors (including the Sustainability statement), the consolidated financial statements, the auditor's report and the Assurance report on the Sustainability statement, will be available on the Company's website at <a href="https://www.yitgroup.com/">www.yitgroup.com/</a> as of March 7, 2025.

- 7. Adoption of the financial statements and the consolidated financial statements
- 8. Resolution on the measures warranted by the profit shown on the adopted balance sheet and the distribution of dividend

The Board of Directors proposes that no dividend be paid based on the balance sheet to be adopted for the financial year 2024.

- 9. Discharge of the members of the Board of Directors and the President and CEO from liability
- 10. Presentation and adoption of the remuneration report for the Company's governing bodies

The remuneration report for the Company's governing bodies will be available on the Company's website at <a href="https://www.yitgroup.com/">www.yitgroup.com/</a> as of March 7, 2025.



# 11. Resolution on the remuneration of the Chairperson, Vice Chairperson and members of the Board of Directors and the remuneration of the Nomination Board

The Shareholders' Nomination Board proposes that the members of the Board of Directors be paid the following fixed annual fees corresponding to the previous year's fees for the term of office ending at the conclusion of the next Annual General Meeting:

- Chairperson of the Board: EUR 105,000;
- Vice Chairperson of the Board and Chairpersons of the permanent Committees: EUR 73,500, unless the same person is Chairperson of the Board or Vice Chairperson of the Board; and
- members: EUR 52,500.

In addition, the Shareholders' Nomination Board proposes that, based on the resolution of the Annual General Meeting, 40% of the fixed annual fee shall be paid in YIT Corporation shares to be purchased on the Board members' behalf at a price determined in public trading from a regulated market (Nasdaq Helsinki Ltd). The shares will be purchased within two weeks of the publication of the interim report for the period 1 January–31 March 2025 or on the first possible date under applicable law. The Company will pay any costs related to the purchase of Company shares.

The Nomination Board recommends that members of the Board of Directors do not transfer the shares awarded to them as a fixed annual fee until their term on the Board expires. The Nomination Board views that long-term oriented and increasing share ownership by the members of the Board of Directors benefits all shareholders.

The Nomination Board further proposes that the members of the Board and its permanently and temporarily appointed committees be paid a meeting fee of EUR 800 per meeting, also for meetings of the Board and its committees held via electronic remote connections or by telephone.

It is proposed that, as in the previous year, the Chairperson of the Board and the Chairpersons of the permanent and temporarily appointed committees be paid a meeting fee of EUR 1,600 per meeting. Per diems are proposed to be paid for trips in Finland and abroad in accordance with YIT Corporation's and tax authorities' travelling compensation regulations.

In addition, the Nomination Board proposes that, as in the previous year, the members of the Shareholders' Nomination Board, including the expert member, be paid a meeting fee of EUR 800 per Board meeting and the Chairperson of the Shareholders' Nomination Board be paid EUR 1,600 per Board meeting.

#### 12. Resolution on the number of members of the Board of Directors

The Shareholders' Nomination Board proposes that a Chairperson, a Vice Chairperson and four (4) ordinary members be elected to the Company's Board of Directors.

#### 13. Election of the Chairperson, Vice Chairperson and members of the Board of Directors

The Shareholders' Nomination Board proposes that **Jyri Luomakoski** be re-elected as Chairperson and **Casimir Lindholm** be re-elected as Vice Chairperson, **Anders Dahlblom**, **Sami Laine**, **Kerttu Tuomas** and **Leena Vainiomäki** be re-elected as members for a term of office ending at the conclusion of the next Annual General Meeting following their election.

With respect to the election procedure of the members of the Board of Directors, the Nomination Board recommends that the shareholders take a position on the proposal as a whole. In preparing its proposals, the Nomination Board, in addition to ensuring that the individual nominees for membership of the Board of Directors possess the required competences, has determined that the proposed Board of Directors as a whole also has the best possible expertise for the Company and that the composition of the Board of Directors meets all other requirements of the law and the Finnish Corporate Governance Code for listed companies.



All candidates have consented to being elected and are independent of the Company and of its significant shareholders with the exception of Anders Dahlblom, who is dependent on a significant shareholder of the Company. Essential information regarding the proposed members, including the CVs and assessments of independence, is available on the Company's website at <a href="https://www.yitgroup.com/agm2025">www.yitgroup.com/agm2025</a>.

#### 14. Resolution on the remuneration of the auditor

The Board of Directors proposes on recommendation of the Audit Committee that the auditor's fee will be paid according to the invoice approved by the company.

### 15. Election of the auditor

The Board of Directors proposes on recommendation of the Audit Committee that Ernst & Young Oy, Authorized Public Accountants, be elected as the company's auditor for a term of office ending at the conclusion of the next Annual General Meeting following their election, with Mikko Rytilahti, APA, serving as the chief auditor.

#### 16. Resolution on the remuneration of the sustainability auditor

The Board of Directors proposes on recommendation of the Audit Committee that the sustainability auditor's fee be paid according to the invoice approved by the company.

