

NOTICE OF THE ANNUAL GENERAL MEETING OF DOVRE GROUP PLC

Notice is given to the shareholders of Dovre Group Plc of the Annual General Meeting ('AGM') to be held on Wednesday, March 25, 2015, 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.

A. 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 2014, the report of the Board of Directors and the auditor's report
- 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 11,744,309.99, including the result for the period EUR 226,451.65.

The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0.02 per share to be paid, corresponding to EUR 1,268,315.02 based on the total number of shares, 63,415,751.

The Board of Directors further proposes that the dividend is paid to a shareholder who on the record date March 27, 2015 is registered as a shareholder in the Company's shareholder register maintained by Euroclear Finland Ltd. The dividend is paid on April 8, 2015.

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 25% of the total shares in the Company 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.

Out of the annual compensation to be paid to the Board members, 40% of the total gross compensation will be used to purchase Dovre Group Plc's shares on regulated market in trading through NASDAQ OMX Helsinki Ltd, or alternatively by using the own shares held by the Company. The shares will be purchased and/or granted as soon as possible after the AGM. The remaining 60% of the annual compensation that is to be paid in cash corresponds to the approximate amount necessary for the payment of the income taxes on the annual compensation and will be paid no later than April 30, 2015.

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

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

The shareholders representing over 25% of the total shares in the Company propose to the AGM that the number of Board members be set at four (4).

12. Election of the members of the Board of Directors

The shareholders representing over 25% of the total shares in the Company propose Rainer Häggblom, Ilari Koskelo, Arja Koski, and Tero Viherto to be appointed as members of the Board.

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 that one auditor be elected for the Company. The Board of Directors proposes 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 AGM resolves on authorizing the Board of Directors to decide on the repurchase of the Company's own shares, 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 9.8% of the Company's all shares.
- b) The Company's own shares may be repurchased in deviation from the proportion to the holdings of the shareholders using the non-restricted equity and acquired on regulated market through trading on 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 NASDAQ OMX Helsinki Ltd and Euroclear Finland Ltd.
- c) The shares may be repurchased in order to be used as consideration in possible acquisitions or other arrangements related to the Company's business, to finance investments or as part of the Company's incentive program or to be held, otherwise conveyed or cancelled by the Company.

The Board of Directors shall decide on other matters related to authorization.

The repurchase authorization is valid until June 30, 2016. The authorization revokes previous authorizations to acquire the Company's own shares.

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

The Board of Directors proposes that the AGM would resolve on authorizing the Board of Directors to decide on

- (i) the issuance of new shares and/or
- (ii) the conveyance of the Company's own shares and/or
- (iii) the granting of special rights referred to in Chapter 10, Section 1 of the Finnish Companies Act, on the following conditions:

By virtue of the authorization, the Board may also decide on a directed issue of shares and special rights, i.e. waiving the pre-emptive subscription rights of the shareholders, under the requirements of the law. By virtue of the authorization, a maximum of 12,400,000 shares may be issued, corresponding to approximately 19.6% of the Company's existing shares.

The Board may use the authorization in one or more instalments. The Board may use the authorization to finance or conclude acquisitions or other arrangements, to strengthen the Company's capital structure, to incentive programs or other purposes decided by the Board. The new shares may be issued or the Company's own shares conveyed either against payment or free of charge. The new shares may also be issued as an issue without payment to the Company itself.

The Board is authorized to decide on other terms of the issuance of shares and special rights. By virtue of the authorization, the Board of Directors may decide on the realization of the Company's own shares possibly held by the Company as pledge.

The authorization is valid until June 30, 2016. The authorization revokes earlier authorizations to issue shares and grant option rights and other special rights entitling to shares.

17. Approving the purchase of the full share capital of a company known as Norwegian Petroleum Consulting Group AS and authorizing the Board of Directors to decide on the direct issuance of shares, the acceptance as pledge of the shares issued in direct issuance, and the payment of extra dividend related therewith.

On March 4, 2015, the Company disclosed an agreement, in accordance of which the Company intends to acquire the full share capital of a company known as Norwegian Petroleum Consulting Group AS (NPC) in exchange for 36,453,018 new shares in Dovre Group Plc (36.5% of all the shares in the Company after the completion of the transaction). NPC's unaudited pro forma figures for 2013 and unaudited figures for 2014 are appended to this notice.

