

## THE PROPOSALS OF YIT CORPORATION'S BOARD TO THE ANNUAL GENERAL MEETING TO BE HELD ON 18 MARCH 2015

### Distribution of profits

The Board of Directors proposes that a dividend of 18 cents (0,18 €) per share be paid 19 May 2015. The right to dividends rests with a shareholder who, by the record date of the dividend payment 20 March 2015, has been entered as a shareholder in the Company's shareholder register maintained by Euroclear Finland Ltd.

After the dividend payment the rest of the profit be carried forward to the distributable equity. No dividend will be paid for treasury shares.

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

The Board of Directors proposes on recommendation of The Board's Personnel Committee that a Chairman, a Vice Chairman and four (4) ordinary members be elected to the Board of Directors.

The Board of Directors proposes on recommendation of The Board's Personnel Committee that Reino Hanhinen be elected as the Chairman of the Board of Directors, Kim Gran as the Vice Chairman, and Satu Huber, Erkki Järvinen, Juhani Pitkääkoski and Teuvo Salminen as the members of the Board of Directors.

### The remuneration of the members of the Board of Directors

The Board of Directors proposes on recommendation of The Board's Personnel Committee that the following fees be paid to the Board of Directors: to the Chairman EUR 6,600/month (EUR 79,200/year), to the Vice Chairman EUR 5,000/month (EUR60,000/year), to a member EUR 3,900/month (EUR 46,800/year) and a meeting fee of EUR 550 per meeting. In addition, it is proposed that EUR 550 be similarly paid to the members of the committees of the Board of Directors for each committee meeting and that per diems be paid for trips in Finland and abroad in accordance with the State's travelling compensation regulations.

### The remuneration of the auditor

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.

### Proposed 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.

### Repurchase of the Company's own shares

The Board of Directors proposes that the Annual General Meeting authorise 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.
2. The shares will be purchased in disproportion to the shareholders' holdings. The purchase will be carried out through trading arranged by NASDAQ OMX Helsinki Ltd. in a regulated market.
3. The shares will be purchased at their market value formed in trading on NASDAQ OMX Helsinki Ltd at the time of 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 repurchase the Company's own shares issued by the Annual General Meeting on 18 March 2014. The Board of Directors proposes that the authorisation be valid until 31 March 2016.

### 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 shares.
2. The Board of Directors may 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 amount includes all the 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 Companies Act, including the right to decide whether any subscription price be recognised in full or in part under invested unrestricted equity fund or as an increase in share capital.
5. The share issue authorisation pursuant to this item also includes the Board of Director's 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 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 originally were acquired.

The Board of Directors proposes that the authorisation be valid until March 31, 2016.

Helsinki, 4 February 2015

**YIT Corporation**

The Board of Directors