

CARGOTEC CORPORATION, STOCK EXCHANGE RELEASE, 8 FEBRUARY 2018 AT 8:45 AM (EET)

## Notice of Annual General Meeting 2018

The shareholders of Cargotec Corporation are hereby invited to the Annual General Meeting to be held at the Marina Congress Center, address Katajanokanlaituri 6, Helsinki, Finland on Tuesday, 20 March 2018 at 1 p.m. (EET). The reception of persons who have registered for the meeting and the distribution of voting tickets will commence at noon.

The meeting shall consider the following matters:

**1. Opening of the meeting**

**2. Calling the meeting to order**

**3. Election of persons to scrutinise 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 financial statements, the Board of Directors' report and the Auditors' report for the financial period 2017  
Presentation by the CEO**

**7. Adoption of the financial statements**

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

The Board of Directors proposes that a dividend of EUR 1,04 be paid for each of class A shares and a dividend of EUR 1,05 be paid for each of class B shares outstanding. The dividend shall be paid in two instalments, in March and September 2018.

The first instalment of EUR 0,52 per each of class A shares and EUR 0,53 per each of class B shares outstanding shall be paid to shareholders who on the record date for dividend distribution, 22 March 2018, are registered as shareholders in the company's shareholder register. The dividend payment date proposed by the Board of Directors is 29 March 2018.

The second instalment of EUR 0,52 per each of class A shares and EUR 0,52 per each of class B shares outstanding shall be paid in September 2018. The second instalment shall be paid to shareholders who are registered as shareholders in the company's shareholder register on the

dividend record date, which, together with the payment date, shall be confirmed by the Board of Directors in its meeting scheduled for 18 September 2018. The dividend record date for the second instalment as per the current rules of the Finnish book-entry system would be 20 September 2018 and the dividend payment date 27 September 2018, unless the renewal of the securities processing infrastructure by Euroclear Finland Ltd brings the dividend payment date a few days earlier.

#### **9. Resolution on the discharge from liability to the members of the Board of Directors and the CEO**

#### **10. Resolution on the remuneration payable to the members of the Board of Directors**

The Nomination and Compensation Committee of the Board of Directors proposes that the yearly remunerations be unchanged. According to the proposal EUR 85,000 will be paid to the Chairman of the Board, EUR 60,000 to the Vice Chairman, EUR 60,000 to the Chairman of the Audit and Risk Management Committee and EUR 45,000 to the other Board members. In addition, members are proposed to be paid EUR 1,000 for attendance at board and committee meetings. According to the proposal, 30 percent of the yearly remuneration will be paid in Cargotec's class B shares and the rest in cash and Cargotec will cover the transfer taxes related to the Board remuneration paid in shares.

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

The Nomination and Compensation Committee proposes that the number of Board members be ten (10).

#### **12. Election of the members of the Board**

The Nomination and Compensation Committee proposes that, for a term of office expiring at the end of the first Annual General Meeting following their election, current Board Kimmo Alkio, Jorma Eloranta, Tapio Hakakari, Ilkka Herlin, Peter Immonen, Teresa Kemppe-Vasama, Johanna Lamminen, Kaisa Olkkonen, Teuvo Salminen and Heikki Soljama, who have given their consent for the election, be re-elected to the Board of Directors. Information on the current Board members is available on Cargotec's website at [www.cargotec.com](http://www.cargotec.com).

#### **13. Resolution on auditor remuneration**

The Audit and Risk Management Committee of the Board of Directors proposes that the fees to the auditors be paid according to their invoice reviewed by the company.

#### **14. Resolution on the number of auditors**

The Audit and Risk Management Committee proposes that two (2) auditors be elected.

#### **15. Election of the auditors**

The Audit and Risk Management Committee proposes that accounting firm PricewaterhouseCoopers Oy and authorised public accountant Tomi Hyryläinen be elected.

#### **16. Authorising the Board of Directors to decide on repurchase of Cargotec's shares**

The Board of Directors proposes that the general meeting authorise the Board to decide on the repurchase of Cargotec's shares with non-restricted equity. Altogether no more than 6,400,000 shares in the company may be purchased, of which no more than 952,000 are class A shares and 5,448,000 are class B shares. The purchase price of class A and B shares shall be based on the market price of Cargotec's share in public trading on Nasdaq Helsinki Ltd on the date of purchase: the minimum consideration shall be the lowest market price of the class B share of the company quoted in public trading during the authorisation period and the maximum consideration the highest market price quoted during the authorisation period. The shares may be repurchased through a directed purchase as defined in Chapter 15(6) of the Limited Liabilities Companies Act. This authorisation shall remain in effect for a period of 18 months from the resolution by the general meeting and it will supersede the previous one.

