

Notice to convene the annual general meeting of SRV Group Plc

SRV Group Plc hereby invites its shareholders to an Annual General Meeting (AGM) to be held on Thursday 23 March 2017, beginning at 4.00 p.m. at the SRV Group Plc office at Tarvonsalmenkatu 15, 02600 Espoo. The reception of shareholders who have registered to attend the meeting and the handing out of voting tickets will start at 3 p.m.

A. *The agenda of the Annual General Meeting*

Matters on the agenda of the AGM:

1. **Opening remarks**
2. **Call to order**
3. **Selection of persons to scrutinise the minutes and supervise the counting of votes**
4. **Recording the legality of the meeting**
5. **Recording the attendance at the meeting and adoption of list of votes**
6. **Presentation of the financial statements, the consolidated financial statements, the report of the Board of Directors and the auditor's report for 2016**

Review by the President & CEO

7. **Adoption of the financial statements**
8. **Resolution on the use of the profit shown on the balance sheet and the payment of dividend**

The Board of Directors proposes that a dividend of EUR 0.10 per share be distributed for the financial year ended on 31 December 2016. The dividend shall be paid to the shareholders who on the dividend payment record date of 27 March 2017 are recorded in the company's shareholders' register held by Euroclear Finland Ltd. The Board of Directors proposes that the dividend be paid on 3 April 2017.

9. **Resolution on the discharge from liability of the Members of the Board of Directors and the President & CEO**
10. **Resolution on the remuneration of the Members of the Board of Directors**

The HR and Nomination Committee of the Board of Directors proposes that the fees for Members of the Board of Directors for the term up to the close of the Annual General Meeting held in 2018 be EUR 5,000 per month for the Chairman, EUR 4,000 per month for the Vice Chairman and EUR 3,000 per month per member as well as a EUR 700 fee per member per meeting for Board and Committee meetings. In addition, travel expenses arising from work for the Board of Directors shall be reimbursed in accordance with the company's travel policy.

11. Resolution on the number of the Members of the Board of Directors

The HR and Nomination Committee of the Board of Directors proposes that six (6) members be elected to the Board of Directors.

12. Election of the Chairman and Members of the Board of Directors

The HR and Nomination Committee of the Board of Directors proposes that the following current members be re-elected to the Board of Directors: Minna Alitalo, Olli-Pekka Kallasvuo, Ilpo Kokkila and Timo Kokkila as well as that the following persons be elected as new members to the Board of Directors: Juhani Elomaa and Juhani Hintikka. The nominees have agreed to their membership of the Board. The term of office of members of the Board of Directors will end at the close of the Annual General Meeting held in 2018.

The Board of Directors' HR & Nomination Committee proposes that Ilpo Kokkila be elected as the Chairman of the Board of Directors.

Information on the individuals proposed for Board membership is available on SRV Group Plc's website www.srv.fi/en/agm.

13. Resolution on the remuneration of the Auditor

The Audit Committee of the Board of Directors proposes that the Auditor be reimbursed as per an approved invoice.

14. Election of the Auditor

The Audit Committee of the Board of Directors proposes that PricewaterhouseCoopers Oy, a firm of authorised public accountants, be elected as the Auditor for term until the close of the Annual General Meeting 2018. PricewaterhouseCoopers Oy has notified the company that Samuli Perälä, authorised public accountant, would be the responsible auditor.

15. Authorising the Board of Directors to decide on the acquisition 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 acquisition of the company's own shares, using the company's unrestricted equity. This share acquisition will reduce the company's distributable equity. It is proposed that the acquisition be carried out as follows:

The Board of Directors is authorised to acquire a maximum of 6,049,957 shares in the company, so that the number of shares acquired on the basis of this authorisation when combined with the shares already owned by the company and its subsidiaries does not at any given time exceed a total of 6,049,957 shares, which is 10% of all shares in the company.

A maximum of 6,049,957 of the shares to be acquired on the grounds of this authorisation may be acquired in public trading arranged by Nasdaq OMX Helsinki Oy at the market

price at the moment of acquisition as well as a maximum of 500,000 shares given on the basis of incentive schemes to individuals employed by SRV Group without consideration or for no more than the price that an individual within the sphere of an incentive scheme is obliged to convey a share, the maximum being, however, 6,049,957 shares. The aforementioned authorisations include the right to acquire own shares otherwise than in proportion to the holdings of the shareholders. Shares acquired on the basis of this authorisation may be acquired in one or several instalments.

The company's own shares can be acquired for use e.g. as payment in corporate acquisitions, when the company acquires assets relating to its business, as part of the company's incentive programmes or to be otherwise conveyed, held or cancelled.

