

## **The Proposals of YIT Corporation's Board to the Annual General Meeting to Be Held on 15 March 2013**

### **Distribution of profits**

The Board of Directors proposes that a dividend of EUR 0.75 per share be paid 27 March 2013. The right to dividends rests with a shareholder who, by the record date of the dividend payment 20 March 2013, has been entered as a shareholder in the Company's shareholder register maintained by Euroclear Finland Ltd.

After the dividend payment the rest of the profit be carried forward to the distributable equity. No dividend will be paid for treasury shares.

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

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.

The Board of Directors proposes on recommendation of The 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 the members of the Board of Directors.

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

### **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.

### **Proposed 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.

### **Repurchase 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 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.
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.
3. The shares will be purchased at their market value formed in public trading on NASDAQ OMX Helsinki Ltd at the time of 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 repurchase 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.

**Helsinki, 4 February 2013**

**YIT Corporation**

The Board of Directors