

Time: 14 March 2019 at 4.00 pm

Place: Valkea talo, Ilkantie 4, Helsinki

Present: Shareholders and their proxies mentioned in the Appendix 2.

1 §

Opening of the meeting

Heikki Bergholm, the Chairman of the Board of Directors, opened the meeting, welcomed the shareholders and described the work of the Board of Directors in 2018.

2 §

Calling the meeting to order

Jukka Laitasalo, Attorney-at-law, was elected as the Chairman of the meeting. The Chairman called Sirpa Huopalainen, the General Counsel of the Company, to act as the Secretary of the meeting.

It was noted that the content of the decision proposals brought to the General Meeting appeared in the notice which was available in the meeting.

It was recorded that, by the beginning of the meeting, the Company had been provided with notifications and voting instructions of the shareholders represented by Nordea Bank Plc, Skandinaviska Enskilda Banken AB and Svenska Handelsbanken AB, according to which these shareholders do not require voting or full counting of votes provided that the Chairman could, on the basis of the voting instructions delivered beforehand and on the statements presented at the meeting, clearly state that the majority of the votes and the majority of the shares represented at the meeting, as required for the item in question, were in favour of the proposal made to the General Meeting.

It was recorded that Anne Suvela, the representative of Nordea Bank Plc, Jarkko Varis, the representative of Skandinaviska Enskilda Banken AB, and Isak Harkkila, the representative of Svenska Handelsbanken AB, on behalf of the shareholders they represented, announced to approve that the notifications submitted in advance will be enclosed to the minutes and that no item-specific entries of the instructions will be made into the minutes. The notifications submitted in advance ([Appendix 3](#)) and the summary of the notifications presented to the General Meeting ([Appendix 4](#)) were enclosed to the minutes. The summary does not include Nordea Bank Plc's

voting instructions, because they were submitted to the Company at the meeting venue.

3 §**Election of person to scrutinize the minutes and to supervise the counting of votes**

Jan Lehtinen was elected to scrutinize the minutes and Jarkko Mynttinen was elected to supervise the counting of votes.

4 §**Recording the legality of the meeting**

According to Section 10 of the Articles of Association, the Annual General Meeting shall be held annually by the end of the April on the date decided by the Board of Directors.

According to Section 11 of the Articles of Association, the notice of a General Meeting shall be published on Company's website no earlier than two (2) months and no later than three (3) weeks prior to the General Meeting, however, at least nine (9) days prior to the record date of the General Meeting. In addition, the Company may, if so decided by the Board of Directors, within the same time publish the time and place of the General Meeting as well as the address of the Company's website in a newspaper.

It was noted that the notice of the Annual General Meeting had been published on the Company's website and as a stock exchange release on 30 January 2019.

Appendix 1

It was noted that the General Meeting had been convened in accordance with the Articles of Association and the Companies Act and constituted a quorum.

5 §**Recording the attendance at the meeting and adoption of the list of votes**

It was noted that as a requirement for attending the Annual General Meeting and for the use of voting rights was that the shareholder was registered in the Company's shareholders' register held by Euroclear Finland Ltd on 4 March 2019 and had registered for the General Meeting within the registration period stated in the notice of the meeting, *i.e.* no later than 4:00 pm on 11 March 2019.

It was noted that a holder of nominee-registered shares had the right to participate in the Annual General Meeting by virtue of those shares based on which he/she would have been entitled to be registered into the shareholders' register held by Euroclear Finland Ltd on 4 March 2019. It was noted that the participation of a holder

of nominee-registered shares also required that the shareholder, by virtue of such shares, was temporarily registered in the shareholders' register held by Euroclear Finland Ltd no later than 10:00 am on 11 March 2019. This registration was also regarded as the registration to the General Meeting.

The list of the votes represented at the beginning of the General Meeting was enclosed to the minutes.

Appendix 2

6 §

Presentation of the financial statements and consolidated financial statements, the report of the Board of Directors and the Auditor's report for the year 2018

It was recorded that the online annual report, including the financial statements and consolidated financial statements, the report of the Board of Directors and the Auditor's report had been available to the shareholders on the Company's website as of 20 February 2019.

It was noted that the financial statements, the report of the Board of Directors and the Auditor's report were also available at the General Meeting.

