

## Notice to the General Meeting

Notice is given to the shareholders of Konecranes Plc to the Annual General Meeting to be held on Wednesday 23 March 2016 at 10.00 a.m. at Hyvinkääsali (address: Jussinkuja 1, 05800 Hyvinkää, Finland). Reception of persons registered for the meeting and distribution of voting tickets will commence at 9.15 a.m.

### A. Matters on the agenda of the General Meeting

At the General Meeting, the following matters will be considered:

1. Opening of the meeting
2. Calling the meeting to order
3. Election of persons to scrutinize the minutes and to supervise the counting of votes
4. Recording the legality of the meeting
5. Recording the attendance at the meeting and adoption of the list of votes
6. Presentation of the annual accounts, the report of the Board of Directors and the **auditor's report for the year 2015**
  - Review by the CEO
7. Adoption of the annual accounts
8. Resolution on the use of the profit shown on the balance sheet and the payment of dividend

The Board of Directors proposes to the General Meeting that a dividend of EUR 1.05 per share be paid from the distributable assets of the parent Company. Dividend will be paid to shareholders who on the record date of the dividend payment 29 March 2016 are **registered as shareholders in the Company's shareholders' register maintained by Euroclear Finland Ltd.** The dividend shall be paid on 6 April 2016.

9. Resolution on the discharge of the members of the Board of Directors and the CEO from liability
10. Resolution on the remuneration of the members of the Board of Directors

The Nomination and Compensation Committee of the Board of Directors proposes to the Annual General Meeting that the annual remuneration payable to the members of the Board to be elected at the Annual General Meeting for the term until the closing of the

Annual General Meeting in 2017 be unchanged from 2015 as follows: Chairman of the Board EUR 105,000, Vice Chairman of the Board EUR 67,000, and other Board members EUR 42,000. In case the term of office of a Board member ends before the closing of the Annual General Meeting in 2017, he or she is entitled to the prorated amount of the annual remuneration calculated on the basis of his or her actual term in office.

The Committee furthermore proposes that 50 per cent of the annual remuneration be paid in Konecranes shares. The remuneration shares may be purchased on the market on behalf of the Board members at a price determined in public trading at the time of acquiring the shares or transferred in a corresponding number of treasury shares. The purchase of shares or transfer of treasury shares shall be carried out in four equal instalments, each instalment being purchased or transferred within the two week period following each of the Company's interim report announcements and the Company's financial statements bulletin for 2016.

In case the shares due in any such instalment cannot be purchased or transferred within the time period indicated above due to legal or other regulatory restrictions or due to reasons related to a Board member, the amount of annual remuneration due for payment in such instalment shall be paid fully in cash.

In addition, the Chairman of the Board, the Vice Chairman of the Board, and other Board members are entitled to a compensation of EUR 1,500 per attended Board committee meeting. The Chairman of the Audit Committee of the Board of Directors is, however, entitled to a compensation of EUR 3,000 per attended Audit Committee meeting. Such compensation will be paid in connection with each instalment of the annual remuneration to the extent accrued. Any compensation accruing after the payment of the last instalment of the annual remuneration will be paid, without undue delay, after the end of the term of office of the Board member. No remuneration will be paid to Board members employed by the Company. Travel expenses will be compensated against receipt.

11. Resolution on the number of members of the Board of Directors

The Nomination and Compensation Committee of the Board of Directors proposes to the General Meeting that the number of members of the Board of Directors shall be six (6).

12. Election of members of the Board of Directors

The respective Boards of Directors of Konecranes Plc and Terex Corporation have in August 2015 approved a definitive agreement to combine their businesses in a merger of equals (the "Merger"). The Merger is subject to approval by both Terex and Konecranes shareholders, regulatory approvals and other closing conditions as further described in Konecranes' release of 11 August 2015. Konecranes expects to convene an Extraordinary General Meeting of shareholders to approve the Merger and elect a Board of Directors for the combined company Konecranes Terex Plc in the first half of 2016. Upon closing of the Merger, the combined company is planned to have

a Board comprising nine members, of which five directors will be nominated by Terex and four directors by Konecranes.

The Nomination and Compensation Committee of the Board of Directors proposes that the current Board members Mr. Svante Adde, Mr. Stig Gustavson, Mr. Ole Johansson, Mr. Bertel Langenskiöld, Ms. Malin Persson and Mr. Christoph Vitzthum be re-elected for a term of office ending at the earlier of (i) the closing of the Merger or (ii) the closing of the Annual General Meeting in 2017. All candidates and the evaluation regarding their independence has **been presented on the Company's** website [www.konecranes.com](http://www.konecranes.com). All candidates have given their consent to the election.

13. Resolution on the remuneration of the auditor

The Audit Committee of the Board of Directors proposes to the General Meeting that the remuneration for the auditor be paid according to an invoice approved by the company.