The completion of the transaction is subject, among others, to the approval by the AGM of Dovre Group Plc of the transaction and the authorization of the Board of Directors by the AGM to decide on the direct issuance of shares, the acceptance as pledge of the shares issued in the directed issuance, and the payment of extra dividend related therewith.

The Board of Directors proposes to the AGM that the AGM approves the transaction.

The Board of Directors proposes to the AGM to resolve to authorize the Board of Directors, in addition to what is proposed under item 16, to decide on the issuing of a maximum of 36,453,018 new shares as direct issue in connection with the transaction mentioned above and waiving the pre-emptive subscription rights of the shareholders. Therefore, there is a weighty financial reason for the Company to issue shares as direct issue. The new shares issued by virtue of this authorization do not entitle to any dividend distributed from the financial year 2014 or previous financial years. The share issue authorization is valid until June 30, 2016. The authorization does not revoke the issuance authorization proposed in item 16.

The Board of Directors proposes to the AGM to resolve to authorize the Board of Directors to decide on the acceptance as pledge of the shares issued in direct issue in connection with the transaction described above and to be used as pledge against the fulfilment of the terms of the contract of the transaction. The amount to be accepted as pledge based on this authorization shall not exceed 6,000,000 shares in total, representing approx. 9.5% of the shares in the Company.

The Board of Directors shall decide on other terms and conditions of the acceptance as pledge of the shares.

The pledge authorization is valid until June 30, 2016.

The Board of Directors also proposes to the AGM to resolve to authorize as part of the aforementioned transaction the Board of Directors to decide on distribution of extra dividend of EUR 0.06 per share. It is noted for clarity that the new shares issued in relation to the aforementioned transaction do not entitle to extra dividend possibly decided by the Board by virtue of this authorization.

The authorization to distribute extra dividend is valid until the beginning of the next AGM, however, until June 30, 2016, at the most.

Acceptance of this item requires that all proposals in this item are accepted.

18. 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 Company's financial statements, the report of the Board of Directors, and the auditor's report, is available on the above mentioned website no later than March 4, 2015. The proposals of the Board of Directors and the financial statements are also available at the AGM. 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 13, 2015, in the shareholder register of the Company held by Euroclear Finland Ltd, has the right to participate in the AGM. A shareholder, whose shares are registered on his/her personal Finnish book-entry account, is registered in the shareholder register of the Company.

A shareholder, who is registered in the shareholder register of the Company and who wants to participate in the AGM, shall register for the meeting no later than March 20, 2015, 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 marja.saukkonen@dovregroup.com
- c) by telephone to Dovre Group Plc/Marja Saukkonen, +358 (0)20 436 2000
- d) by regular mail to Dovre Group Plc/Marja Saukkonen, Maapallonkuja 1A, 02210 Espoo, 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 AGM 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 AGM by virtue of such shares, based on which he/she would be entitled to be registered in the shareholder register of the Company held by Euroclear Finland Ltd on the record date of the AGM on March 13, 2015. The right to participate in the AGM requires, in addition, that the shareholder has, on the basis of such shares, been registered into the temporary shareholder register held by Euroclear Finland Ltd. at the latest by March 20, 2015, by 10 a.m. In regards to nominee registered shares this constitutes due registration for the AGM.

A holder of nominee registered shares is advised to request without delay necessary instructions regarding the registration in the temporary shareholder register of the Company, the issuing of proxy documents and registration for the AGM 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 AGM, into the temporary shareholder 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 AGM 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 AGM. When a shareholder participates in the AGM 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 AGM.

Possible proxy documents should be delivered in original to Dovre Group Plc/Marja Saukkonen, Maapallonkuja 1 A, 02210 Espoo, 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 AGM has the right to request information with respect to the matters to be considered at the meeting.

Shareholders have the opportunity to meet the CEO and the Board of Directors in an informal meeting directly following the AGM.

On the date of this notice to the AGM, March 4, 2015, the total number of shares and votes in Dovre Group Plc is 63,415,751.

Helsinki, March 4, 2015

DOVRE GROUP PLC

Board of Directors

For further information please contact Mr Patrick von Essen, CEO, or Ms Heidi Karlsson, CFO, tel. +358 (0)20 436 2000.

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www.dovregroup.com