Eero Hautaniemi, the President and CEO, gave an overview of the year 2018.

The principally responsible auditor of the Company, APA Lasse Holopainen, presented the statement section of the Auditor's report to the General Meeting.

It was noted that the financial statements, consolidated financial statements, the report of the Board of Directors and the Auditor's report had been presented to the General Meeting.

7 §

Adoption of the financial statements and consolidated financial statements

The meeting resolved to adopt the financial statements of Lassila & Tikanoja plc, including the consolidated financial statements, for the financial year 1.1.–31.12.2018.

Appendix 5

8 §**Resolution on the use of the profit shown on the balance sheet and the payment of dividend**

It was recorded that the Board of Directors' proposal for the measures regarding the Company's profit and the payment of dividend appear from the online annual report and the notice of the Annual General Meeting.

It was resolved to approve the Board of Directors' proposal according to which a dividend of EUR 0.92 per share be paid on the basis of the balance sheet to be adopted for the financial year 2018. The dividend will be paid to a shareholder who is registered in the Company's shareholders' register maintained by Euroclear Finland Ltd on the record date for dividend payment, 18 March 2019. The dividend will be paid on 25 March 2019.

9 §**Resolution on the discharge of the members of the Board of Directors and the President and CEO from liability**

It was resolved to discharge the members of the Board of Directors and the persons who have acted as the President and CEO from liability for the financial year 2018.

10 §**Resolution on the remuneration of the members of the Board of Directors**

It was resolved that the Chairman of the Board of Directors shall be paid EUR 60,000 per annum, the Vice Chairman EUR 40,000 per annum, and the members of the Board of Directors EUR 30,000 per annum.

The remuneration shall be paid so that 40 per cent of the annual fee is paid in Lassila & Tikanoja plc's shares held by the Company or, if this is not feasible, in Company's shares acquired from the markets, and 60 per cent is paid in cash. Shares are to be conveyed to the Board members and, where necessary, acquired directly from the market on behalf of Board members within the next 14 trading days that are free from restrictions on trading from the Annual General Meeting.

In addition, the Chairman shall be paid a meeting fee of EUR 1,000, the Vice Chairman EUR 700, and a Board member EUR 500 per each meeting. The Chairman and the members of the committees appointed by the Board of Directors shall also be entitled to a meeting fee: to the Chairman of a committee a meeting fee of EUR 700 per meeting and to each member a meeting fee of EUR 500 per meeting.

11 §

Resolution on the number of members of the Board of Directors

According to Section 4 of the Articles of Association, the Board of Directors shall consist of no less than three (3) and no more than seven (7) members.

It was resolved that the number of the members of the Board of Directors shall be six (6).

12 §

Election of members of the Board of Directors

According to Section 4 of the Articles of Association, the term of the members of the Board of Directors expires at the end of the next Annual General Meeting following the election. It was noted that the term of all the current members of the Board of Directors terminates at the end of this General Meeting.

It was resolved to elect Heikki Bergholm, Laura Lares, Sakari Lassila, Miikka Maijala, Teemu Kangas-Kärki and Laura Tarkka as members of the Board of Directors of the Company for the term lasting until the close of the next Annual General Meeting.

13 §

Resolution on the number of auditors

According to Section 6 of Articles of Association, the Company shall have at least one (1) Auditor or at most two (2) Auditors and one (1) deputy Auditor. At least one of the ordinary Auditors shall be an individual or an auditing firm authorised by the Central Chamber of Commerce of Finland. Should an auditing firm authorised by the Central Chamber of Commerce, i.e. a firm of authorised public accountants as referred to in the Auditing Act (1141/2015) currently in force, be elected as the Auditor, no deputy Auditor is elected.

It was resolved to elect one ordinary Auditor which shall be a firm of authorised public accountants and that no deputy Auditor is be elected.

14 §

Resolution on the remuneration of the Auditor

It was resolved to pay the remuneration of the Auditor in accordance with an invoice approved by the Company.

**15 §
Election of Auditor**

According to Section 6 of Articles of Association, the term of the Auditors shall be the financial year of the Company and the duties of the Auditors expire at the end of the first Annual General Meeting of shareholders following the election.