#### 17. Election of the sustainability auditor

The Board of Directors proposes on recommendation of the Audit Committee that Ernst & Young Oy, Authorized Sustainability Audit Firm, be elected as the Company's sustainability auditor for a term of office ending at the conclusion of the next Annual General Meeting following their election, with Mikko Rytilahti, ASA, serving as the chief sustainability auditor.

#### 18. Authorization of the Board of Directors to resolve on the repurchase of own shares

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

A maximum of 23,000,000 Company shares may be purchased, corresponding to approximately 10% of all Company shares. 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 in the manner provided for in chapter 15, section 11(1) of the Limited Liability Companies Act.

The Board of Directors is authorized to resolve how Company shares are purchased. Company shares may be purchased at a price determined by public trading on the day of purchase or at a price otherwise determined at the market. Shares may be purchased in a proportion other than that of the shares held by the shareholders.

The Board of Directors proposes that the authorization shall revoke the authorization to repurchase the Company's own shares issued by the Annual General Meeting on March 14, 2024. The Board of Directors proposes that the authorization be valid until June 30, 2026.

#### 19. Authorization of the Board of Directors to resolve on share issues

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

The authorization may be used in full or in part by issuing shares in the Company in one or more tranches so that the maximum number of shares issued is a total of 23,000,000, corresponding to approximately 10% of all Company shares.

The Board of Directors is authorized to resolve on all terms and conditions of the share issue. The Board of Directors may also resolve on a directed share issue in deviation from the shareholders' pre-emptive subscription rights. Shares can be issued for subscription with or without consideration.



Based on the authorization, the Board of Directors may also resolve on a share issue without consideration 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 in the manner provided for in chapter 15, section 11(1) of the Limited Liability Companies Act.

The Board of Directors proposes that the authorization shall revoke the authorization to resolve on share issues issued by the Annual General Meeting on March 14, 2024. The Board of Directors proposes that the authorization be valid until June 30, 2026.

#### 20. Closing of the meeting

#### B. Documents of the Annual General Meeting

The above resolution proposals on the matters on the agenda of the Annual General Meeting and this notice convening the meeting are available on YIT Corporation's website at <a href="www.yitgroup.com/agm2025">www.yitgroup.com/agm2025</a>. YIT Corporation's Annual Review, which includes the parent company's financial statements, consolidated financial statements, the report of the Board of Directors (including the Sustainability statement.), the auditor's report the and the Assurance report on the Sustainability statement, as well as the remuneration report for YIT Corporation's governing bodies will be available on said website as of March 7, 2025. The resolution proposals, the financial statement documents and the other documents referred to above will also be available for viewing at the Annual General Meeting.

The minutes of the Annual General Meeting will be available on said website on April 17, 2025, at the latest.

#### C. Instructions for those participating in the General Meeting

#### 1. Shareholders registered in the shareholders' register

In order to have the right to participate in the Annual General Meeting, a shareholder must be registered in the Company's shareholders' register, which is maintained by Euroclear Finland Oy, no later than the record date of the General Meeting, March 24, 2025. A shareholder whose shares are registered in the shareholder's personal Finnish book-entry account has been registered in the shareholders' register of the Company.

Changes in shareholding after the record date of the General Meeting shall not affect the right to attend the meeting or the voting rights of the shareholder.

The registration for the Annual General Meeting begins at 2:00 p.m. Finnish time on March 7, 2025. A shareholder whose shares are registered in the shareholder's personal Finnish book-entry account and who wishes to participate in the Annual General Meeting shall register for the Annual General Meeting no later than by 10:00 a.m. Finnish time on March 31, 2025, by using either of the following methods:

- a) Online through YIT Corporation's website at <a href="www.yitgroup.com/agm2025">www.yitgroup.com/agm2025</a>. Shareholders who are natural persons must sign into the online registration service using strong electronic authentication with a Finnish bank ID or a Finnish mobile certificate. Shareholders who are legal persons are required to sign in using their book-entry account number and their business ID or identification code. Alternatively, shareholders who are legal persons can authorize a proxy representative via the Suomi.fi service at <a href="www.suomi.fi/e-authorizations">www.suomi.fi/e-authorizations</a> using the authorization for 'Representation at the General Meeting'. The proxy representative authorized via the Suomi.fi service must sign into the online registration service using strong electronic identification with a Finnish bank ID or a Finnish mobile certificate.
- b) By phone by calling number +358 50 560 1634 from Tuesday to Thursday from 1:00 p.m. to 3:00 p.m. Finnish time. Advance voting is not possible in connection with registering by phone.

The requested information, such as the shareholder's name, date of birth or business ID, address, telephone number and email address, the name of a potential proxy representative and/or assistant and the date of birth of the proxy representative, must be provided in connection with the registration.

The personal data disclosed by the shareholders to YIT Corporation will only be used in connection with the Annual General Meeting and the processing of related necessary registrations.

