

ANNUAL GENERAL MEETING 29 MARCH 2019

SHAREHOLDERS NOMINATION COMMITTEE'S PROPOSALS TO THE ANNUAL GENERAL MEETING

REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS

The remuneration of the members of the Board of Directors is proposed to be given in a combination of Lehto Group Plc shares and cash. The yearly remuneration that would be paid in such a way is:

- Chairman of the Board of Directors EUR 69,000
- Deputy Chairman and members of the Board of Directors EUR 34,500

The remuneration of the members of the Board of Directors shall be made in Lehto Group Plc shares and in cash, with approximately 40 per cent of the remuneration paid in shares and the remainder in cash. The Company shall transfer the shares that are in the Company's possession or alternatively the shares shall be acquired from the regulated market (Nasdaq Helsinki Ltd) at a price determined by public trading, in the name and on behalf of the Members of the Board of Directors. The shares shall be acquired as soon as possible from the Annual General Meeting accepting the proposal.

The amount of the shares to be transferred from the Company's possession would be calculated by dividing the remuneration determined based on the medium rate of a share during the ten following banking days from the Annual General Meeting accepting the proposal and rounding the amount down to the next whole number.

The Members of the Board shall not dispose such shares during his/her membership or before six months has passed from the expiry of the said membership.

Shall the member of the Board of Directors notify the Company within three banking days from the Annual General Meeting, to the CFO of the Company, in writing, that he/she shall abstain from accepting the Lehto Group Plc shares, the remuneration shall be paid entirely in cash. The yearly remuneration that would be paid in such case is:

- Chairman of the Board of Directors EUR 55,200
- Deputy Chairman and members of the Board of Directors EUR 27,600

The attendance fee for the members of the Board of Directors for each Board meeting attended by the member, with the exception of meetings held via telephone or email, would remain the same as last year:

- Chairman of the Board of Directors EUR 1,500
- Deputy Chairman and members of the Board of Directors EUR 750

The attendance fee for the members of the committees of the Board of Directors for each committee meeting attended by the member, with the exception of meetings held via telephone or email, would remain the same as last year:

- Chairman of the committee EUR 600
- Members of the committee EUR 400

Reasonable travel expenses caused by Board meetings or committee meetings is proposed to be paid in accordance with the instructions of the tax authority. The per diem allowances are included in the attendance fee.

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DECIDING THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS

The Shareholders' Nomination Committee proposes that the number of Board members is to be set five (5).

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ELECTING THE BOARD OF DIRECTORS

At their consent, the following persons should be re-elected as members: Martti Karppinen, Mikko Räsänen and Pertti Korhonen.

At their consent, as the new members of the Board of Directors the Shareholders' Nomination Committee proposes Anne Korkiakoski and Seppo Laine.

Anne Korkiakoski

Anne Korkiakoski holds the degree of M.Sc. (Econ.) from the University of Vaasa. She is an expert in marketing and communication and acts as a member of the Board of Directors in several entities such as Lindström, University of Vaasa, Kämp Collection Hotels, Nordic Morning Group, and Kalevala Jewelry. Earlier in her career Korkiakoski has acted as the Executive Vice President of Marketing and Communications at Kone Corporation and at Elisa Corporation and as the CEO and Partner in the Nordic advertisement and communication offices of Havas.

Seppo Laine

Seppo Laine is an Authorised Public Accountant and acts as Chairman of the Board of Directors in Cor Group Ltd, Partnera Ltd, Joutsen Media Ltd and Pohjaset Ltd as well as a Member of the Board in Apetit Plc, Sievi Capital Plc and FCG City Portal Ltd. Laine has previously in his career worked as the CFO and the Chairman of the Board of Directors in Elektrobitt Plc and as the Director of Oulu regional office and International Partner in Auditing Company Ernst & Young.

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AMENDING THE RULES OF PROCEDURE OF THE SHAREHOLDER'S NOMINATION COMMITTEE

The Shareholder's Nomination Committee has, pursuant to its Rules of Procedure, Section 8, evaluated its functions and the adequacy of its Rules of Procedure.

The Committee evaluates that it has been able to function well and reach results. Nevertheless, more time should be given to discussion.

The Shareholder's Nomination Committee proposes an amendment to the Section 3 (Members) of the Rules of Procedure so that the biggest shareholders would be selected on the last September date of public trading organised by Nasdaq Helsinki Oy instead of such date in October. After the amendment the Section would be as follows (amendment underlined):

3. Members

The members of the Shareholders' Nomination Committee shall comprise the representatives of the three biggest shareholders who have accepted the responsibility. The biggest shareholders shall be annually named with regard to the situation on the last September date of public trading organised by Nasdaq Helsinki Ltd on the basis of the company's shareholders' register, held by Euroclear Finland Ltd. Each of the three biggest shareholders shall nominate one representative for the Nomination Committee. Should someone opt out of the nomination right, the right is transferred to the next biggest shareholder in order who otherwise would not have the nomination right. The Chairman of the company's Board of Directors shall act as an expert member of the Committee without a right to vote.

The Nomination Committee shall be convened by the Chairman of the Board of Directors. This can be done after the last September date of public trading organised by Nasdaq Helsinki Ltd. The Committee shall elect a Chairman of the Committee from within their own ranks. Once the Nomination Committee has been elected, the company shall announce the composition thereof by stock exchange release.

[...]

Otherwise, the term of office of a Committee member shall be valid until the last September date of public trading organised by Nasdaq Helsinki Ltd following the election.