

DECISIONS OF THE ANNUAL GENERAL MEETING OF DOVRE GROUP PLC

Dovre Group Plc's Annual General Meeting held on March 15, 2012, adopted the financial statements for 2011 and discharged the members of the Board of Directors and the CEOs from liability. In accordance with the Board's proposal, the Annual General Meeting decided that shareholders be paid a dividend of EUR 0.01 per share. The payment of the dividend is conditional on the creditor protection procedure in accordance with Chapter 14, Section 3-5 of the Finnish Companies Act. Dividend, which is conditional on the creditor protection procedure, is to be paid to a shareholder who on the record date March 20, 2012, is registered as a shareholder in the company's shareholders' register maintained by Euroclear Finland Ltd. the dividend is paid on August 15, 2012. The Annual General Meeting adopted the Board of Directors' proposals to authorize the Board of Directors to decide on the repurchase of the company's own shares and on the issuance of shares and as well as the issuance of special rights.

DECISIONS OF THE ANNUAL GENERAL MEETING**Adoption of the annual accounts**

The Annual General Meeting adopted Dovre Group Plc's financial statements for 2011 and the consolidated financial statements.

Resolution on the use of the profit shown on the balance sheet and the payment of dividend

The Annual General Meeting decided, in accordance with the Board of Directors' proposal, that shareholders be paid a dividend of EUR 0.01 per share. The payment of the dividend is conditional on the creditor protection procedure in accordance with Chapter 14, Section 3-5 of the Finnish Companies Act. Dividend, which is conditional on the creditor protection procedure, is to be paid to a shareholder who on the record date March 20, 2012, is registered as a shareholder in the Company's shareholders' register maintained by Euroclear Finland Ltd the dividend is paid on August 15, 2012.

Resolution on the discharge of the members of the Board of Directors and the CEOs from liability

The Annual General Meeting discharged the Board members and the CEOs from liability for the financial year 2011.

Resolution on the remuneration of the members of the Board of Directors

The Annual General Meeting decided that the chairman of the Board is paid EUR 35,000, the vice chairman of the Board EUR 25,000 and each other member of the Board EUR 22,000 as the annual remuneration. The remuneration to such members of the Board, who are employed by the company, is EUR 11,000.

Resolution on the number of members of the Board of Directors

The Annual General Meeting decided that the number of Board members be five (5).

Election of members of the Board of Directors

The Annual General Meeting elected Ilari Koskelo, Antti Manninen, Leena Mäkelä and Hannu Vaajoensuu as members of the Board of Directors and Ossi Pohjola as a new member of the Board of Directors.

Resolution of the remuneration of the auditor

The Annual General Meeting decided that the auditor's fee will be paid against the auditor's invoice.

Election of auditor

The Annual General Meeting re-elected Ernst & Young Oy, Authorized Public Accountants, to continue as the company's auditor with Mikko Järventausta, Authorized Public Accountant, as the auditor in charge.

Resolution authorizing the Board of Directors to decide on the repurchase of the company's own shares

The Annual General Meeting decided to authorize the Board of Directors to decide on the repurchase of the Company's own shares ("Repurchase authorization") on the following conditions:

- a) By virtue of the authorization, the Board is entitled to decide on repurchase of a maximum of 6,200,000 of the Company's own shares, corresponding to 9.9% of the Company's total number of shares.
- b) The Company's own shares shall be repurchased in deviation from the proportion to the holdings of the shareholders using the non-restricted equity and acquired through public trading on the NASDAQ OMX Helsinki Ltd at the share price prevailing at the time of acquisition. The shares shall be purchased and paid in accordance with the regulations of NASDAQ OMX Helsinki Ltd and Euroclear Finland Ltd.
- c) The shares shall be repurchased in order to finance or carry out future acquisitions, investments or other arrangements related to the Company's business, or as part of the Company's incentive program. Own shares acquired to the Company may be held, cancelled or conveyed.

The Board of Directors shall decide on other matters related to the repurchase of the Company's own shares.

The repurchase authorization is valid until June 30, 2013.

Authorizing the Board of Directors to Decide on the Issuance of Shares as well as the Issuance of Special Rights

The Annual General Meeting decided to authorize the Board of Directors to decide on

- i) the issuance of new shares
- ii) the conveyance of own shares held by the Company
- iii) the granting of special rights referred to in Chapter 10, Section 1 of the Finnish Companies Act, on the following conditions:

The new shares and the own shares held by the Company may be issued

- to the Company's shareholders in proportion to their current holding; or
- by means of a directed issue, waiving the pre-emptive subscription rights of the shareholders, if there is a weighty financial reason for the Company to do so, such as to finance or carry out future acquisitions, investments or other arrangements related to the Company's business or as part of the Company's incentive program.

The Board of Directors may decide on a share issue without payment also to the Company itself.

The new shares may be issued and the own shares held by the Company conveyed either against payment ("Share issue against payment") or without payment ("Share issue without payment"). A directed issue can only be executed without payment if there is an especially weighty financial reason for the Company to do so, taking the interests of all shareholders into account.

By virtue of the authorization, the Board is entitled to decide on the issuing of a maximum of 12,400,000 new shares, corresponding to approximately 20% of the Company's total number of shares. The Board is entitled to decide on the conveying of a maximum 6,200,000 own shares held by the Company. The number of shares to be issued to the Company shall not exceed 6,200,000 including the number of own shares acquired by the Company by virtue of the authorization to repurchase the Company's own shares.

Additionally, the Board is authorized to grant special rights referred to in Chapter 10, Section 1 of the Finnish Companies Act, which carry the right to receive, against payment, new shares of the Company or the Company's own shares held by the Company in such a manner that the subscription price is paid by using the subscriber's receivables to offset the subscription price ("Convertible bonds"). The maximum number of shares to be issued is 5,000,000 whereby this maximum number is included in the maximum number of shares noted in the previous paragraph.

The subscription price of new shares issued shall be recorded in the invested unrestricted equity fund and the consideration paid for the conveyance of the Company's own shares shall be recorded in the invested



unrestricted equity fund.

The Board of Directors shall decide on other matters related to the share issues.

The share issue authorization is valid until June 30, 2013.

All decisions were adopted without voting.

The minutes of the Annual General Meeting will be available on the company's website at www.dovregroup.com by the latest on March 29, 2012.

First meeting of the Board of Directors

In its first meeting held after the Annual General Meeting, the Board of Directors elected Hannu Vaajoensuu as the Chairman and Antti Manninen as the Vice Chairman of the Board.

Dovre Group Plc

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***Dovre Group** is a global provider of project management services and software. Dovre Group consists of three divisions: Project Personnel, Consulting, and Software. In 2011, the Group's net sales were EUR 73 million. Dovre Group employs over 400 people worldwide. Dovre Group is listed on the NASDAQ OMX Helsinki (symbol: DOV1V).*

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