## **17. Closing of the meeting**

### **Documents of the Annual General Meeting**

The financial statements review 2017, the above mentioned proposals by the Board of Directors and the Board Committees and this notice of the meeting are available to shareholders for review as of 8 February 2018 on Cargotec's website at [www.cargotec.com](http://www.cargotec.com). Copies of the documents will be sent to shareholders upon request, and they will also be available at the meeting. Cargotec's Annual report 2017 will be available during week 8 at [www.cargotec.com](http://www.cargotec.com). The Annual report includes the financial statements, the Board of Directors' report and the Auditors' report.

### **Instructions for the participants in the general meeting**

#### **Right to participate**

In order to take part in the general meeting, shareholders must be registered in the shareholders' register on the record date of the general meeting 8 March 2018. A shareholder may participate in the general meeting and exercise his/her rights at the meeting by way of proxy representation.

#### **Registration in the shareholder register**

A shareholder, whose shares are registered on his/her personal Finnish book-entry account, is registered in the shareholders' register of the company. A holder of nominee-registered shares who wants to participate in the general meeting must be temporarily entered into the shareholder register of the company latest on 15 March 2018 by 10 a.m. (EET). A holder of nominee-registered shares is advised to request the necessary instructions regarding the registration in the shareholder register of the company and the issuing of proxy documents from his/her custodian bank. As regards nominee registered shares, this constitutes due registration for the general meeting.

Changes in the holding of shares that take place after the record date have no effect on the right to participate or to vote in the general meeting.

The temporary shareholder register of Cargotec Corporation, as per the record date of the general meeting, 8 March 2018, can be viewed at Euroclear Finland Ltd, Urho Kekkosen katu 5 C, Helsinki, Finland, as of 16 March 2018.

### **Proxy representative and powers of attorney**

A proxy representative shall produce a dated proxy document or otherwise in a reliable manner demonstrate his or her right to represent the shareholder at the General Meeting. Shareholders are requested to provide Cargotec with any proxies for the general meeting so that the proxies are in Cargotec's possession by 15 March 2018. When a shareholder participates in the general meeting by means of several proxy representatives representing a shareholder with shares in different book entry accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the general meeting.

A holder of nominee-registered shares is advised to follow the instructions of his/her custodian bank regarding proxies. If a holder of nominee-registered shares wishes to be represented by some other person than his/her custodian, a written power of attorney is to be delivered to Cargotec. The proxy documents are to be delivered by mail to Cargotec Corporation, AGM, P.O. Box 61, FI-00501 Helsinki, Finland or by email to [ir@cargotec.com](mailto:ir@cargotec.com).

### **Notification of participation**

Shareholders who wish to attend the meeting must notify Cargotec no later than 4 p.m. (EET) on 15 March 2018. Notification can be made:

- on Cargotec's website at [www.cargotec.com](http://www.cargotec.com)
- by mail: Cargotec Corporation, AGM, P.O. Box 61, FI-00501 Helsinki, Finland; or
- by telephone: +358 20 770 6872 , Monday to Friday between 9 a.m. and 4 p.m. (EET).

### **Other information**

Pursuant to Chapter 5 (25) of the Limited Liability 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, there are 9,526,089 class A shares and 55,182,079 class B shares in Cargotec Corporation. Pursuant to the articles of association each class A share entitles its holder to one vote and each full set of ten class B shares entitle their holder to one vote, however, each shareholder has a minimum of one vote.

Helsinki, 7 February 2018  
Cargotec Corporation  
Board of Directors

Cargotec (Nasdaq Helsinki: CGCBV) enables smarter cargo flow for a better everyday with its leading cargo handling solutions and services. Cargotec's business areas Kalmar, Hiab and MacGregor are pioneers in their fields. Through their unique position in ports, at sea and on

roads, they optimise global cargo flows and create sustainable customer value. Cargotec's sales in 2017 totalled approximately EUR 3.3 billion and it employs over 11,000 people. [www.cargotec.com](http://www.cargotec.com)