14. Election of auditor

According to the Articles of Association, the auditors are elected to office until further notice. The Audit Committee of the Board of Directors proposes to the General Meeting **that Ernst & Young Oy continues as the Company's auditor**. Ernst & Young Oy has informed the Company that APA Kristina Sandin is going to act as the auditor with the principal responsibility.

15. Authorizing the Board of Directors to decide on the repurchase and/or on the **acceptance as pledge of the Company's own shares**

The Board of Directors proposes to the General Meeting that the Board of Directors be **authorized to decide on the repurchase of the Company's own shares and/or on the acceptance as pledge of the Company's own shares as follows**.

The amount of own shares to be repurchased and/or accepted as pledge based on this authorization shall not exceed 6,000,000 shares in total, which corresponds to approximately 9.5 per cent of all of the shares in the Company. However, the Company together with its subsidiaries cannot at any moment own and/or hold as pledge more than 10 per cent of all the shares in the Company. Only the unrestricted equity of the Company can be used to repurchase own shares on the basis of the authorization.

Own shares can be repurchased at a price formed in public trading on the date of the repurchase or otherwise at a price formed on the market.

The Board of Directors decides how own shares will be repurchased and/or accepted as pledge. Own shares can be repurchased using, *inter alia*, derivatives. Own shares can be repurchased otherwise than in proportion to the shareholdings of the shareholders (directed repurchase).

Own shares can be repurchased and/or accepted as pledge to limit the dilutive effects of share issues carried out in connection with possible acquisitions, to develop the **Company's capital structure, to be transferred** for financing or realization of possible acquisitions, investments or other arrangements belonging to the **Company's** business, to pay remuneration to Board members, to be used in incentive arrangements or to be cancelled, provided that the repurchase and/or acceptance as pledge is in the interest of the Company and its shareholders.

The authorization is effective until the end of the next Annual General Meeting, however no longer than until 22 September 2017.

16. Authorizing the Board of Directors to decide on the issuance of shares as well as on the issuance of special rights entitling to shares

The Board of Directors proposes to the General Meeting that the Board of Directors be authorized to decide on the issuance of shares as well as the issuance of special rights entitling to shares referred to in chapter 10 section 1 of the Finnish Companies Act as follows.

The amount of shares to be issued based on this authorization shall not exceed 6,000,000 shares, which corresponds to approximately 9.5 per cent of all of the shares in the Company.

The Board of Directors decides on all the conditions of the issuance of shares and of special rights entitling to shares. The issuance of shares and of special rights entitling **to shares may be carried out in deviation from the shareholders' pre-emptive rights** (directed issue). The authorization can also be used for incentive arrangements, however, not more than 700,000 shares in total together with the authorization in item 17.

The authorization is effective until the end of the next Annual General Meeting, however no longer than until 22 September 2017. However, the authorization for incentive arrangements is valid until 22 March 2021. This authorization revokes the authorization for incentive arrangements given by the Annual General Meeting 2015.

17. **Authorizing the Board of Directors to decide on the transfer of the Company's own shares**

The Board of Directors proposes to the General Meeting that the Board of Directors be **authorized to decide on the transfer of the Company's own shares as follows.**

The authorization is limited to a maximum of 6,000,000 shares, which corresponds to approximately 9.5 per cent of all the shares in the Company.

The Board of Directors decides on all the conditions of the transfer of own shares. The **transfer of shares may be carried out in deviation from the shareholders' pre-emptive rights** (directed issue). The Board of Directors can also use this authorization to grant

special rights concerning the Company's own shares, referred to in Chapter 10 of the Companies Act. The authorization can also be used for incentive arrangements, however, not more than 700,000 shares in total together with the authorization in item 16.

This authorization is effective until the next Annual General Meeting of Shareholders, however no longer than until 22 September 2017. However, the authorization for incentive arrangements is valid until 22 March 2021. This authorization revokes the authorization for incentive arrangements given by the Annual General Meeting 2015.

18. Authorizing the Board of Directors to decide on directed share issue without payment for an employee share savings plan

The Board of Directors proposes to the General Meeting that the Board of Directors be authorized to decide on a directed share issue without payment needed for the continuation of the Share Savings Plan that the Annual General Meeting 2012 decided to launch.

The Board of Directors proposes that the General Meeting authorize the Board to decide on the issue of new shares or on the transfer of own shares held by the Company to such participants of the Plan who, according to the terms and conditions of the Plan, are entitled to receive free shares, as well as to decide on the share issue without payment also to the Company itself. The Board of Directors proposes that the proposed authorization includes a right, within the scope of this Plan, to transfer own shares currently held by the Company, which have earlier been limited to other purposes than incentive plans. The number of new shares to be issued or own shares held by the Company to be transferred may in the aggregate amount to a maximum total of 500,000 shares, which corresponds to 0.8 per cent of all of the Company's shares.

