

UNOFFICIAL TRANSLATION

**EXTRAORDINARY GENERAL MEETING OF KONECRANES PLC**

**Time:** 15 September 2016 at 1 p.m.

**Place:** Hyvinkääsali, Jussinkuja 1, FI-05800 Hyvinkää, Finland.

**Present:** The shareholders set out in the attached list of votes (Appendix 1) were present at the meeting, in person or represented.

Present at the meeting were also all the members of the Board of Directors, Ulf Liljedahl of the proposed new members of the Board of Directors, David A. Sachs and Oren G. Shaffer as future Board members nominated by Terex Corporation ("Terex"), CEO Panu Routila, as well as representatives of the Company's senior management, support staff and technical staff. Janina Kugel of the proposed new members of the Board of Directors was unable to participate in the meeting.

**1 §**

**OPENING OF THE MEETING**

The Chairman of the Board of Directors of Konecranes Plc ("Konecranes" or the "Company") Christoph Vitzthum opened the meeting and presented the Company's Board of Directors as well as the proposed new members of the Board of Directors and the future Board members nominated by Terex.

**2 §**

**CALLING THE MEETING TO ORDER**

Mr. Stefan Wikman, Attorney-at-Law, was elected chairman of the General Meeting and he called Mr. Jan-Anders Wik, Attorney-at-Law, to act as secretary.

The chairman explained the procedures for handling matters on the agenda of the meeting.

It was recorded that the meeting was conducted in Finnish and in Swedish and was simultaneously interpreted into English.

It was recorded that financial statements and proposals on the agenda of the General Meeting as well as other documents and information as required by the Companies Act and the Securities Market Act had been available for the shareholders on the Company's website before the General Meeting as required by the Companies Act and were also available at the meeting.

The chairman noted that certain shareholders had provided the Company with voting instructions prior to the meeting and gave a description of the voting instructions that had been provided in advance by these shareholders.

Mira Hoffström who represented Nordea Bank Plc, stated that she represented multiple shareholders and that she had provided the chairman with the

information concerning the shareholdings and voting instructions of these shareholders. Mira Hoffström stated that her clients did not demand a vote on those agenda items, under which the instruction was to oppose the proposed resolution, but that it was sufficient that such votes were duly recorded in the minutes.

Kirsi Virkki (Skandinaviska Enskilda Banken) and Jessi Karjalainen (Svenska Handelsbanken AB (publ)) similarly stated the voting instructions from the shareholders they each represented and the preferred procedures to be followed.

The chairman noted that the proposed procedures will be adhered to during the meeting and that opposing votes as well as abstaining votes will be recorded in the minutes under each agenda item concerned. The chairman further noted that to the extent the summary lists included opposing votes that have been presented without any counterproposal under such agenda items where it is not possible to vote against the proposal without presenting a counterproposal, such votes would not be formally acknowledged as opposing votes, and they would not be recorded under the agenda item concerned.

The summary lists of the voting instructions of the shareholders represented by the above mentioned representatives were attached to the minutes (Appendix 2).

### **3 §**

#### **ELECTION OF PERSONS TO SCRUTINIZE THE MINUTES AND TO SUPERVISE THE COUNTING OF VOTES**

The meeting elected Carl-Johan Numelin and Sirpa Poitsalo to scrutinize the minutes and to supervise the counting of votes.

### **4 §**

#### **RECORDING THE LEGALITY OF THE MEETING**

It was recorded that the notice to convene the meeting had been published on the company's website and by a stock exchange release on 15 July 2016. Further, a notice regarding publication of the notice to convene the meeting was published in Helsingin Sanomat and Hufvudstadsbladet on 19 July 2016.

It was noted that the General Meeting had been convened in accordance with the Articles of Association and the Companies Act and that the meeting therefore constituted a quorum.

The notice to the meeting was enclosed to the minutes (Appendix 3).

### **5 §**

#### **RECORDING THE ATTENDANCE AT THE MEETING AND ADOPTION OF THE LIST OF VOTES**

A list of attendees at the beginning of the meeting and a list of votes (Appendix 1) represented at the meeting were presented. It was recorded that 383 shareholders were present at the meeting either in person, by legal

representative or by proxy, representing 39,116,121 shares and votes in the aggregate.

