

## **INVITATION**

The shareholders of YIT Corporation are invited to attend the Annual General Meeting to be held on Friday, 15 March 2013, starting at 10:00 a.m. (Finnish time) in Finlandia Hall, Conference Wing, Hall A, located at the address Mannerheimintie 13, Helsinki (entrance through doors M1 and K1).

The check-in of those who have registered for the meeting and the distribution of ballots will start at 9:00 a.m. Coffee will be available from 9:00 a.m.

### **A. Matters to be considered at the meeting**

**The following matters will be considered at the Annual General Meeting:**

- 1. Opening of the meeting**
- 2. Election of the chairman and calling the secretary of the meeting**
- 3. Election of persons to scrutinise the minutes and supervise the counting of votes**
- 4. Adoption of the list of votes**
- 5. Recording the legality of the meeting**
- 6. Information on preparations of the demerger**
- 7. Review by the President and CEO, presentation of the financial statements for 2012, the report of the Board of Directors, the consolidated financial statements and the auditor's report for the year 2012**

Review by the President and CEO

- 8. Adoption of the financial statements and the consolidated financial statements**
- 9. Resolution on the measures warranted by the profit shown on the adopted balance sheet**

The Board of Directors proposes to the Annual General Meeting that it decides to pay dividends of EUR 0.75 per share and that the rest of the profit be carried forward to the distributable equity.

- 10. Decision on the record date and payment date for dividends**

Board of Directors proposes that the record date of the dividend payment be 20 March 2013 and that the dividend be paid on 27 March 2013.

- 11. Discharge of the members of the Board of Directors and the President and CEO from liability**

- 12. Resolution on the number of members of the Board of Directors**

The Board of Directors proposes on recommendation of The Board's Personnel Committee that a Chairman, a Vice Chairman and five ordinary members be elected to the Board of Directors.

### **13. Resolution on the remuneration of the Chairman, Vice Chairman and members of the Board of Directors**

The Board of Directors proposes on recommendation of The Board's 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.

### **14. Decision on the remuneration of the auditor**

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.

### **15. Election of the Chairman, Vice Chairman and members of the Board of Directors**

The Board of Directors proposes on recommendation of The Board's Personnel Committee that Henrik Ehrnrooth be elected as the Chairman of the Board of Directors, Reino Hanhinen as the Vice Chairman, and Kim Gran, Satu Huber, Erkki Järvinen, Ari Lehtoranta and Michael Rosenlew as members of the Board of Directors. All candidates have consented to being elected. All candidates are introduced on the Company's Internet site.

### **16. Election of the 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.

### **17. Authorisation of the Board of Directors to decide on the repurchase of the Company's 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:

17.1. A maximum of 10,760,000 Company shares may be purchased.

17.2. The shares will be purchased in disproportion to the shareholders' holdings. The purchase will be carried out through public trading arranged by NASDAQ OMX Helsinki Ltd.

17.3. The shares will be purchased at their market value formed in public trading on NASDAQ OMX Helsinki Ltd at the time of the purchase.

17.4. 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 13 March 2012. The Board of Directors proposes that the authorisation be valid until 31 March 2014.

### **18. Closing of the meeting**

## **B. Documents of the Annual General Meeting**

The Company's financial statements bulletin, the proposals of the Board of Directors and its committees as well as this notice of meeting will be available for inspection by shareholders as of 5 February 2013 on the Company website [www.yitgroup.com](http://www.yitgroup.com). The Company's financial statement documents pursuant to the Companies Act and the Securities Market Act and the annual report are available for inspection by shareholders latest 22 February 2013 on the Company website [www.yitgroup.com](http://www.yitgroup.com). Printed copies of the Company's Annual Report for 2012 will be mailed upon request. The proposals of the Board of Directors as well as the financial statement documents will be available at the Annual General Meeting.

The minutes of the Annual General Meeting will be available on the Company website [www.yitgroup.com](http://www.yitgroup.com) by 28 March 2013.

## **C. Instructions for those participating in the Annual General Meeting**

### **1. Shareholders registered in the shareholders' register**

A shareholder who is registered in the Company's shareholders' register maintained by Euroclear Finland Ltd on 5 March 2013 has the right to participate in the Annual General Meeting.

A shareholder entered in the Company's shareholders' register wishing to participate in the Annual General Meeting should register for the meeting by 12 March 2013 using one of the following methods:

- a) registration through YIT Corporation's website at [www.yitgroup.com/agm](http://www.yitgroup.com/agm) following the instructions given
- b) registration by telefax at the number + 358 20 433 2077
- c) registration by telephone at the number + 358 44 7437500
- d) registration by sending a letter to YIT Corporation, Marja Salo, PO Box 36, FI-00621 Helsinki, Finland.

When registering through the Internet, by telefax, by telephone or by a letter, the message must reach the Company before the end of the registration period on 12 March 2013 at 4:00 p.m. (Finnish time).

The shareholder's name and personal identification number or business ID as well as the name of his/her eventual assistant or proxy representative and the personal identification number of the proxy representative must be notified in connection with the registration. The personal data disclosed by the shareholders to YIT Corporation will only be used in connection with the Annual General Meeting and the processing of related necessary registrations.

### **2. Holder of nominee registered shares**

A holder of nominee registered shares has the right to participate in the Annual General Meeting based on the shares that would entitle him/her to be registered in the shareholders' register held by Euroclear Finland Ltd on 5 March 2013. In addition, the right to participate requires that the holder of nominee registered shares is temporarily entered to the shareholders' register held by Euroclear Finland Ltd based on these shares at the latest 12 March 2013, 10:00 a.m. This is considered registration for the Annual General Meeting as regards nominee registered shares.

Such a shareholder is advised to request from his/her custodian bank, without delay, the necessary instructions regarding registration in the temporary shareholder's register of the Company, the issuing of proxy documents and registration for the Annual General Meeting. The account operator of the custodian bank has to register a holder of nominee registered shares who wishes 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 Annual 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. When a shareholder participates in the Annual General Meeting by means of several proxy representatives representing the shareholder with shares held in different securities accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the Annual General Meeting.

Possible proxy documents should be notified in connection with the registration and they should be delivered in originals to YIT Corporation, Marja Salo, PO Box 36, FI-00621 Helsinki, Finland, prior to the end of the registration period.

### **4. Other information**

Pursuant to Chapter 5, section 25 of the Companies Act, a shareholder who is present at the meeting has the right to request information with respect to the matters to be considered at the meeting.

On the date of this notice of the General Meeting, the total number of shares and votes in YIT Corporation is 127,223,422.

Helsinki, 4 February 2013

**YIT Corporation**  
The Board of Directors