

Dovre Group's notice of the annual general meeting

Notice is given to the shareholders of Dovre Group Plc of the Annual General Meeting ('AGM') to be held on Thursday, March 27, 2014, at 2.30 p.m. at Suomalainen Klubi, Kansakoulukuja 3, Helsinki. The reception of the persons who have registered for the meeting and the distribution of voting tickets will commence at 2 p.m.

Matters on the Agenda of the Annual General Meeting

At the AGM, the following matters will be considered:

1. Opening of the meeting
2. Calling the meeting to order
3. Election of persons to confirm the minutes and to verify the counting of votes
4. Recording the legal convening of the meeting and quorum
5. Recording the attendance at the meeting and adoption of the voting list
6. Presentation of the annual accounts, the report of the Board of Directors, the auditor's report for the financial period January 1, 2013 - December 31, 2013, and Review by the CEO
7. Adoption of the annual accounts
8. Resolution on the use of the profit shown on the balance sheet and resolution on the payment of dividend

The parent Company's distributable funds are EUR 15,816,710,91, including EUR 4,947,756,51 of profit for the financial year.

The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0,02 per share and an extra dividend of EUR 0,05 per share, totalling EUR 0,07 per share to be paid, corresponding to EUR 4,403,752,55 based on the total number of shares 62,915,751, and that the remaining profit for the financial year is entered into shareholder's equity.

The Board of Directors proposes that the dividend is paid to a shareholder who, on the record date April 1, 2014 is registered as a shareholder in the Company's shareholders' register maintained by Euroclear Finland Ltd. The dividend is paid on April 8, 2014.

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 shareholders representing over 45 % of the total votes in the Company will propose to the AGM that the remuneration payable to the Board members shall be as follows:

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. The remuneration to such members of the Board, who are employed by the Company, is EUR 11,000.

The shareholders also propose that reasonable travel expenses incurred by the Board Members are compensated.

Out of the annual compensation to be paid to the Board members, 40 % of the total gross compensation amount will be used to purchase Dovre Group Plc's shares in public trading through NASDAQ OMX Helsinki Ltd, or alternatively by using the own shares held by the company. The shares will be purchased and/or disposed as soon as possible after the Annual General Meeting. The 60 % part of the annual compensation that is to be paid in cash corresponds to the approximate sum necessary for the payment of the income taxes on the annual compensation and will be paid no later than 30 April 2014.

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

The shareholders representing over 45 % of the total votes in the Company will propose to the AGM that the number of Board members be set at five (5).

12. Election of the members of the Board of Directors

The shareholders representing over 45 % of the total votes in the Company will propose Rainer Häggblom, Ilari Koskelo and Hannu Vaajoensuu to be appointed to continue as members of the Board, and Arja Koski and Tero Viherto to be appointed as new members of the Board.

The proposed new member, Arja Koski, has worked at Talent Vectia Oy as Managing Consultant since 2012. Prior to this, Arja Koski has worked as Vice President, Renewables, in Fortum Power and Heat Oy/Power Division where she was in charge of initiating the company's new wind and wave power business. She has also held a position of Vice President, Corporate EHS, in Fortum Corporation Environment, Health and Safety Unit. Arja Koski (b. 1968) is M.Sc (Organic Chemistry).

Tero Viherto is working in Schengen Advisors Oy, specialized in corporate acquisitions and strategic consulting in financial sector. Prior to this Tero Viherto was the managing director of E. Öhman J.or Capital Oy and E. Öhman J:or Rahastoyhtiö Oy and worked as a partner in Evli Pankki Oyj responsible for the Asset

Management of the company. Tero Viherto (b. 1960) is M.Sc (Engineering).

Ms Koski's and Mr Viherto's resumes are available on Dovre Group's website at www.dovregroup.com.

13. Resolution on the remuneration of the auditor

The Board of Directors proposes to the AGM that the auditor's fee shall be paid according to the approved invoice from the auditor.

14. Election of the auditor

The Board of Directors proposes to the AGM the election of Authorized Public Accountant entity Ernst & Young Oy as the company's auditor. Ernst & Young Oy has informed that Authorized Public Accountant Mikko Järventausta will be the auditor in charge.

15. Authorizing the Board of Directors to decide on the repurchase of the Company's own shares

The Board of Directors proposes that the Annual General Meeting would resolve on authorizing 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. Shares will be acquired and paid for in accordance with the rules of the Stock Exchange and the Euroclear Finland Ltd.
- c) The shares shall be repurchased in order to develop the capital structure of the Company or 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, 2015.

This repurchase authorization revokes earlier repurchase authorizations.

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

The Board of Directors proposes that the Annual General Meeting would resolve on authorizing the Board of Directors to decide on

- (i) the issuance of new shares and/or
- (ii) the conveyance of own shares held by the Company and/or
- (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, 2015.

This authorization revokes earlier authorizations granted to the same effect.

17. Closing of the meeting

B. DOCUMENTS OF THE ANNUAL GENERAL MEETING

The above proposals of the Board of Directors relating to the agenda of the Annual General Meeting as well as this notice are available on the Company's website at www.dovregroup.com. The Company's annual report, which includes the annual accounts, the report of the Board of Directors and the auditor's report, is available on the above mentioned website no later than March 6, 2014. The proposals of the Board of Directors and the annual accounts are also available at the meeting. Copies of these documents and of this notice will be sent to shareholders upon request.

C. INSTRUCTIONS FOR THE PARTICIPANTS IN THE ANNUAL GENERAL MEETING

1. The right to participate and registration

Each shareholder, who is registered on March 17, 2014, in the shareholders' register of the Company held by Euroclear Finland Ltd, has the right to participate in the Annual 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 Annual General Meeting, shall register for the meeting no later than March 24, 2014, 10 a.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 Dovre Group Plc's website at www.dovregroup.com
- b) by email to sanna.timlin@dovregroup.com
- c) by telephone to Dovre Group Plc/ Sanna Timlin, +358 (0)20 436 2000
- d) by regular mail to Dovre Group Plc/ Sanna Timlin, Unioninkatu 20-22,00130 Helsinki, 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 Dovre Group Plc is used only in connection with the Annual General Meeting and with the necessary processing of related registrations.

2. Holders of nominee registered shares

A holder of nominee registered shares has the right to participate in the Annual General Meeting by virtue of such shares, based on which he/she on the record date of the Annual General Meeting on March 17, 2014, would be entitled to be registered in the shareholders' register of the Company held by Euroclear Finland Ltd. The right to participate in the Annual 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 March 24, 2014, by 10 a.m. In regards to nominee registered shares this constitutes due registration for the Annual General Meeting.

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

3. Proxy representative and powers of attorney

A shareholder may participate in the Annual 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 Annual General Meeting. When a shareholder participates in the Annual 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 Annual General Meeting.

Possible proxy documents should be delivered in original to Dovre Group Plc/ Sanna Timlin, Unioninkatu 20-22, 00130 Helsinki, Finland, by the last date of registration.

4. Other information

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

Shareholders can also meet the CEO and the Board of Directors in the informal convocation after the Annual General Meeting.

On the date of this notice to the Annual General Meeting February 28, 2014, the total number of shares and votes in Dovre Group Plc is 62,915,751.

Helsinki, February 28, 2014
DOVRE GROUP PLC
Board of Directors

For further information please contact
Ms Tarja Leikas, CFO/Acting CEO, tel. +358 (0)20 436 2000.

DISTRIBUTION
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