A shareholder, their representative or proxy representative shall, upon request, be able to prove their identity and/or right of representation at the meeting venue.



#### 2. Advance voting

Shareholders with a Finnish book-entry account can vote in advance on certain matters on the agenda of the General Meeting through the service available on the Company's website at <a href="www.yitgroup.com/agm2025">www.yitgroup.com/agm2025</a> between 2:00 p.m. Finnish time on March 7, 2025, and 10:00 a.m. Finnish time on March 31, 2025. Shareholders can sign in to the advance voting service the same way as to the online registration service referred to above in section C. 1. a) of these instructions.

Proposed resolutions that are subject to advance voting are considered to have been presented unchanged in the General Meeting, and the advance votes are taken into account in a vote held at the meeting venue also in circumstances where an alternative resolution has been proposed concerning the matter. Taking the votes into account requires that the shareholders who voted in advance are registered in the Company's shareholders' register maintained by Euroclear Finland Oy on the record date of the General Meeting. Unless shareholders voting in advance are present at the General Meeting in person or by way of proxy representation, they will not be able to use their rights under the Limited Liability Companies Act to request information or a vote.

The instructions for advance voting are available on the Company's website at <a href="www.yitgroup.com/agm2025">www.yitgroup.com/agm2025</a>.

Holders of nominee registered shares can vote in advance through their account operators. Account operators can vote in advance on behalf of the holders of nominee registered shares they represent in accordance with the shareholders' voting instructions during the registration period applicable to holders of nominee-registered shares laid out in the below section C. 3. of these instructions.

#### 3. Holder of nominee registered shares

A holder of nominee registered shares has the right to participate in the Annual General Meeting based on the shares that would entitle them to be registered in the shareholders' register maintained by Euroclear Finland Oy on the record date of the General Meeting, March 24, 2025. In addition, the right to participate requires that the holder of nominee registered shares is temporarily entered into the shareholders' register maintained by Euroclear Finland Oy based on these shares by 10:00 a.m. Finnish time on March 31, 2025, at the latest. As regards nominee registered shares, this is considered registration for the General Meeting. Changes in shareholding after the record date of the General Meeting shall not affect the right to attend the meeting or the voting rights of the shareholder.

Holders of nominee registered shares are advised to request in good time the necessary instructions regarding temporary registration in the shareholders' register of the Company, the issuing of proxy documents and voting instructions, registration for the General Meeting and advance voting from their custodian bank. The account operator of the custodian bank must register a holder of nominee registered shares who wishes to participate in the Annual General Meeting temporarily into the shareholders' register of the Company at the latest by the time stated above. When necessary, the account operator shall also arrange voting in advance on behalf of the holder of nominee registered shares within the registration period applicable to holders of nominee registered shares.

## 4. Proxy representative and powers of attorney

A shareholder may participate in the General Meeting and exercise their rights at the meeting by way of proxy representation. The shareholder's proxy representative may also vote in advance in the manner described in section C. 2. of these instructions if they so wish.

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

A proxy template is available on the Company's website at <a href="www.yitgroup.com/agm2025">www.yitgroup.com/agm2025</a>.



Any proxy documents should be announced in connection with registration, and the original proxy documents should be delivered by post to YIT Corporation, AGM, P.O. Box 36, 00621 Helsinki, Finland prior to the end of the registration period. Alternatively, a copy of the proxy document can be delivered by email to <a href="mailto:agm@yit.fi">agm@yit.fi</a>, in addition to which the original proxy document must be presented at the meeting venue.

In addition to delivering a proxy document, the shareholder or their proxy representative must see to the registration to the General Meeting in the manner described above in section C. 1. of these instructions.

A shareholder who is a natural person may also choose to authorize a proxy representative in the online registration service referred to in section C. 1. a) of these instructions.

A shareholder who is a legal person may, as an alternative for a traditional proxy document, authorize a proxy representative by using the Suomi.fi e-authorization service. The proxy representative is authorized via the Suomi.fi service at <a href="www.suomi.fi/e-authorizations">www.suomi.fi/e-authorizations</a> (authorization for 'Representation at the General Meeting'). In the General Meeting registration service, the proxy representatives must identify themselves by using strong electronic identification, after which the e-authorization is verified automatically. Strong electronic identification requires a Finnish bank ID or a Finnish mobile certificate. For more information on e-authorization, please see <a href="www.suomi.fi/e-authorizations">www.suomi.fi/e-authorizations</a>.

#### 5. Other information

The meeting will be held in Finnish.

Pursuant to chapter 5, section 25 of the Limited Liability Companies Act, a shareholder participating in 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 convening the Annual General Meeting, the total number of shares and votes in YIT Corporation is 232,059,853. On the date of this notice, the Company holds a total of 1,485,749 treasury shares. Pursuant to the Limited Liability Companies Act, shares held by the Company itself or its subsidiaries do not carry a right to participate in the General Meeting.

Helsinki, March 7, 2025

**YIT Corporation** 

**Board of Directors**