

PROPOSALS OF YIT CORPORATION'S BOARD OF DIRECTORS AND THE SHAREHOLDER'S NOMINATION BOARD TO THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON SEPTEMBER 12, 2017

Resolutions relating to the combination of YIT Corporation and Lemminkäinen Corporation

YIT announced on June 19, 2017 the combination of YIT's and Lemminkäinen Corporation's ("**Lemminkäinen**") business operations through a statutory absorption merger of Lemminkäinen into YIT pursuant to the Finnish Companies Act (624/2006, as amended, the "**Companies Act**"). As a result of the merger, all assets and liabilities of Lemminkäinen will be transferred without a liquidation procedure to YIT, and Lemminkäinen will be dissolved (the "**Combination**"). The shareholders of Lemminkäinen will receive new shares in YIT as merger consideration in proportion to their existing shareholdings.

The purpose of the Combination is to create one of the leading construction companies in urban development in the Northern European construction market with a balanced business portfolio of Housing, Business Premises, Infrastructure and Property Partnership and wider geographical presence. Together, YIT and Lemminkäinen can leverage their wide professional network to provide customers cost-competitive yet high quality and complex solutions. YIT and Lemminkäinen will create a broad project execution platform for their diversified customer base. The broadened service offering will decrease the combined company's sensitivity to economic fluctuations, which will support cash flow generation and help the combination to reach its growth targets. The increased size, reduced risk potential and strengthened capital base of the combined company also give potential for increased financing options and lower cost of debt. In addition, the benefits of scale enable new market opportunities and ability to capture larger projects. The Combination is expected to create significant value for the shareholders of the combined company through synergies resulting from the coordination of the operations of YIT and Lemminkäinen and through increasing business opportunities. Furthermore, employees will gain improved career opportunities under a larger corporation and the combined company is expected to be an attractive employer for both existing and new talent.

In order to complete the Combination, the Board of Directors of YIT proposes that the Extraordinary General Meeting would (i) resolve on the statutory absorption merger of Lemminkäinen into YIT in accordance with the merger plan approved by the Boards of Directors of YIT and Lemminkäinen and dated June 19, 2017 and thereafter registered with the Trade Register of the Finnish Patent and Registration Office on June 20, 2017 (the "**Merger Plan**"); and as part of approval of the merger, conditionally upon the execution of the merger: a. approve the amended Articles of Association of YIT in the form appended to the Merger Plan; b. approve the issuance of new shares of YIT as merger consideration to the shareholders of Lemminkäinen; and c. pursuant to the proposal of the Shareholders' Nomination Board of YIT made after consulting the Nomination Committee of the Board of Directors of Lemminkäinen and included in the Merger Plan, resolve on the number and election of the members of the Board of Directors of YIT, all as further set out below and (ii) pursuant to the proposal of the Shareholder's Nomination Board of YIT made after consulting the Nomination Committee of the Board of Directors of Lemminkäinen resolve on the remuneration of the Board of Directors of YIT.

The proposals of the Board of Directors and the Shareholders' Nomination Board of YIT set out below the subtitle "Resolution on the merger" form an entirety that requires the adoption of all its individual items by a single resolution. The Extraordinary General Meeting may only approve or reject the proposals set out in the Merger Plan, but not amend them.

The Combination as a whole and the proposed changes to the Articles of Association of YIT, issuance of shares as merger consideration, the number of members of the Board of Directors of YIT, the composition of the Board of Directors of YIT and the remuneration of the Board of Directors of YIT are conditional upon and will become effective upon the registration of the execution of the merger. The planned date of execution of the merger is November 1, 2017. The planned date of execution may change as set out in the Merger Plan.

Resolution on the merger

The Board of Directors of YIT proposes that the Extraordinary General Meeting resolves on the merger of Lemminkäinen into YIT in accordance with the Merger Plan. The resolution on the merger includes among other matters set out in the Merger Plan, the following key items (as specified in the Merger Plan):

Amendment of the Articles of Association

Pursuant to the Merger Plan, the Articles of Association of YIT shall be amended in connection with the execution of the merger. The amendments set out in the Merger Plan mainly include technical amendments to most of the sections of the Articles of Association. The most significant amendments include changing the field of business of YIT, changing the number of members of the Board of Directors, adding a provision for electing new Chairman and/or Vice Chairman of the Board of Directors where the Chairman or Vice Chairman of the Board of Directors leaves his/her post during his/her term of office and changing the deadline for arranging an Annual General Meeting. The amended Articles of Association of YIT have been appended in their entirety to the Merger Plan.