It was noted that the list of votes will be separately confirmed to correspond to the attendance at the beginning of a possible vote.

## 6 §

### **RESOLUTIONS REQUIRED FOR THE COMPLETION OF THE ACQUISITION OF TEREX CORPORATION'S MATERIAL HANDLING & PORT SOLUTIONS BUSINESS**

It was noted that Konecranes, as announced on 16 May 2016, intends to acquire from Terex its Material Handling & Port Solutions ("MHPS") business against consideration consisting of cash and shares in the Company (the "Acquisition"). More information on the Acquisition has been available in Konecranes' stock exchange release issued on 16 May 2016 and on Konecranes' website.

It was recorded that the CEO of the Company Panu Routila held a presentation (Appendix 4) on the Acquisition between Konecranes and Terex.

It was noted that the Board of Directors had in accordance with Appendix 5 made the following proposals to the General Meeting and recommended that the shareholders of the Company vote in favor of all the proposals in this agenda item in order to enable the implementation of the Acquisition.

#### ***(i) Amendment of the Articles of Association***

It was recorded that the Board of Directors had proposed to the General Meeting that the Articles of Association of the Company be amended in their entirety to read as set forth in Appendix 6.

It was noted that the amendments to the Articles of Association include, inter alia, the creation of a new class of B shares, to be issued to Terex in connection with the closing of the Acquisition, which would have the same financial rights as Konecranes ordinary shares but would be subject to voting and transfer restrictions, and would confer upon Terex the right to appoint up to two members to the Board of Directors of Konecranes as long as Terex's or its group companies' shareholding in Konecranes exceeds certain specified thresholds. As long as Terex or any of its group companies owns class B shares, any amendment of the Articles of Association relating to class B shares would require the consent of Terex.

It was recorded that Terex had informed the Company that its initial Board nominees are David A. Sachs and Oren G. Shaffer, whose term as members of the Board of Directors would begin as of the closing of the Acquisition. It was noted that further information on the Board nominees had been available on the Company's website.

#### ***(ii) Authorizing the Board of Directors to decide on the issuance of B shares in deviation from the shareholders' pre-emptive subscription rights***

It was recorded that the Board of Directors had proposed to the General Meeting that the General Meeting approves and authorizes the issuance of a maximum

of 24,583,721 new class B shares in deviation from the shareholders' preemptive subscription rights during the effective period of the authorization. The Board of Directors proposes the authorization in order to issue B shares to Terex or its designated affiliates as payment of the share consideration, (including the additional share consideration), if any, payable by Konecranes in the Acquisition.

The authorization represents approximately 41.84 percent of all the outstanding shares in the Company (excluding treasury shares) as of the date of the notice to the General Meeting, and it will allow Konecranes to pay a share consideration representing a minimum of 20.5 percent and a maximum of 29.5 percent of all outstanding shares in the Company after the share issuance.

The Board of Directors had proposed that the authorization includes the right for the Board of Directors to resolve on all other terms and conditions of the issuance of shares.

The Board of Directors had also proposed that this authorization is effective until 31 December 2017 and it will not revoke the authorizations granted to the Board of Directors to decide on the issuance of shares and special rights entitling to shares by the Annual General Meeting on 23 March 2016.

It was noted that in order to enable the implementation of the Acquisition as proposed by the Board of Directors, sub-items (i) and (ii) under this agenda item 6 are both required for the completion of the Acquisition. They therefore form an entirety and thus the Board of Directors had proposed them to be resolved upon through a single decision in the General Meeting.

It was recorded that the decision must be supported by at least two thirds (2/3) of the votes cast and the shares represented at the meeting in order to constitute a valid decision.

The General Meeting decided to amend the Articles of Association of the Company and to authorize the Board of Directors to issue B shares in accordance with the proposal of the Board of Directors.

## **7 §**

### **RESOLUTION ON THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS**

It was noted that two separate proposals had been made under this agenda item; the proposal of the Nomination and Compensation Committee of the Board of Directors for increasing the annual remuneration of the members of the Board of Directors; and the proposal of the shareholder HTT KCR Holding Oy Ab ("Hartwall Capital") for additional remuneration to the members of the Board of Directors.