The Board of Directors considers that there is an especially weighty financial reason for the directed share issue without payment, both for the Company and in regard to the interests of all shareholders, since the Plan is intended to form part of the incentive and commitment program for the Group personnel.

The Board of Directors is entitled to decide on other matters concerning the share issue. The authorization concerning the share issue is valid until 22 March 2021. This authorization is in addition to the authorizations in items 16 and 17 above. This authorization replaces the authorization for the Share Savings Plan given by the Annual General Meeting 2015.

19. Closing of the meeting

- B. Documents of the General Meeting

The proposals for the decisions on the matters on the agenda of the General Meeting as well as this notice are available on Konecranes Plc's website at [www.konecranes.com/agm2016](http://www.konecranes.com/agm2016). The annual report, the report of the Board of Directors, and the Auditor's report of Konecranes Plc are available on the above-mentioned website no later than 2 March, 2016. The proposals

for decisions and the other above-mentioned documents are also available at the meeting. Copies of these documents and of this notice will be sent to shareholders upon request. The minutes of the meeting will be available on the above-mentioned website as from 6 April 2016.

C. Instructions for the participants in the General Meeting

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

Each shareholder, who is registered on 11 March 2016 in the shareholders' register of the Company held by Euroclear Finland Ltd, has the right to participate in the General Meeting. A shareholder, whose shares are registered on his/her personal Finnish book-entry account, is registered in the shareholders' register of the Company.

A shareholder, who is registered in the shareholders' register of the Company and who wants to participate in the General Meeting, shall register for the meeting no later than on Friday 18 March 2016 at 4.00 p.m. by giving a prior notice of participation, which shall be received by the Company no later than on the above-mentioned date. Such notice can be given:

- a) on the Company's website: [www.konecranes.com/agm2016](http://www.konecranes.com/agm2016)
- b) by e-mail: [agm.2016@konecranes.com](mailto:agm.2016@konecranes.com)
- c) by telephone: +358 20 427 2017 (Laura Kiiski) (from abroad) or  
020 427 2017 (Laura Kiiski) (from Finland)  
from Monday to Friday 8 a.m. – 4 p.m.
- d) by telefax: +358 20 427 2099 (from abroad) or  
020 427 2099 (from Finland) or
- e) by regular mail to: Konecranes Plc, Laura Kiiski, P.O. Box 661,  
FI-05801 Hyvinkää, Finland.

In connection with the registration, a shareholder shall notify his/her name, personal identification number, address, telephone number and the name of a possible assistant or proxy representative and the personal identification number of a proxy representative. The personal data given to Konecranes Plc is used only in connection with the General Meeting and with the processing of related registrations.

The shareholder, his/her authorized representative or proxy representative shall, where necessary, be able to prove his/her identity and/or right of representation.

2. Holders of nominee registered shares

A holder of nominee registered shares has the right to participate in the General Meeting by virtue of such shares, based on which he/she on the record date of the General Meeting, i.e. on 11 March 2016, would be entitled to be registered in the shareholders' register of the Company held by Euroclear Finland Ltd. The right to participate in the General Meeting requires, in addition, that the shareholder on the basis of such shares has been registered into the temporary shareholders' register held by Euroclear Finland Ltd. at the latest by 18 March 2016 by 10.00 a.m. As regards nominee registered shares this constitutes due registration for the General Meeting.

A holder of nominee registered shares is advised to request without delay necessary instructions regarding the registration in the temporary **shareholders' register of the Company**, the issuing of proxy documents and registration for the General Meeting from his/her custodian bank. The account management organization of the custodian bank will register a holder of nominee registered shares, who wants to participate in the General Meeting, into the temporary **shareholders' register of the Company at the latest by the time stated above.**

Further information on these matters can also be found on the Company's website [www.konecranes.com/agm2016](http://www.konecranes.com/agm2016).

### 3. Proxy representative and powers of attorney

A shareholder may participate in the 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 at the General Meeting. When a shareholder participates in the General Meeting by means of several proxy representatives representing the shareholder with shares at different securities accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the General Meeting.

Possible proxy documents should be delivered in originals to Konecranes Plc, Laura Kiiski, P.O. Box 661, FI-05801 Hyvinkää, Finland, before the last date for registration.

### 4. Other information

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

On the date of this notice to the General Meeting, 17 February 2016, the total number of shares in Konecranes Plc is 63,272,342 shares and the total number of votes is 63,272,342 votes. The Company together with its subsidiaries holds 4,539,913 treasury shares, in respect of which voting rights cannot be used at the General Meeting.

In Hyvinkää, 17 February, 2016

Konecranes Plc  
THE BOARD OF DIRECTORS