Merger consideration

Pursuant to the Merger Plan, the shareholders of Lemminkäinen shall receive as merger consideration 3.6146 new shares of YIT for each share owned in Lemminkäinen, that is, the merger consideration shall be issued to the shareholders of Lemminkäinen in proportion to their existing shareholding with a ratio of 3.6146:1. In case the number of shares received by a shareholder of Lemminkäinen as merger consideration would be a fractional number, the fractions shall be rounded down to the nearest whole number. Fractional entitlements to new shares of YIT shall be aggregated and sold in public trading on Nasdaq Helsinki Ltd. and the proceeds shall be distributed to shareholders of Lemminkäinen entitled to receive such fractional entitlements in proportion to holding of such fractional entitlements. Any costs related to the sale and distribution of fractional entitlements shall be borne by YIT. The total number of shares issued as merger consideration shall be rounded down to the nearest full share. Based on the number of issued and outstanding shares in Lemminkäinen on the date of the notice of the Extraordinary General Meeting, a total of 83,876,431 new shares in YIT would be issued to shareholders of Lemminkäinen as merger consideration.

Number of members of the Board of Directors

Pursuant to the Merger Plan, the Shareholders' Nomination Board of YIT, after consultation with the Nomination Committee of the Board of Directors of Lemminkäinen, proposes that the total number of members of the Board of Directors, including the Chairman and Vice-Chairman of the Board of Directors, shall be eight (8).

Composition of the Board of Directors

Pursuant to the Merger Plan, the Shareholders' Nomination Board of YIT, after consultation with the Nomination Committee of the Board of Directors of Lemminkäinen, proposes that Inka Mero, Tiina Tuomela and Erkki Järvinen of the current members of the Board of Directors of YIT be conditionally elected to continue to serve on the Board of Directors of YIT, that Juhani Mäkinen, Kristina Pentti-von Walzel and Harri-Pekka Kaukonen of the current members of the Board of Directors of Lemminkäinen be conditionally elected as new members of the Board of Directors of YIT, and that Matti Vuoria, currently Chairman of the Board of Directors of YIT, be conditionally elected to continue as Chairman of the Board of Directors of YIT and Berndt Brunow, currently Chairman of the Board of Directors of Lemminkäinen, be conditionally elected as new Vice-Chairman of the Board of Directors of YIT, each for the term commencing on the date of registration of the execution of the merger and expiring at the end of the next Annual General Meeting of YIT.

All the board nominees are considered independent of YIT and of the significant shareholders of YIT. The board nominees have given their consent to the election. CVs of the proposed Board members are available on the Company's website at www.yitgroup.com/egm2017.

The term of the members of the Board of Directors not conditionally elected to continue in the Board of Directors pursuant to the Merger Plan shall end on the date of registration of the execution of the merger.

The Shareholders' Nomination Board of YIT, after consultation with the Nomination Committee of the Board of Lemminkäinen, may amend the above-mentioned proposal concerning the election of members of the Board of Directors of YIT, in case one or more of the above-mentioned persons would not be available for election at the Extraordinary General Meeting of YIT resolving on the merger.

The above proposals shall be approved as part of the merger and hence cannot be amended by the Extraordinary General Meeting.

Conditional resolution on the remuneration of new members of the Board of Directors

The Shareholders' Nomination Board of YIT, after consultation with the Nomination Committee of the Board of Directors of Lemminkäinen, proposes that in line with the resolutions of the Annual General Meeting of YIT held on March 16, 2017, the new members of the Board of Directors of YIT to be elected for a term of office commencing on the date of registration of the execution of the merger and expiring at the end of the first Annual General Meeting of YIT following the date of registration of the execution of the merger be paid the following remuneration: to the Vice Chairman of the Board of Directors and the Chairman of the Audit Committee EUR 60,000 per year and EUR 46,800 per year to the other members of the Board of Directors.

The Shareholders' Nomination Board of YIT, after consultation with the Nomination Committee of the Board of Directors of Lemminkäinen, further proposes that in line with the resolutions of the Annual General Meeting of YIT held on March 16, 2017, the new members of the Board of Directors be paid a meeting fee of EUR 550 per meeting in addition to the fixed annual fee. In addition, it is proposed that EUR 550 be paid to the new 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.

