

PROPOSALS OF YIT CORPORATION'S BOARD OF DIRECTORS TO THE ANNUAL GENERAL MEETING TO BE HELD ON MARCH 15, 2016.

The distribution of profits

The Board of Directors proposes that dividends of 22 cents (EUR 0.22) per share be paid from the unrestricted equity and that the rest of the profit be carried forward to the distributable equity. The right to a dividend payable on April 4, 2016, rests with a shareholder who, by the record date of March 17, 2016, has been entered as a shareholder in the Company's shareholder register that is maintained by Euroclear Finland Ltd.

The rest of the profit after the dividend payout will be carried forward to the distributable equity. No dividend will be paid on treasury shares.

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

The Board of Directors proposes on recommendation of the 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 Personnel Committee that Kim Gran be elected as the Chairman of the Board of Directors, Matti Vuoria as the Vice Chairman (new), and Satu Huber, Erkki Järvinen, Inka Mero (new) and Juhani Pitkääkoski as members of the Board of Directors.

Fees to the members of the Board of Directors

The Board of Directors proposes on recommendation of the Personnel Committee that the following fees be paid to the Board of Directors: Chairman EUR 6,600/month (EUR 79,200/year), Vice Chairman EUR 5,000/month (EUR 60,000/year), member EUR 3,900/month (EUR 46,800/year) and a meeting fee of EUR 550 per meeting. In addition, it is proposed that similarly EUR 550 be paid to the members of the committees of the Board of Directors for each committee meeting. Per diems are proposed to be paid for trips in Finland and abroad in accordance with the State's travelling compensation regulations.

The auditor's fees

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.

Proposal for an 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. PricewaterhouseCoopers has nominated Juha Wahlroos, Authorised Public Accountant, as the chief auditor.

Authorisation of the Board of Directors to decide on the repurchase of own shares

The Board of Directors proposes that the Annual General Meeting authorises 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. However, the number of shares held by the Company may not represent more than 10% of all shares in the Company. This number includes all the treasury shares held by the Company and its subsidiaries pursuant to Chapter 15, section 11(1) of the Limited Liability Companies Act.
2. The shares will be purchased in disproportion to the shareholders' holdings. The trading will take place on a regulated market operated by Nasdaq Helsinki Ltd.
3. The shares will be purchased at their market value formed in public trading on Nasdaq Helsinki Ltd at the time of the 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 purchase the Company's own shares issued by the Annual General Meeting on March 18, 2015. The Board of Directors proposes that the authorisation be valid until March 31, 2017.

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.
2. The Board of Directors may also 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 number includes all the treasury 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 Limited Liability Companies Act, including the right to decide whether any subscription price be recognised in full or in part under invested unrestricted equity reserve or as an increase in share capital.
5. The share issue authorisation pursuant to this item also includes the Board of Directors' 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 own 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 were originally acquired.

The Board of Directors proposes that the authorisation shall reverse the authorisation to decide on share issues by the Annual General Meeting on March 18, 2015. The Board of Directors proposes that the authorisation be valid until March 31, 2017.

Establishing the Shareholders' Nomination Board

The Board of Directors proposes that the Annual General Meeting decides to establish a Shareholders' Nomination Board, to prepare proposals on the election and remuneration of the members of the Board of Directors for the Annual General Meeting, and that the Annual General Meeting confirms the proposal for the standing order of the Shareholders' Nomination Board in Appendix 1.

The Board of Directors proposes that the decision on the establishment and duties of the Nomination Board be valid for an indefinite period, until otherwise decided by the General Meeting.

According to the proposal and the Board of Directors' diversity principles, the purpose of the Nomination Board is

- to prepare a proposal for the composition of the Board of Directors to the General Meeting;
- to prepare a proposal for the remuneration of the members of the Board of Directors to the General Meeting;

- to present the proposal for the composition of the Board of Directors to the General Meeting; and
- to find successors for the members of the Board of Directors.

The Nomination Board comprises the Company's three major shareholders or the representatives nominated by these shareholders. In addition, the Chairman of the Board of Directors can be invited to the Nomination Board as a specialist member upon the Nomination Board's decision.

The right to nominate members to represent shareholders rests with three shareholders who are registered in the shareholders' register maintained by Euroclear Finland Ltd or another operator on the last weekday of August in the year preceding the General Meeting and who hold the largest number of votes conferred by shares according to the shareholder register. If a shareholder chooses not to use their right to nominate, the right is transferred to the shareholder who holds the next largest number of shares according to the shareholder register, who would not otherwise have the right to nominate.

In the event that a shareholder who has an obligation make notifications regarding certain changes in ownership under the Securities Market Act (shareholder subject to flagging notification) requests from the Board of Directors thereof in writing by the last weekday of August in the year preceding the Annual General Meeting, the holdings of such shareholder subscribed in several funds or registers are summed up when calculating the proportion of votes of the shareholder. If a holder of nominee registered shares wishes to use his/her right to nominate, they shall present a reliable account of the number of shares in their ownership by the last weekday of August in the year preceding the Annual General Meeting. The account shall be submitted to the Chairman of the Board of Directors on the fourth weekday of September, at the latest. The nomination procedure is explained in detail in the proposed standing order of the Nomination Board.

The Chairman of the Board of Directors requests the three shareholders who have the largest number of shares on the last weekday of August in the calendar year preceding the Annual General Meeting to nominate one member each for the Shareholders' Nomination Board, and convenes the first Nomination Board meeting. The Nomination Board selects a Chairman from among its members, and the Chairman of the Nomination Board cannot be the Chairman of the Board of Directors. After this, the Nomination Board holds a meeting convened by the Chairman they have selected. The term of office of the Nomination Board members starts at the appointment of the Board and ends automatically at the appointment of new Nomination Board members.

The Nomination Board must give its proposal to the Board of Directors by the last weekday of January preceding the Annual General Meeting. The proposal to an Extraordinary General Meeting must be given early enough, so that it can be included in the notice of meeting. The Nomination Board shall keep the proposals confidential until the Company published them. Regulations laid down in the Securities Market Act apply to any insider information the Nomination Board members might come to possess.

The Nomination Board members are not paid compensation for their membership in the Nomination Board. The members are compensated for their travel expenses in accordance with the State's travelling compensation regulations. If necessary, the Nomination Board can use external specialists in order to perform its duties, within the cost framework approved by the Company beforehand.

The proposal for the standing order of the Nomination Board, issued by the Board of Directors, is on the YIT Corporation website at www.yitgroup.com/agm2016.

Helsinki, February 4, 2016

YIT Corporation

Board of Directors