The Board of Directors shall decide on other terms relating to the acquisition of shares.

The aforementioned authorisations shall be in force for 18 months from the decision of the Annual General Meeting and they cancel the authorisation granted by the Annual General Meeting to the Board of Directors on 22 March 2016.

16. Amendment to the Articles of Association

The Board of Directors proposes that article 8 of the Articles of Association be amended as follows:

8 § The company's auditor shall be an auditing firm approved by the Patent and Registration Office with an authorised public accountant as auditor in charge. The term of the auditor ends at the close of the Annual General Meeting following the election of the auditor.

17. Closing remarks

B. *Materials for AGM*

The aforementioned proposals of the Board of Directors on the agenda of the AGM, this notice to convene and SRV Group Plc's financial statements, consolidated financial statements, the report of the Board of Directors and the auditor's report for the financial year 2016 will be made available on SRV Group Plc's website at <http://www.srv.fi/en/agm> by 2 March 2017 at the latest. The proposal for decision and the other above-mentioned documents will also be available at the AGM. In addition, SRV Group Plc's annual financial report shall be available on the company's website. The minutes of the AGM shall be made available on the company's website no later than 6 April 2017.

C. *Instructions for those attending the AGM*

1. Entitlement to attend and registration

A shareholder who is registered in the company's shareholders' register held by Euroclear Finland Ltd on 13 March 2017 shall be entitled to attend the Annual General Meeting.

Shareholders with shares registered in a personal book-entry account are registered in the company's shareholders' register.

Shareholders registered in the company's shareholders' register who wish to attend the AGM are required to complete the registration for the meeting no later than 4:00 p.m. (EET) on Monday 20 March 2017. How to register for the Annual General Meeting:

- a) on the SRV website www.srv.fi/en/agm;
- b) by telephone +358 201 455 218 or +358 201 455 212 on weekdays between 9.00 a.m. and 3.00 p.m.; or
- c) by post to the following address SRV Group Plc, Legal Affairs/AGM, P.O. Box 555, FI-02601 Espoo, Finland.

Registrations via the internet or post must arrive before the end of the registration period.

When registering to attend the AGM, individuals are required to provide the following information: the shareholder's name, identity number/business ID, address and phone number, and the name of an assistant or proxy representative, if any, as well as proxy representative's identity number. Any personal information regarding a shareholder disclosed to the SRV Group will only be used in connection with the AGM and the related processing of registrations.

Upon request at the meeting venue, a shareholder, or his or her representative or proxy, must be able to present proof of identity and/or the right to act on behalf of a shareholder.

2. Right to appoint a proxy and letters of proxy

A shareholder is entitled to participate and make use of his or her rights as a shareholder at the Annual General Meeting by appointing a proxy.

A proxy is required to present a dated letter of proxy, or otherwise show in a reliable manner (e.g. a trade register extract) that he or she is entitled to act in this capacity on behalf of a shareholder. In the event that a shareholder is represented by more than one proxy representing shares held in different securities accounts, each proxy must state which shares he or she represents when registering to attend the AGM.

Originals of shareholders' letters of proxy are asked to be submitted before the end of the registration period, by 4:00 p.m. (EET) on 20 March 2017, to the address SRV Group Plc, Legal Affairs/AGM, P.O. Box 555, FI-02601 Espoo, Finland.

3. Holders of nominee registered shares

A holder of nominee registered shares has the right to participate in the Annual General Meeting by virtue of such shares, based on which he/she on the record date, 13 March 2017, would be entitled to be registered in the shareholders' register held by Euroclear Finland Ltd.

DRAFT 20 February 2017

The right to participate in the Annual General Meeting requires, in addition, that the shareholder on the basis of such shares has been registered into the temporary shareholders' register held by Euroclear Finland Ltd. at the latest by 10.00 a.m (EET) on 20 March 2017. As regards nominee registered shares this constitutes due registration for the general meeting.

A holder of nominee registered shares is advised to request without delay necessary instructions regarding the registration in the temporary shareholder's register of the company, the issuing of proxy documents and registration for the AGM from his/her custodian bank. The account management organization of the custodian bank has to register a holder of nominee registered shares, who wants to participate in the general meeting, into the temporary shareholders' register of the company at the latest by the time stated above.

4. Other instructions and information

Shareholders attending the Annual General Meeting shall be entitled under Chapter 5, Section 25 of the Companies Act to present questions to the meeting regarding the items on the agenda.

On the date of this notice to the general meeting 27 February 2017, the total number of shares and votes represented by such shares in SRV Group Plc is 60,499,575 shares.

In Espoo, on 27 February 2017

SRV GROUP PLC

Board of Directors