

**SRV GROUP PLC****ANNUAL GENERAL MEETING 19 MARCH 2019****HR & Nomination Committee of the Board of Directors' proposal to the Annual General Meeting on the remuneration of members of the Board of Directors**

The Board of Directors' HR & Nomination Committee 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 2020 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.

**HR & Nomination Committee of the Board of Directors' proposal to the Annual General Meeting on the number of members of the Board of Directors**

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

**HR & Nomination Committee of the Board of Directors' proposal to the Annual General Meeting on the election of members of the Board of Directors**

The Board of Directors' HR & Nomination Committee proposes that the following current members be elected again to the Board of Directors: Minna Alitalo, Juhani Hintikka, Olli-Pekka Kallasvuo, Ilpo Kokkila and Timo Kokkila and that Tomi Yli-Kyyny be elected as a new member to the Board of Directors. 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 2020.

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/agm](http://www.srv.fi/agm).

**SRV GROUP PLC**

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**Board of Directors' proposal to the Annual General Meeting on resolving the payment of the dividend**

The Board of Directors proposes that no dividend is distributed for the financial year ended on 31 December 2018 based on the balance sheet to be adopted.

**SRV GROUP PLC****ANNUAL GENERAL MEETING 19 MARCH 2019****The Audit Committee of the Board of Directors' proposal to the Annual General Meeting on the 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 by the company.

**The Audit Committee of the Board of Directors' proposal to the Annual General Meeting on the 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 2020. PricewaterhouseCoopers Oy has notified the company that APA Samuli Perälä would be the responsible auditor.

**SRV GROUP PLC****ANNUAL GENERAL MEETING 19 MARCH 2019****Board of Directors' proposal to the Annual General Meeting on 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 as follows:

The Board of Directors is authorised to acquire a maximum of 5,000,000 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 10% of all shares in the company.

Shares may be acquired in public trading arranged by Nasdaq Helsinki Oy at the market price at the moment of acquisition. Own shares may be acquired otherwise than in proportion to the existing holdings of the shareholders. Shares 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 authorisation shall be in force for 18 months from the decision of the Annual General Meeting and cancels the authorisation to decide on acquisition of the company's own shares granted by the Annual General Meeting to the Board of Directors on 20 March 2018.

**SRV GROUP PLC****ANNUAL GENERAL MEETING 19 MARCH 2019****Board of Directors' proposal to the Annual General Meeting on authorising the Board of Directors to decide on a share issue and on the issue of special rights**

The Board of Directors proposes that the Annual General Meeting authorise the Board of Directors to decide on a share issue and on the issue of special rights as follows:

The Board of Directors may decide on the issue of new shares or the reissue of treasury shares and/or the issue of special rights entitling to shares as referred to in Chapter 10 Section 1 of the Companies Act either for or without consideration, in one or several instalments.

Based on the authorisation the number of new shares issued or treasury shares conveyed including shares issued on the basis of special rights, is in total a maximum of 12,000,000 corresponding approx. 19.8 % of all the shares of the company at the time of the proposal. Eventual shares issued on the basis of special rights are included in the above mentioned total number of shares.

The authorisation entitles the Board of Directors to decide on terms and conditions of a share issue and special rights entitling to shares, including the right to decide whether the subscription price will be recognized in full or in part in the invested unrestricted equity reserve or as an increase to the share capital and including the right to derogate from the pre-emptive subscription right of shareholders if there is a weighty financial reason for the company to do so. A directed share issue may be executed without consideration only if there is an especially weighty financial reason for the company to do so, taking into account the interests of all shareholders.

The authorisation may be used, for example, when issuing new shares or conveying shares as consideration in corporate acquisitions, when the company acquires assets relating to its business, in order to strengthen the company's capital structure and for implementing incentive schemes.

The aforementioned authorisation shall be in force for 18 months from the decision of the Annual General Meeting and cancels the authorisation to decide on a share issue and on the issue of special rights granted by the Annual General Meeting to the Board of Directors on 22 March 2016.