It was resolved to elect KPMG Oy Ab, Authorised Public Accountants, as the Auditor of the Company.

It was noted that KPMG Oy Ab had declared that it will designate Leenakaisa Winberg, Authorised Public Accountant, to act as the principally responsible Auditor of the Company.

**16 §
Authorising the Board of Directors to decide on the repurchase of the Company's own shares**

It was noted that the Board of Directors has proposed to the General Meeting that the Board of Directors be authorised to decide on the repurchase of a maximum of 2,000,000 Company's own shares using the Company's non-restricted equity.

The proposal has been available to the shareholders on the Company's website as of 30 January 2019 as part of the notice to the Annual General Meeting, which was also held available at the meeting.

Appendix 1

Board of Directors' proposal to authorise the Board of Directors to decide on the repurchase of the Company's own shares was approved.

**17 §
Authorising the Board of Directors to decide on the share issue and the issuance of special rights entitling to shares**

It was noted that the Board of Directors has proposed to the General Meeting that the Board of Directors be authorised to decide, in one or more instalments, on issuance of new shares or shares possibly held by the Company through share issue and/or the issuance of option rights or other special rights entitling to shares, referred to in Chapter 10, section 1 of the Finnish Companies Act, so that, by virtue of the authorisation altogether 2,000,000 shares may be issued and/or conveyed at the maximum.

The proposal has been available to the shareholders on the Company's website as of 30 January 2019 as part of the notice to the Annual General Meeting, which was also held available at the meeting.

Appendix 1

Board of Directors' proposal to authorise the Board of Directors of the Company to decide on the share issue and the issuance of special rights entitling to shares was approved.

18 §**Resolution on the amendment of the Articles of Association**

It was noted that the Board of Directors has proposed to the General Meeting the amendment of the Articles of Association of the Company.

The proposal has been available to the shareholders on the Company's website as of 30 January 2019 as part of the notice to the Annual General Meeting, which was also held available at the meeting.

Appendix 1

It was recorded that shareholder Raimo Penttilä proposed, without demanding a vote, that the following changes shall be made to the proposal by the Board of Directors:

- the upper age limit of the members of the Board of Directors shall not be removed from Article 4; and
- the provision concerning voting limitation shall not be removed from Article 12.

It was recorded that shareholder Sami Koivuhuhta stated that he supported the proposal by Raimo Penttilä.

It was resolved to approve the proposal by the Board of Directors concerning the amendment of the Articles of Association as such. Thus:

1) Article 6 ("Auditors") of the Articles of Association shall be updated to read in the future in its entirety as follows:

"An Authorized Public Accountants Organization shall be elected as the Company's auditor. The auditor shall designate an Authorized Public Accountant having principal responsibility. The term of the auditor shall be the financial year of the Company and the duties of the auditor expire at the end of the first Annual General Meeting of Shareholders following the election."

2) Article 13, Point 9, of the Articles of Association, concerning matters to be handled by the Annual General Meeting, shall be amended to correspond to the new wording of Article 6 as follows:

“shall be elected:

8. the members of the Board of Directors; and

9. the auditor.

3) Article 4 (“Board of Directors”) of the Articles of Association shall be amended so that the following provision concerning the upper age limit of the members of the Board of Directors shall be removed (the Article shall remain in force from other parts):

“No person who is 70 years of age or older can be elected to the Board of Directors”

4) In addition, Article 12 (“Informing of participation in General Meeting of Shareholders”) of the Articles of Association shall be amended so that the following provision concerning voting limitation shall be removed (the article shall remain in force from other parts):

“At the General Meeting of Shareholders, no shareholder may cast more than one fifth (1/5) of the total number of votes represented at the General Meeting of Shareholders.”

19 §

Closing of the meeting

It was noted that all the items belonging to the Annual General Meeting had been dealt with and that the minutes of the General Meeting will be available on the Company’s website 28 March 2019 at the latest.

The Chairman thanked the shareholders and the Company management and announced the General Meeting closed.

In fidem:

SIRPA HUOPALAINEN
Sirpa Huopalainen
Secretary

Reviewed and confirmed by:

JUKKA LAITASALO
Jukka Laitasalo
Chairman

JAN LEHTINEN
Jan Lehtinen
Scrutinizer