It was noted that the General Meeting would first address the proposal of the Nomination and Compensation Committee of the Board of Directors and then

the proposal of Hartwall Capital. It was also noted that the proposals are not mutually exclusive.

***(i) The Nomination and Compensation Committee's proposal to the General Meeting for remuneration payable to the members of the Board of Directors***

It was recorded that Bertel Langenskiöld, the chairman of the Nomination and Compensation Committee of the Board of Directors, presented the Nomination and Compensation Committee's proposal for remuneration payable to the members of the Board of Directors to the General Meeting.

It was recorded that the Nomination and Compensation Committee of the Board of Directors had in accordance with Appendix 7 proposed to the General Meeting that the annual remuneration payable to the members of the Board of Directors be increased as of the closing of the Acquisition as follows: the annual remuneration to the Chairman of the Board of Directors would be EUR 140,000, to the Vice Chairman of the Board of Directors EUR 100,000, and to the other Board members EUR 70,000. The amount of annual remuneration payable to the members of the Board of Directors until the closing of the Acquisition would be based on the resolution made at the Annual General Meeting on 23 March 2016, and the proposed increased remuneration would be payable pro rata for the term of office between closing of the Acquisition and the Annual General Meeting in 2017.

The Committee had further proposed that other than the increase to the annual remuneration proposed above, the remuneration of the members of the Board of Directors would remain unchanged from that resolved by the Annual General Meeting on 23 March 2016, including, for the avoidance of doubt, the meeting fees and payment of 50 per cent of the annual remuneration in Konecranes shares and related conditions.

The General Meeting decided that the remuneration payable to the members of the Board of Directors will be increased as of the closing of the Acquisition in accordance with the proposal of the Nomination and Compensation Committee of the Board of Directors.

16,251 opposing votes of shareholders and 154,582 abstaining votes were recorded under this agenda item.

***(ii) Shareholder Hartwall Capital's proposal for additional remuneration to the members of the Board of Directors***

It was recorded that the CEO of Hartwall Capital Eeva Ahdekivi presented Hartwall Capital's proposal for additional remuneration to the members of the Board of Directors to the General Meeting.

It was recorded that Hartwall Capital, a shareholder of the Company, had in accordance with Appendix 8 proposed that the members of the Company's Board of Directors be paid additional remuneration independently of the proposal by the Nomination and Compensation Committee as described below:

(a) All members of the Board of Directors shall be remunerated for attending meetings of the Board of Directors during the period from Konecranes' Annual General Meeting held on 23 March 2016 until the closing of the Acquisition (or the next Annual General Meeting of Konecranes, unless the Acquisition has been closed prior to that). The compensation to be paid to each member of the Board of Directors shall be EUR 1,500 for each meeting the relevant member of the Board of Directors attended.

(b) The members of the negotiation team shall be paid the following one-time compensation, which reflects the amount of each member's input:

- EUR 60,000 to each of Stig Gustavson, Bertel Langenskiöld and Christoph Vitzthum; and
- EUR 30,000 to Svante Adde.

It was recorded that Hartwall Capital had proposed that the accrued compensation per attended Board of Directors' meeting and the one-time compensation payable to the members of the Board of Directors shall be paid in cash.

It was recorded that Christoph Vitzthum, the Chairman of the Board of Directors, has informed Konecranes that if Hartwall Capital's proposal is approved by the shareholders at the General Meeting, he will forgo his one-time compensation referred to in item (b), as he considers that his input forms part of his duties as Chairman.

The General Meeting decided that additional remuneration will be paid to the members of the Board of Directors in accordance with the proposal of Hartwall Capital.

1,221,975 opposing votes of shareholders and 112,430 abstaining votes were recorded under this agenda item.

## **8 §**

### **RESOLUTION ON THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS**

It was recorded that Bertel Langenskiöld, the chairman of the Nomination and Compensation Committee of the Board of Directors, presented the Nomination and Compensation Committee's proposals to the General Meeting on the number of members of the Board of Directors and the members of the Board of Directors.

