

NOTICE TO THE GENERAL MEETING

Notice is given to the shareholders of SRV Group Plc to the annual general meeting to be held on Tuesday **19 March 2019 at 4:00 PM (EET)** in SRV Group Plc's main office, address: Tarvonsalmenkatu 15, 02600 Espoo. The reception of persons who have registered for the meeting and the distribution of voting tickets will commence at 15.00.

A. *Matters on the agenda of the general meeting*

At the general meeting, the following matters will be considered:

- 1. Opening of the meeting**
- 2. Calling the meeting to order**
- 3. Election of persons to scrutinize the minutes and to supervise the counting of votes**
- 4. Recording the legality of the meeting**
- 5. Recording the attendance at the meeting and adoption of the list of votes**
- 6. Presentation of the annual accounts, the report of the board of directors and the auditor's report for the year 2018**

Review by the President & CEO.

- 7. Adoption of the annual accounts**
- 8. . Resolution on the use of the profit shown on the balance sheet and the payment of 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.

- 9. Resolution on the discharge of the members of the board of directors and the CEO from liability**

- 10. Resolution on the remuneration of the 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.

- 11. Resolution 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.

- 12. 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.

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 by the company.

14. Election of 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.

15. Authorizing 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.

16. Authorizing 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.

17. Closing of the meeting

B. Documents of the general meeting

The proposals for the decisions on the matters on the agenda of the general meeting as well as this notice are available on SRV Group Plc's website at www.srv.fi/amg. The annual report, the report of the board of directors and the auditor's report of SRV Group Plc, are available on the above-mentioned website on 22 February 2019. The proposals for decisions and the other above-mentioned documents are also available at the meeting. The minutes of the meeting will be available on the above-mentioned website at latest from 2 April 2019.

C. Instructions for the participants in the general meeting

1. Shareholder registered in the shareholders' register

Each shareholder, who is registered on 7 March 2019 in the shareholders' register of the company held by Euroclear Finland Ltd., has the right to participate in the general meeting. A shareholder, whose shares are registered on his/her personal Finnish book-entry account, is registered in the shareholders' register of the company.

A shareholder, who is registered in the shareholders' register of the company and who wants to participate in the general meeting, shall register for the meeting no later than 4:00 p.m. (EET) on Thursday 14 March 2019 by giving a prior notice of participation, which shall be received by the company no later than on the above-mentioned date. Such notice can be given:

- a) on the SRV website www.srv.fi/agm;

- b) by telephone +358 201 455 267 or +358 201 455 218 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.

When registering to attend the general meeting, individuals are required to provide the following information: the shareholder's name, date of birth/business ID, address and phone number, and the information on a representative or proxy.

The personal data given to SRV Group Plc is used only in connection with the general meeting and with the processing of related registrations.

The shareholder, his/her authorized representative or proxy representative shall, where necessary, be able to prove his/her identity and/or right of representation.

2. Holders of nominee registered shares

A holder of nominee registered shares has the right to participate in the general meeting by virtue of such shares, based on which he/she on the record date of the general meeting, i.e. on 7 March 2019 would be entitled to be registered in the shareholders' register of the company held by Euroclear Finland Ltd. The right to participate in the 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 14 March 2019 by 10.00 am. 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 general meeting 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.

3. Proxy representative and powers of attorney

A shareholder may participate in the general meeting and exercise his/her rights at the meeting by way of proxy representation. A proxy representative shall produce a dated proxy document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder at the general meeting. When a shareholder participates in the general meeting by means of several proxy representatives representing the shareholder with shares at different securities accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the general meeting.

Possible proxy documents should be delivered before the last date for registration by 4:00 p.m. (EET) on 14 March 2019, to the address SRV Group Plc, Legal Affairs/AGM, P.O. Box 555, FI-02601 Espoo, Finland or by email to satu.valkama@srv.fi.

5. Other instructions and information

Pursuant to chapter 5, section 25 of the Companies Act, a shareholder who is present at 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 to the general meeting 25 February 2019 the total number of shares in SRV Group Plc was 60,499,575 shares, representing an equal number of votes.

In Espoo, on 25 February 2019

SRV GROUP PLC

Board of Directors