In addition, the Shareholders' Nomination Board of YIT, after consultation with the Nomination Committee of the Board of Directors of Lemminkäinen, proposes that in line with the resolutions of the Annual General Meeting of YIT held on March 16, 2017, the award and payment of the fixed annual fee of the new members of the Board of Directors be contingent on the Board members committing to purchasing directly, based on the resolution of the Extraordinary General Meeting, YIT Corporation shares amounting to 40% of the fixed annual fee from a regulated market (Nasdaq Helsinki Ltd) at a price determined by public trading, and that the shares in question be purchased directly on behalf of the Board members. The shares shall be purchased by a financial intermediary based on a purchase order given on behalf of the Board members within two weeks of the publication of the first interim report to be published after the execution of the merger.

The annual remuneration of the new Board members elected hereunder shall be paid in proportion to the length of their term of office. Otherwise the resolutions on Board remuneration made by the Annual General Meeting held on March 16, 2017 shall remain in force unaffected.

Pursuant to the Merger Plan, the execution of the merger is conditional upon this proposal being duly approved by the Extraordinary General Meeting.

Temporary deviation from the Standing Order of the YIT Shareholders' Nomination Board

As a consequence of the Combination, the Shareholders' Nomination Board of YIT proposes to the Extraordinary General Meeting that the Extraordinary General Meeting resolves to make a one-time deviation from the standing order of the YIT Shareholders' Nomination Board (the "**Standing Order**"). According to the current Standing Order, the right to nominate members to the Shareholders' Nomination Board rests with the three largest shareholders who are registered in the shareholders' register on the last weekday of August in the year preceding the General Meeting for which the Shareholders' Nomination Board prepares proposals for.

The Shareholders' Nomination Board proposes that, in deviation from the above, the right to nominate members to the Nomination Board preparing proposals for General Meetings held during 2018 shall rest with the three largest shareholders who are registered in the shareholders' register on the registration date of the execution of the merger of Lemminkäinen into YIT or, if not a business day, on the first

business day following such registration date. Further, as a precaution for the possibility that the execution of the merger has not taken place by November 1, 2017, it is proposed that the Nomination Board shall have a reasonable time to prepare its proposals before the Annual General Meeting 2018 instead of having time until end of January 2018 and that the Nomination Board shall in such case publish its proposals as soon as practically possible. In all other respects the Nomination Board shall follow the current Standing Order.

Pursuant to the Merger Plan, the execution of the merger is conditional upon this proposal being duly approved by the Extraordinary General Meeting.

Helsinki

YIT Corporation

Board of Directors

Distribution: Nasdaq Helsinki, major media, www.yitgroup.com

YIT creates better living environment by developing and constructing housing, business premises, infrastructure and entire areas. Our vision is to bring more life in sustainable cities. We want to focus on caring for customer, visionary urban development, passionate execution and inspiring leadership. Our growth engine is urban development involving partners. Our operating area covers Finland, Russia, the Baltic countries, the Czech Republic, Slovakia and Poland. In 2016, our revenue amounted to nearly EUR 1.8 billion, and we employ about 5,300 employees. Our share is listed on Nasdaq Helsinki. www.yitgroup.com

Notice to Lemminkäinen Shareholders in the United States

The YIT shares to be issued in connection with the merger have not been registered under the U.S. Securities Act of 1933, as amended (the "Securities Act") and are being issued in reliance on the exemption from registration set forth in Rule 802 under the Securities Act.

YIT and Lemminkäinen are Finnish companies and the issuance of YIT shares will be subject to procedural and disclosure requirements in Finland that may be different from those of the United States. Any financial statements or other financial information included in this release may have been prepared in accordance with non-U.S. accounting standards that may not be comparable to the financial statements of U.S. companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States.

It may be difficult for U.S. shareholders of Lemminkäinen to enforce their rights and any claims they may have arising under U.S. federal securities laws in connection with the merger, since YIT and Lemminkäinen are located in non-U.S. jurisdictions, and some or all of YIT's and Lemminkäinen's officers and directors may be residents of countries other than the United States. As a result, U.S. shareholders of Lemminkäinen may not be able to sue YIT or Lemminkäinen or their respective officers and directors in a court in Finland for violations of U.S. federal securities laws. Further, it may be difficult to compel YIT or Lemminkäinen to subject themselves to the jurisdiction or judgment of a U.S. court.

Lemminkäinen's shareholders should be aware that YIT may purchase Lemminkäinen's shares otherwise than under the merger, such as in open market or privately negotiated purchases, at any time during the pendency of the proposed merger.