It was recorded that the Nomination and Compensation Committee of the Board of Directors had in accordance with Appendix 9 proposed to the General Meeting that the number of members of the Board of Directors shall be eight (8) as of the closing of the General Meeting.

The Committee further proposed that, subject to the General Meeting's approval of the matters under agenda item 6, the number of members of the Board of Directors be increased to ten (10) as of the closing of the Acquisition when the two members of the Board of Directors appointed by Terex join the Board of Directors.

The General Meeting decided in accordance with the proposal of the Nomination and Compensation Committee of the Board of Directors that the number of members of the Board of Directors shall be eight (8) as of the closing of the General Meeting and that the number of members of the Board of Directors shall be increased to ten (10) as of the closing of the Acquisition when the two members of the Board of Directors appointed by Terex join the Board of Directors.

## **9 §**

### **ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS**

It was recorded that the Nomination and Compensation Committee of the Board of Directors had in accordance with Appendix 10 proposed to the General Meeting that Ms. Janina Kugel and Mr. Ulf Liljedahl be elected as new members of the Board of Directors for a term of office ending at the closing of the Annual General Meeting in 2017.

The General Meeting decided in accordance with the proposal of the Nomination and Compensation Committee of the Board of Directors to elect Ms. Janina Kugel and Mr. Ulf Liljedahl as new members of the Board of Directors for the term of office ending at the closing of the Annual General Meeting 2017.

500,000 abstaining votes of shareholders were recorded under this agenda item.

## **10 §**

### **CLOSING OF THE MEETING**

It was recorded that all decisions of the General Meeting had been made unanimously unless otherwise indicated in the minutes.

The chairman noted that the items on the agenda had been attended to and that the minutes of the meeting would be available on the Company's website as from 29 September 2016 at the latest.

The chairman announced the meeting closed at 2.35 p.m.

*[Signatures on the next page]*

Chairman of the General Meeting:

\_\_\_\_\_  
Stefan Wikman

In fidem:

\_\_\_\_\_  
Jan-Anders Wik

Minutes scrutinized and approved:

\_\_\_\_\_  
Carl-Johan Numelin

\_\_\_\_\_  
Sirpa Poitsalo

**APPENDICES**

<u>Appendix 1</u>	List of votes
<u>Appendix 2</u>	Summary lists of voting instructions
<u>Appendix 3</u>	Notice to the General Meeting
<u>Appendix 4</u>	CEO's presentation
<u>Appendix 5</u>	Proposal by the Board of Directors for the resolutions required for the completion of the acquisition of Terex Corporation's Material Handling & Port Solutions business
<u>Appendix 6</u>	Amended Articles of Association of the Company
<u>Appendix 7</u>	Proposal of the Nomination and Compensation Committee of the Board of Directors for the remuneration of the members of the Board of Directors
<u>Appendix 8</u>	Proposal of Hartwall Capital for additional Board remuneration
<u>Appendix 9</u>	Proposal of the Nomination and Compensation Committee of the Board of Directors for the number of members of the Board of Directors
<u>Appendix 10</u>	Proposal of the Nomination and Compensation Committee of the Board of Directors for the members of the Board of Directors

YHTEENVETO ÄÄNESTYSOHJEISTA - KONECRANES OYJ 15.9.2016  
 SAMMANDRAGSFÖRTÄCKNING ÖVER RÖSTNINGSANVISNINGAR - KONECRANES ABP 15.9.2016  
 SUMMARY OF VOTING INSTRUCTIONS - KONECRANES PLC SEPTEMBER 15, 2016

	<u>Esityslistan kohta / Punkt i föredragningslista / Item on the agenda</u>			
<u>6</u>	<u>7a</u>	<u>7b</u>	<u>8</u>	<u>9</u>
FOR	28 052 653	27 881 820	26 718 248	28 052 653
AGAINST	0	16 251	1 221 975	0
ABSTAIN	0	154 582	112 430	0
TOTAL	28 052 653	28 052 653	28 052 653	28 052 653
				27 414 484
				138 169
				500 000
				28 052 653